

Statement of Executive Shareholder and Trustee Committee Decisions

Thursday, 28th November, 2024

The decisions summarised below were taken by the Executive at the above-mentioned meeting and, subject to the call-in procedure referred to in Overview and Scrutiny Procedure Rule 17 and to the Notes at the end of this document, shall have effect five working days after the meeting. Details of any recommendations to Council are also included for completeness.

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

Councillor Richard Lucas *

Councillor Merel Rehorst-Smith

Councillor George Potter *

Councillor Fiona White *

*Present

Councillor Vanessa King was also in remote attendance.

Agenda

Item

No.

**Officer(s) to
action Item**

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

Apologies for absence were received from Councillor Carla Morson.

2. DISCLOSURE OF INTERESTS

Councillor Tom Hunt declared a non-pecuniary interest in respect of Item 5 as he held the position of Chairman of the Board of Directors for Guildford Borough Council Holdings.

Jo Knight, Assistant Director for Finance also declared a non-pecuniary interest in respect of Item 5, as she too sat as a non-executive director on the Guildford Borough Council Holdings board.

3. MINUTES

The minutes of the meeting held on 8th August were confirmed as correct. The Chairman signed the minutes.

4. GENERAL COMPANIES UPDATE

Susan Sale

Decision:

1. To note the progress made following the report on the Council's companies in August 2024.
2. To write to the companies to remind them of the deadline for filing the company accounts.
3. To delegate authority to the Joint Strategic Director of Finance to give shareholder approval to the accounts to enable them to be filed by 31 December 2024.

Reason(s):

1. To enable the Council to fulfil its duties in respect of the trustee function competently, robustly and transparently.
2. To enable the Council to be able to fulfil its duties in respect of best value and continuous improvement in respect of its interests in charities, and to keep under review the objectives, strategies and plans, and performance of each of its companies.

Other options considered and rejected by the Executive:

None.

Details of any conflict of interest declared by the Leader or

lead councillors and any dispensation granted:

None.

5. GUILDFORD BOROUGH COUNCIL HOLDINGS UPDATE

Ben Silver

Decision:

1. To delegate authority to the Joint Strategic Director of Economy, Planning & Place, in consultation with the Monitoring Officer and Leader of the Council, to take all steps necessary to implement the members' voluntary liquidation of the Company under the Insolvency Act 1986 (the "Winding Up") including the appointment of a liquidator in connection with the Winding Up;
2. To delegate authority to the Joint Strategic Director of Economy, Planning & Place to seek all further advice necessary in connection with the Winding Up including, without limitation:
 - (i) advice from external legal services provider; and
 - (ii) advice from external tax services provider.
3. To delegate authority to the Monitoring Officer to amend the articles of association of GBCH to reduce the quorum requirement from three directors to two directors for any meeting of the board of directors of the Company.

Reason(s):

1. To enable the Council to fulfil its duties in respect of the shareholder function competently, robustly and transparently.
2. To enable the Council to fulfil its duties in respect of best value and continuous improvement in respect of its interests in GBCH and NDH, and to keep under review the objectives, strategies and plans, and performance of each company.
3. To fulfil the Council's corporate governance duties in respect of GBCH and NDH.

Other options considered and rejected by the Executive:

None.

Details of any conflict of interest declared by the Leader or lead councillors and any dispensation granted:

Non-pecuniary interest declared by Councillor Tom Hunt as Chairman of the Board of Directors of Guildford Borough Council Holdings Ltd.

6. A REVIEW OF THE COUNCIL'S INTERESTS IN CHARITIES

Susan Sale

Decision:

1. To note the Council's interests in The Mayor of Guildford's Local Support Fund, The Racks Close Open Space, Burpham War Memorial Recreation Ground, Public Walks and Pleasure Grounds, Guildford Sports Ground and Arundel House (Hamilton Fellows);
2. In recognition of Trustees Week at the beginning of November to thank all those trustees who volunteer their time to support charities in our local community and in particular Cllr Sallie Barker MBE and Cllr Howard Smith for their commitment and effort to supporting The Mayor of Guildford's Local Support Fund and Arundel House (Hamilton Fellows);
3. To approve the draft work programme set out at paragraph 6.4 and delegate authority to the Monitoring Officer to deviate from the work programme where appropriate, in consultation with the Leader of the Council;
4. To receive a report in January 2025 from Joint Strategic Director, Finance to provide confirmation of the filing of accounting reports for the financial year ending 31 March 2023 for The Racks Open Space, Public Walks and Pleasure Grounds and Burpham War Memorial Recreation Ground and draft accounts of all the charities for the financial year ending 31 March 2024 for approval;
5. To receive a report in March 2025 from the Joint Strategic

Director for Legal & Democratic Services considering whether any of the charities can be linked or have compatible objectives and would benefit in achieving their objectives by a merger with another charity.

