



GUILDFORD  
BOROUGH

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**Pedro Wrobel**  
Joint Chief Executive  
Guildford and Waverley  
Borough Councils

Contact Officer:

Carrie Anderson, Senior Democratic  
Services Officer

26 February 2024

Dear Councillor,

Your attendance is requested at a meeting of the **Executive Shareholder and Trustee Committee** to be held in the Council Chamber, Millmead House, Millmead, Guildford, Surrey GU2 4BB on **Wednesday, 28 February 2024** at 9.30 am.

Yours faithfully,

Pedro Wrobel  
Joint Chief Executive  
Guildford and Waverley  
Borough Councils

**Members of the Executive Shareholder and Trustee Committee**

Chairman:

Councillor Julia McShane (Leader of the Council)

Vice-Chairman:

Councillor Tom Hunt (Deputy Leader of the Council)

Councillor Angela Goodwin  
Councillor Catherine Houston  
Councillor Carla Morson



INVESTOR IN PEOPLE



### **WEBCASTING NOTICE**

This meeting will be recorded for live and/or subsequent broadcast on the Council's website. The whole of the meeting will be recorded, except where there are confidential or exempt items, and the footage will be on the website for six months.

If you make a representation to the meeting you will be deemed to have consented to being recorded. By entering the Council Chamber, you are also consenting to being recorded and to the possible use of those images and sound recordings for webcasting and/or training purposes.

If you have any queries regarding webcasting of meetings, please contact Committee Services on 01483 444102.

### **QUORUM 3**

## The Council's Strategic Framework (2021- 2025)

### **Our Vision:**

A green, thriving town and villages where people have the homes they need, access to quality employment, with strong and safe communities that come together to support those needing help.

### **Our Mission:**

A trusted, efficient, innovative, and transparent Council that listens and responds quickly to the needs of our community.

### **Our Values:**

- We will put the interests of our community first.
- We will listen to the views of residents and be open and accountable in our decision-making.
- We will deliver excellent customer service.
- We will spend money carefully and deliver good value for money services.
- We will put the environment at the heart of our actions and decisions to deliver on our commitment to the climate change emergency.
- We will support the most vulnerable members of our community as we believe that every person matters.
- We will support our local economy.
- We will work constructively with other councils, partners, businesses, and communities to achieve the best outcomes for all.
- We will ensure that our councillors and staff uphold the highest standards of conduct.

### **Our strategic priorities:**

#### Homes and Jobs

- Revive Guildford town centre to unlock its full potential
- Provide and facilitate housing that people can afford
- Create employment opportunities through regeneration
- Support high quality development of strategic sites
- Support our business community and attract new inward investment
- Maximise opportunities for digital infrastructure improvements and smart places technology

#### Environment

- Provide leadership in our own operations by reducing carbon emissions, energy consumption and waste

- Engage with residents and businesses to encourage them to act in more environmentally sustainable ways through their waste, travel, and energy choices
- Work with partners to make travel more sustainable and reduce congestion
- Make every effort to protect and enhance our biodiversity and natural environment.

#### Community

- Tackling inequality in our communities
- Work with communities to support those in need
- Support the unemployed back into the workplace and facilitate opportunities for residents to enhance their skills
- Prevent homelessness and rough-sleeping in the borough

## Agenda

### **Item No.**

#### **1 Apologies for Absence and Notification of Replacements**

#### **2 Disclosure of Interests**

In accordance with the Councillors' Code of Conduct, a councillor is required to disclose at the meeting any disclosable pecuniary interest (DPI) that they may have in respect of any matter for consideration on this agenda. Any councillor with a DPI must not participate in any discussion or vote regarding that matter and they must also withdraw from the meeting immediately before consideration of the matter.

If that DPI has not been registered, the councillor must notify the Monitoring Officer of the details of the DPI within 28 days of the date of the meeting.

Councillors are further invited to disclose any non-pecuniary interest which may be relevant to any matter on this agenda, in the interests of transparency, and to confirm that it will not affect their objectivity in relation to that matter.

#### **3 Minutes (Pages 5 - 6)**

To confirm the minutes of the meeting of the Committee held on 20 March 2023 as a correct record.

#### **4 Appointment of Directors to Guildford Borough Council Holdings (Pages 7 - 12)**

##### Key Decisions:

Any item on this agenda that is marked with an asterisk is a key decision. The Council's Constitution defines a key decision as an executive decision which is likely to result in expenditure or savings of at least £200,000 or which is likely to have a significant impact on two or more wards within the Borough.

