



Report to Leader (Property & Assets portfolio)

Decision Date: 6 October 2020

Reference number: PA01.20

Title: Appointment and Resignation of Directors to Consilio Property Limited and Buckinghamshire Advantage, and appointment of Members Representatives to Aylesbury Vale Estates LLP.

Relevant councillor(s): Cllr John Chilver

Author and/or contact officer: John Reed – Director of Property and Assets

Ward(s) affected: All

Recommendations:

- Steve Bambrick resigns as Director of Consilio and Buckinghamshire Advantage
- Neil Gibson resigns as a Director of Buckinghamshire Advantage
- Lisa Michelson is appointed as a Director of Buckinghamshire Advantage
- Nigel Dicker is appointed as a Director of Consilio.
- Cllr Katrina Wood is appointed a Members Representative to the Aylesbury Vale Estates Board.
- Cllr Nick Naylor is appointed a Members Representative to the Aylesbury Vale Estates Board.
- Cllr Warren White resigns as a Member Representative to the Aylesbury Vale Estates Board.
- Cllr Julie Ward resigns as a Member Representative to the Aylesbury Vale Estates Board.
- Each Directors/Members Representative to be provided with a Council Indemnity to cover their responsibilities to the Company.
- The Director of Property and Assets in consultation with the Cabinet Member for Property and Assets, S151 Officer and the Director of Legal to confirm the

appointments, and arrange with the Companies for the necessary changes to be made at Companies House and to arrange for each new Director/Member representative to be provided with a suitable indemnity from the Council.

- Arrange for the Directors/Member representatives to issue a suitable declaration of interest form.

Reason for decision:

Steve Bambrick has been appointed as Director of Planning for the new Unitary Authority for Buckinghamshire Council. This role could lead to potential conflicts of interest with the roles and responsibilities in the companies for which he is a Director.

Neil Gibson has left the Authority.

Cllr Warren White has been appointed the Cabinet Member for Planning for the new Unitary Authority for Buckinghamshire Council. The role could lead to potential conflicts of interest with the roles and responsibilities in the companies for which he is a Director.

The Members and Directors of the Unitary Authority identified above are considered suitable for representing the interests of the Company and LLP.

Executive summary

- 1.1 This report seeks confirmation regarding proposed changes in the governance and leadership of three of the Councils directly owned or partly owned Companies and LLP through the Appointment of new Members Representatives and Directors.
- 1.2 From time to time Directors or Members representatives need to change because of changes in personal circumstances, work related circumstances etc.
- 1.3 The changes if approved will need to be documented at Companies House in addition to changes in ownership.
- 1.4 Directors/Members representatives will also need to be issued with suitably worded indemnities. Directorships and Member Representatives confer significant responsibilities and potentially personal liabilities. These responsibilities may be a deterrent to Staff and Members taking up these roles and therefore it is recommended they are provided with suitably worded indemnities in addition to Officer and Directors Insurance.

Content of report

- 1.5 Buckinghamshire Council was formed on the 1st April 2020 as part of a structural changes order.

- 1.6 All benefits, responsibilities and ownerships were transferred to the new Authority on the 1st April 2020, this includes a number of Companies, Trusts, and an LLP which are entirely or partly owned by the sovereign Councils.
- 1.7 These Companies are managed by the Company Directors and Members Representatives, and since Unitary has been formed a number of resignations and changes need to occur including the appointment of new Directors and Members Representatives.
- 1.8 The report seeks the necessary Authority to make changes to the Directors and Members Representatives set out in this report.

Other options considered

- 1.9 Do nothing – This is not considered an option for the reasons set out in this report.
- 1.10 Consider alternative Directors and Members representatives – There are a limited number of suitably qualified Directors and Members representatives. The proposed election of Directors set out in this report is considered appropriate.

Legal and financial implications

- 1.11 Although the Council makes the nomination/appointments, the Members and officers hold office according to the constitution of that outside body and must follow its governance, code or constitution. The Member's prime duty is to act in accordance with what they consider to be the best interest of that body. The Local Authorities (Company) Order 1995 imposes additional obligations on Directors namely, to report back to the Council on their involvement in outside bodies to which they have been nominated. This obligation can be met by annual report to the relevant Portfolio Holder. Members will be entitled to an indemnity by the outside bodies where they act in accordance with the constitution. It is not possible for the Council to provide indemnities or insurance to Members acting as directors, for outside bodies.

Corporate implications

These are set out below;

- Property – These are set out in the report.
 - HR – There are no HR implications save for completion of a declaration of interest form.
 - There are no implications in the report with regard to Climate Change



- There are no implications in the report with regard to Sustainability.
- The report does not require an equality impact assessment.
- The report does not need a data protection impact assessment
- There are no value for money considerations arising from the report

Consultation and communication

1.12 Further consultation is not considered necessary. The proposed Directors have been agreed by the Property Board.

1.13 Further communication is considered unnecessary.

Next steps and review

If the report is approved then the indemnity agreement will be agreed and drafted with the Directors/Member Representatives and they will be appointed to the Board of the Companies and LLP at a formal Board meeting of the Company. Suitable notifications will also be recorded at Companies House.

Background papers

There are no background papers

Your questions and views (for key decisions)

If you have any questions about the matters contained in this report please get in touch with the author of this report. If you have any views that you would like the cabinet member to consider please inform the democratic services team. This can be done by telephone 01296 382343 or email democracy@buckinghamshire.gov.uk

