



Buckinghamshire Shareholder Committee minutes

Minutes of the meeting of the Buckinghamshire Shareholder Committee held on Wednesday 13 March 2024 in The Paralympic Room, Buckinghamshire Council, Gatehouse Road, Aylesbury HP19 8FF, commencing at 2.00 pm and concluding at 3.05 pm.

Members present

J Chilver (Chairman), S Broadbent and P Strachan

Agenda Item

1 Apologies for Absence

Apologies were received from Councillor A Cranmer.

2 Declarations of Interest

Councillor S Broadbent declared a personal interest in agenda item 4, in that he remained a director of the Local Enterprise Partnership which was in the final processes of being wound up following the transfer of functions and resources to the Council on the 1st March 2024.

3 Minutes of the previous meeting

Resolved: That the minutes of the meeting held on 10 January 2024 be approved as an accurate record and that outstanding actions be noted as having been completed.

4 The Local Authority (Indemnities for Members and Officers) Order 2004

The Committee received a report which detailed that under section 265 of the Public Health Act 1875 Councillors and local authority officers, when acting in the course of their duties and in good faith, had statutory immunity and were not personally liable for the actions taken. The Act provided for an indemnity in relation to potential liabilities and costs. Ms Jenny Caprio, Head of Legal Services presented the report.

Under the Local Authority (Indemnities for Members and Officers) Order 2004, authorities had power to indemnify Members and officers in certain circumstances, including where they are carrying out any function at the request, with the approval, or for the purposes, of the authority; but acting in capacities other than as Members or officers of the authority. An example of this would be where a Member or Officer acted as a director of a company at the request of the authority and was, therefore, acting in the capacity of a director. Prior to 2020, legacy Councils had varying arrangements to confirm that Officers and Members would be indemnified,

however this report sought a general indemnity.

During discussion, it was queried how a director of a company would be covered where they were not employed by the Council, such as with one of Consilio Property Limited's directors. There was an understanding that Consilio had their own director insurance, however it was suggested that Consilio be written to, to establish their position and ensure that they had something in place.

ACTION: L Ashton to write to Consilio to query whether they had their own director insurance in place.

It was confirmed that whilst the report was presented to this Committee in respect of the wholly or jointly owned entities, it also covered all outside body appointments. The precise wording of the indemnity would be finalised as set out in the below resolutions.

RESOLVED:

- 1. That Pursuant to the Local Authority (Indemnities for Members and Officers) Order 2004, the Council agreed to indemnify Members and Officers against any personal liability incurred when carrying out their duties, (except in the cases of fraud or criminal acts), including in relation to appointments to other bodies controlled or not controlled by the Council.**
- 2. That the Director of Law and Governance be authorised to finalise the wording of the indemnity in consultation with the S151 Officer.**

5 Draft Buckinghamshire Shareholder Committee Annual Report 2023-24

The Committee considered a draft of its annual report covering the 2023/24 period. As a sub-committee of Cabinet, it was considered good practice for the Shareholder Committee to report annually to Cabinet on the work it had undertaken over the previous municipal year. The report detailed all this work including amongst other things the review of business plans, reviewing financial positions and the best practice review guidance. Following consideration at this meeting, the report would be presented to Cabinet at its meeting on 7 May 2024. Mr Richard Ambrose, Director of Major Projects presented the report.

The Committee queried the reference within the 'introduction and background' section where it was noted that *Cabinet Members with portfolios directly related to the companies' objectives not ordinarily being considered for appointment to the Committee*. It was confirmed that this was a misstatement and would be removed from the final version.

RESOLVED:

That subject to the above amendment, the Buckinghamshire Shareholder Committee Annual Report 2023-24 be endorsed for submission to Cabinet to consider at its meeting on 7 May 2024.

6 Best Practice Review (Governance) - Update

The Committee received a report on the Amber and Red rated actions identified in the recent Best Practice Self-Assessment as detailed in Annex 1 of the report. In October 2023, the Committee undertook a best practice self-assessment on company governance. It was agreed to adopt Amber and Red rated actions arising from the assessment as part of the Committee's action plan and to receive updates at each meeting. This was the second such update. The action plan would be updated further as a result of the Internal Audit into company governance which was undertaken between December 2023 and January 2024.

Mr Glenn Watson, Principal Governance Officer presented the report.

During discussion points raised included:

- The Local Authority Company Review Guidance (2021) had been updated in late 2023 and now contained some 'best practice questions' that members of a shareholder committee could usefully bear in mind when overseeing entity governance. These were appended to the report at annex 2.
- In reference to action C9 around reviewing each entity's internal structure and performance mechanisms, it was agreed that it would be beneficial to establish what each entity's key performance indicators were and whether there were then any generic KPIs that the Committee would want to see. A review of company KPIs was on the forward plan for the next meeting of this Committee.
- The review of companies' articles of association (action E1) was picked up through the internal audit and as part of that process had actions and target dates set.
- In terms of action E7 around conflicts of interest this related to the entities themselves to ensure that they had embedded their own processes for keeping registers of interests and ensuring that there was opportunity to declare interests at each meeting.
- On action C7, it was agreed that the Finance and Resources Select Committee should be referenced as a connection with this Committee as they had received an update on external companies at their previous meeting in February 2024.

RESOLVED:

That the update as regards the Amber and Red actions identified in the recent Best Practice Self-Assessment, itemised at Annex 1 be noted.

7 Forward Plan

Resolved: that the forward plan be noted.

8 Date of the next meeting

12 June 2024 at 2 p.m. (to be confirmed at the Council AGM on 15 May 2024)

9 Exclusion of the public

Resolved: that under Section 100(A)(4) of the Local Government Act 1972, the public be

excluded from the meeting on the grounds that it involves the likely disclosure of exempt information as defined in the paragraph indicated in Part 1 of Schedule 12A of the Act.

10 Confidential minutes of the previous meeting

Resolved: That the confidential minutes of the meeting held on 10 January 2024 were approved as an accurate record and it be noted that outstanding actions had been completed.

11 Aylesbury Vale Estates LLP – Business Plan April 2024 to March 2027

The Committee reviewed the Aylesbury Vale Estates (AVE) Business Plan which covered the period from April 2024 to March 2027. The Committee held a detailed discussion on the contents of the business plan, which included the key objectives, performance against the previous business plan, debt and finance plans, a market overview, portfolio performance and projected cash flow. Mr Mark Preston, AVE Board Member, was in attendance for this item.

RESOLVED:

That the Business Plan be reviewed and noted.

12 Buckinghamshire Advantage Business Plan 2024/25

The Committee reviewed the Buckinghamshire Advantage Business Plan which covered the 2024/25 financial year. The Committee held a detailed discussion on the contents of the business plan, which included the key objectives for the coming year, 2023/24 achievements, and updates on governance and finance. Mr Richard Harrington, Director of Buckinghamshire Advantage, was in attendance for this item.

RESOLVED:

That the Business Plan be reviewed and noted.

13 Internal Audit Report: Companies Governance

The Committee supported an internal audit of companies' governance being undertaken by the Council's Business Assurance team. This fit with the Committee's best practice review. The findings of the audit were discussed in detail by the committee. The report was presented by Mr Richard Ambrose, Director of Major Projects.

RESOLVED:

- 1. That the risk areas identified, findings and recommendations outlined in the internal audit report be noted.**
- 2. That the Shareholder Committee's Best Practice self-assessment be updated to reflect the audit findings.**