Under Regulation 9 of the Local Authorities (Executive Arrangements) (Meetings and Access to Information) (England) Regulations 2012, whenever the Executive intends to take a key decision, a document setting out prescribed information about the key decision including:

- the date on which it is to be made,
- details of the decision makers,
- a list of the documents to be submitted to the Executive in relation to the matter,
- how copies of such documents may be obtained

must be available for inspection by the public at the Council offices and on the Council's website at least 28 clear days before the key decision is to be made. There are no key decisions to be taken at this meeting but the relevant notice in respect of any key decisions to be taken at this meeting was published on 25 January 2024.

**Please contact us to request this document in an alternative format**

## EXECUTIVE SHAREHOLDER AND TRUSTEE COMMITTEE

Councillor Julia McShane (Chairman)

\* Councillor Joss Bigmore (Vice-Chairman)

\* Councillor John Redpath

\*Councillor George Potter

\*Present

**Action By**

**14. APOLOGIES FOR ABSENCE AND NOTIFICATION OF REPLACEMENTS**

Apologies for absence were received from Councillors Julia McShane and Tom Hunt.

Councillor McShane was replaced on the committee by Councillor George Potter for this meeting.

**15. DISCLOSURE OF INTERESTS**

There were no declarations of interest.

**16. MINUTES**

The minutes of the meeting held 22 September 2022 were agreed as correct. The Chairman signed the minutes.

**17. ARUNDEL HOUSE (HAMILTON FELLOWES)**

A charitable trust of the land known as Arundel House was created on 18 June 1919 by deed of conveyance and declaration of trust (the Vesting Deed) executed by Frank Knight and Margery Hamilton Fellowes. It was created to support young parents. Guildford Borough Council (GBC) was named as the trustee in the Vesting Deed and GBC is the registered owner of the freehold, which should be as charitable trustee. Councillor George Potter introduced the report.

Claire  
Beesly

The unincorporated charity was registered with the Charity

Commission as Arundel House (Hamilton Fellows) charity number 200497 on 22 November 1961. However, GBC was not recorded as a trustee of the charity by the Charity Commission and the charity had now requested that Guildford Borough Council were appointed as the sole trustee to regularise the position.

It was explained that the Mayor of Guildford, who had previously been listed as a trustee, could continue to be involved in the charity but would no longer be listed as a trustee with the Charity Commission.

**RESOLVED:**

1. the appointment of Guildford Borough Council as a trustee of Arundel House (Hamilton Fellowes) was agreed; and
2. Delegated authority to the Joint Strategic Director of Transformation to arrange for an Officer to attend the Trustee meetings and take day to day decisions about the operation of the Charity and any applications made to the Charity was agreed.

Reason:

To fulfil the Council's governance duties in respect of land it is holding on trust.

The meeting finished at 6.07 pm

Signed .....

Date .....

Chairman



# Guildford Borough Council

Report to: Executive Shareholder and Trustee Committee

Date:

Ward(s) affected: All

Report of Director: Legal & Democratic Services, Monitoring Officer

Author: Claire Beesly, Legal Services Manager & Deputy Monitoring Officer

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Lead Councillor responsible: Cllr Merel Rehorst-Smith

Tel: 01483 610581

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Report Status: Open

## Appointment of Directors to Guildford Borough Council Holdings

### 1. Executive Summary

The Committee is asked to appoint two further directors to the Board of Guildford Borough Council Holdings Limited (the “Company”) company number 10152910.

### 2. Recommendation to Committee

That the Committee approves:

- 2.1. Jo Knight be appointed as a director of Guildford Borough Council Holdings to take effect on the Company receiving notice from the Council for a term of 4 years.
- 2.2. Tom Hunt be appointed as a director of Guildford Borough Council holdings to take effect on the Company receiving notice from the Council for a term ending on 7 January 2028.
- 2.3. the Executive Head of Service for Legal & Democratic Services to make a further appointment, if possible, of a director to Guildford Borough

Council Holdings to take effect on the Company receiving notice from the Council for a term of 4 years.

### **3. Reason(s) for Recommendation:**

- 3.1. To ensure that the Company has sufficient directors to enable decisions to be made, in particular to allow for the approval of the accounts which are due to be submitted in March 2024.
- 3.2. The appointment of directors to the Company can be undertaken by the Board but at present the Board is not quorate and therefore the only decisions which can be made is a request to the Council for the appointment of additional directors. It is also advisable to have sufficient directors to ensure that the Board remains quorate and provide some flexibility. In accordance with Article 21.2.1 of the Articles of Association that Council is able to appoint directors to the Board. This will ensure resilience and that the Board are able to fulfil their statutory duties in a timely manner.

