

Minutes of the meeting of Shareholder Committee held at Herefordshire Council Offices, Plough Lane, Hereford, HR4 0LE on Tuesday 18 April 2023 at 5.00 pm

Committee Members Physically Present and voting: Councillors Pauline Crockett and David Hitchiner

Committee Members in remote attendance Councillors Gemma Davies and Liz Harvey

Cabinet members attending the meeting remotely, e.g. through video conferencing facilities, may not vote on any decisions taken.

Officers in attendance: Director of Resources and Assurance and Head of Legal Services and Deputy Monitoring Officer

1. ELECTION OF CHAIRPERSON (Pages 3 - 4)

The deputy monitoring officer advised that the meeting was inquorate and therefore proceedings were adjourned.

The members of the committee held an informal discussion, led by the leader of the council, and a summary of this is attached as appendix 1.

2. APOLOGIES FOR ABSENCE

3. DECLARATIONS OF INTEREST

4. APPOINTMENT OF DIRECTORS

The appointment of appropriate directors to the boards of Hoople Ltd and Cyber Quarter is an urgent matter. In accordance with paragraph 4.5.2 of the agreed terms of reference of the Shareholder Committee, the Leader of the Council will make the decision on appointments.

5. FUTURE WORK PROGRAMME

6. COMPANY BANKING FORMALITIES

Summary of discussions following the adjournment of the meeting of the Shareholder Committee on 18 April 2023 due to being inquorate.

Appointment of Directors

The leader of the council has resigned as a director of Hoople Ltd and of Cyber Quarter. It is not best practice for councillors to be directors of these companies. Appointing appropriately skilled officers and having a shareholder committee will provide proper separation of duties and oversight of companies of which the council is a shareholder.

The proposed directors have relevant backgrounds and operational understanding of the work involved. A standard form contract of services will be issued to each officer appointed as a director and an indemnity similar to that given for their work as an officer of the council.

The council's Section 151 officer has also resigned as a director which will allow him to act on behalf of the council without any conflicts of interest arising.

Directorships should be reviewed at intervals.

The proposed directors were supported by the members of the committee.

Future Work Programme

Hoople

Future meetings are proposed to be quarterly. The council's director of each company will submit a formal written report and attend this meeting. Where appropriate, the council's key client officers will also be asked to comment.

The suggested content to cover the headline financials and performance information as regular items, plus service delivery and information on the direction of travel for the company and business planning at appropriate points during the year. Where a company is looking to provide new services this must be in a sustainable way.

An annual shareholder meeting will provide an opportunity to meet with other shareholders to ensure a consistent vision and approach to oversight of the company.

Care should be taken not to duplicate work of other bodies such as management committees. Different officers may be appointed to these bodies and they can bring reports to the Shareholder Committee if they have concerns.

The head of legal services to pull together a short document outlining what reports will be expected and circulate to the other parties.

Cyber Quarter

As above but needs careful consideration and discussion with University of Wolverhampton. Liaise with key client officer. Possibly adopt similar reporting and processes as used for West Mercia Energy Company.