6. To receive a report in March 2025 from the Joint Strategic Director for Legal & Democratic Services proposing conflict of interest policies for adoption by each charity.

Reason(s):

1. As a trustee the Council has a responsibility to ensure it has in place robust mechanisms for making trustee decisions which are in the best interests of the charity. The recommendations in this report will establish compliance with the accounting and reporting responsibilities whilst supporting good governance to enable the Council to fulfil its duties in respect of the trustee function competently, robustly and transparently.
2. To enable the Council to be able to fulfil its duties in respect of best value and continuous improvement in respect of its interests in charities, and to keep under review the objectives, strategies and plans, and performance of each of its companies.

Other options considered and rejected by the Executive:

None.

Details of any conflict of interest declared by the Leader or lead councillors and any dispensation granted:

None.

7. **A REVIEW OF THE OBJECTIVES AND ARRANGEMENTS FOR GUILDFORD SPORTSGROUND MANAGEMENT COMPANY**

Sally
Seymour

Decision:

To receive a further report from the Lead Officer in March 2025 providing a copy of the accounts and business case.

Reason(s):

1. To enable the Council to fulfil its duties in respect of the shareholder function competently, robustly and transparently.
2. To enable the Council to fulfil its duties in respect of best value and continuous improvement in respect of its interests and to keep under review the objectives, strategies and plans, and performance of each company.
3. To fulfil the Council's corporate governance duties in respect of ManCo.

Other options considered and rejected by the Executive:

None.

Details of any conflict of interest declared by the Leader or lead councillors and any dispensation granted:

None.

8. **WORK PROGRAMME**

Carrie
Anderson

Decision:

The Committee considered and approved its updated 12 month rolling work programme, as detailed in the Supplementary Information Sheet.

Reason(s):

To allow the Committee to maintain and update its work programme.

Other options considered and rejected by the Executive:

None.

Details of any conflict of interest declared by the Leader or lead councillors and any dispensation granted:

None.

NOTES:

(a) Any decision marked “#” means that the item was deemed by the Joint Chief Executive and agreed by the Executive and Chairmen of the Overview and Scrutiny Committees to be a matter of urgency for the reason indicated and, in accordance with Overview and Scrutiny Procedure Rule 17 (h), such decision takes effect immediately and is therefore *not* subject to the call-in procedure.

(b) The call-in procedure is as follows:

(i) the Chairman of the Overview and Scrutiny Committee; or

(ii) a minimum of five members of the Council

may require that a decision be referred to the Overview and Scrutiny Committee for review.

(c) Councillors wishing to exercise their right to call-in a decision taken by the Executive must give notice in writing to the Democratic Services and Elections Manager. The reason for a councillor calling-in a decision shall accompany any such request and must meet one of the following criteria:

(a) that there was insufficient, misleading or inaccurate information available to the decision-maker;

(b) that all the relevant facts had not been taken into account and/or properly assessed;

(c) that the decision is contrary to the budget and policy framework and is not covered by urgency provisions; or

(d) that the decision is not in accordance with the decision-making principles set out in the Constitution.

Such notice should be marked for the attention of John Armstrong who can be contacted by e-mail on john.armstrong@guildford.gov.uk

(d) On receipt of a call-in request, the Monitoring Officer will decide, in consultation with the chairman of the Overview and Scrutiny

Committee, whether it is valid and will notify the councillors concerned accordingly.

- (e) In the case of a valid call-in, the decision shall be referred to a special Call-in meeting of the Overview and Scrutiny Committee, which shall be held within 21 days of the decision on validity referred to in paragraph (d) above.
- (f) A decision marked with an asterisk denotes that the matter is a “Key Decision” which is defined in the Council’s Constitution as an executive decision:
 - (i) which is likely to result in significant expenditure or savings (of at least £200,000) having regard to the budget for the service or function to which the decision relates; or
 - (ii) which is likely to have a significant impact on two or more wards within the Borough.