### **4. Exemption from publication**

- 4.1. No

### **5. Purpose of Report**

- 5.1. To promote good governance by the Council as shareholder of the Company by the appointment of additional directors to ensure that the Company remains quorate and can take decisions efficiently.

### **6. Strategic Priorities**

- 6.1. The Company supports all the Council's strategic priorities and at present particularly supports the provision of homes and facilitates housing that people can afford being the holding company for North Downs Housing.

### **7. Background**

- 7.1. On 23 February 2016, the Executive resolved to establish the Company of which the Council is the sole shareholder.

- 7.2. The Company has two current directors Ian Doyle (term expiring 3 January 2026) and Dennis Paul (term expiring 28 April 2024). Tom Hunt is a former director of the Board but his term expired on 7 January 2024 and the Board did not convene to reappoint him although he has continued to act in the capacity of a director.
- 7.3. Directors are appointed for a term of four years and are then automatically retired, unless they are reappointed in accordance with Article 21.4.4. Under Article 21.4.5 no director can be appointed for more than eight years in aggregate.
- 7.4. The Council as the sole shareholder of the Company is the ultimate owner of the Company and it is in the Council's interests to ensure that the Board is quorate and the directors are able to meet their statutory obligations. In order for the Board to be quorate there must be at least three directors, of whom one must be an Officer of the Council and one must be a Member of the Council.
- 7.5. In appointing directors to the Board, the Council should be mindful of the need to appoint individuals with the necessary skills and expertise. Tom Hunt has been a director of the company and has the historical knowledge and understanding to provide ongoing stability and consistency and it is therefore recommended that he is reappointed. Jo Knight has offered to be appointed as a director of the company and has significant accountancy experience which will assist in the timely preparation and submission of the company accounts.
- 7.6. At present a third director has not been identified and the Committee is asked to give the Executive Head of Service for Legal & Democratic Services to authority to appoint a further director if a suitable volunteer presents themselves. This would mean that there would be a Board of five directors providing appropriate resilience and flexibility.

## **8. Consultations**

- 8.1. No consultation is required in relation to this recommendation.

## **9. Key Risks**

- 9.1. The Board are currently unable to make decisions which will impact on the filing of the accounts leaving the directors at risk of prosecution.

## **10. Financial Implications**

- 10.1. There are no financial implications

## **11. Legal Implications**

- 11.1. The Council, acting through the Executive Shareholder and Trustee Committee, has the power to operate and manage the Company using the general power of competence under s1 of the Localism Act 2011. In exercising its powers over the Company, the Council remains subject to its general duties such as its fiduciary duty and must exercise the power with a proper purpose.
- 11.2. This report is prepared in compliance with the above mentioned legislation as well as the Companies Act 2006. Under the Companies Act 2006, a director must exercise the care, skill and diligence, which would be exercised by a reasonably diligent person (the full test is set out in more detail within the Companies Act; there is both an objective test and a subjective test). An elected member on a board of directors has a statutory duty to promote the success of the company and to exercise independent judgement in the same manner as any other director. Those appointed as directors should be aware of these duties.
- 11.3. When appointing directors, it is essential to consider that the duty of any company director is to act in the interests for the company for the benefit of its shareholders as a whole. The Council should only appoint directors with the necessary skills to act in the Company's interests.
- 11.4. As set out above the Council has the necessary power to make the appointments detailed within this report in accordance with the Articles of Association for the Company.

## **12. Human Resource Implications**

- 12.1. No Human Resource implications apply to this report. Appointment as a director is done on a completely voluntary basis.

## **13. Equality and Diversity Implications**

- 13.1. The Publish Sector Equality Duty has been considered has been considered in the context of this report and it has been concluded that there are no equality and/or diversity implications arising directly from this report.

## **14. Climate Change/Sustainability Implications**

- 14.1. Not applicable

## **15. Summary of Options**

- 15.1. Retain the current position. This option will mean that the Board will not be quorate and the directors will be unable to undertake their statutory duties.
- 15.2. Appoint one additional director. This option presents a risk that if one director is unavailable the Board will not be quorate and given that decisions may need to be made expeditiously this is not recommended. It is also noted that the term for one of the remaining directors expires in April at which point the Company will not be quorate.
- 15.3. Appoint three additional directors to the Board to provide resilience and ensure that the Board is able to continue making decisions as required.

## **16. Conclusion**

- 16.1. The Committee is asked to appoint the directors as set out in the recommendations so that the risk is minimised and the Company is able to continue operating.

## **17. Background Papers**

None

Agenda item number: 4

## **18. Appendices**

None