

MINUTES
OF A MEETING OF THE
SHAREHOLDER EXECUTIVE COMMITTEE

held on 27 November 2024

Present:

Cllr A-M Barker (Chair)
Cllr D Roberts (Vice-Chair)

Cllr S Greentree Cllr L Lyons
Cllr I Johnson Mrs C Storey

Absent: Councillors E Nicholson

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Councillor Ellen Nicholson.

2. DECLARATIONS OF INTEREST

In accordance with the Officer Employment Procedure Rules, the Strategic Director – Corporate Resources, Kevin Foster, declared a disclosable personal interest (non-pecuniary) in any items concerning the companies of which he was a Council-appointed director. The interests were such that Mr Foster could advise the Executive on those items.

3. MINUTES

RESOLVED

That the minutes of the meeting of the Shareholder Executive Committee held on 31 October 2024 be approved and signed as a true and correct record.

4. URGENT BUSINESS

There were no items of Urgent Business under Section 100B(4) of the Local Government Act 1972.

5. REPORT OF THE SHAREHOLDER LIAISON SERVICE

The Leader welcomed the representatives from ThamesWey Ltd and Victoria Square Woking Ltd (VSWL) to the meeting. The Executive noted the Part 1 report from the Shareholder Liaison Service which stated that the reports brought by the companies to the meeting were:

- [REDACTED] ThamesWey monthly update and management accounts up to October 2024;

- Victoria Square monthly update and management accounts to the end of September 2024;
- ThamesWey outline business cases for its five main trading entities;
- ThamesWey Sheerwater expenditure update; and
- Victoria Square long term Commercial Strategy report.

RESOLVED

That the report be received.

6. WORK PROGRAMME

RESOLVED

That the Work Programme be received.

7. EXCLUSION OF THE PRESS AND PUBLIC

RESOLVED

That the press and public be excluded from the meeting during consideration of items 8 to 10 in view of the nature of the proceedings that, if members of the press and public were present during these items, there would be disclosure to them of exempt information as defined in paragraph 3 of Part 1 of Schedule 12A, to the Local Government Act 1972.

Paragraph 3 – Information relating to the financial or business affairs of any particular person (including the authority holding that information).

8. THAMESWEY LTD PERFORMANCE REPORT AND OUTLINE BUSINESS CASE

Jane Wynne, the newly appointed Chairman of ThamesWey Ltd, who also holds the role of Chairman of Victoria Square Woking Ltd, expressed her thanks to the outgoing Chairman for his work and continuing commitment to the company, and also extended her thanks to the Chief Executive Officer, Mark Rolt and Chief Financial Officer, Andrew Pinto, for the level of transparency in the papers before the SEC.

The SEC received the performance report which set out Key Performance Indicators and financial supporting information for each trading entity, with a summary of key issues highlighted.

Also received were with the Outline Business Cases for the following entities: ThamesWey Central Milton Keynes; ThamesWey Energy Limited; ThamesWey Developments Limited; ThamesWey Housing Limited; and ThamesWey Sustainable Communities Limited. The Board of ThamesWey had considered the business cases and endorsed the Preferred Option for each entity, except for ThamesWey Energy Limited for which an alternative path had been selected. Jane Wynne stated that the solution for each entity would look different and a further update would be received at the meeting of the SEC in January.

A report was received on wider company debt restructuring and assets held by the company. Following the October meeting of the SEC where Member concerns were raised over Sheerwater finance, a report had been prepared stating that a detailed review had been undertaken setting out issues identified and subsequent steps taken. However it was

emphasised by the SEC that the issue should have been brought to the attention of Members in the monthly reporting and its absence had raised concerns over governance.

Risks continue to be monitored by the Board on a monthly basis and incorporated in the Risk Register. ThamesWey's external auditors, Menzies were continuing their external audit and making good progress, with no concerns raised to date.

Members discussed the papers received from ThamesWey. Regarding ThamesWey Housing Limited, Councillor Johnson stated that the criteria for new tenants should not be too stringent and that liaison with Housing Services would be required.

Also in relation to ThamesWey Housing, the Leader stated that it was vital to ensure the protection of residents in any future decisions.

Discussion was also held on residents' parking permits; debt arrangements; solar panels; the Heat Network Improvement Programme; potential decarbonisation work; the District Cooling Centre in Victoria Square; the impact of the Chancellor's recent budget; and pockets of land previously purchased by the company for development purposes.

RESOLVED

That the performance report and Outline Business Cases be received.

9. VICTORIA SQUARE WOKING LTD PERFORMANCE REPORT AND OUTLINE BUSINESS CASE

The SEC received the performance report and Long-Term Commercial Strategy from Jane Wynne, Chairman of VSWL, Tim Wells, Chief Executive Officer, and Elisabeth Hill, Chief Finance Officer, which had been circulated as part of the agenda pack.

The papers submitted by the company stated that the work was taking place to ensure that VSWL was compliant with the Council's Companies Governance Framework.

Elisabeth Hill presented the finance report which contained information to the end of September 2024 with income statement, balance sheet reporting, performance against budgets analysis and the end of year forecast position. An update was received on Financial Review and Restructuring Options which would be further discussed by the Council's Lender Board.

Key performance indicators had been provided, noting that indicators for the Hilton Hotel would be added in due course. The hotel had opened on schedule on 31 October 2024, with initial trading positive noting the national insurance and minimum wage policies set out in the recent Chancellor's Budget. Councillor Roberts stated that year on year footfall in retail would be useful to consider. Jane Wynne added that it was important to compare the performance of Woking with other similar locations.

Also included were the measurement of performance against the business plan through the action tracker for 2024/25; and the medium-term cashflow forecast which had received external assurance.

The Long-Term Commercial Strategy Report was received which included asset management actions, suggested timelines and next steps. It was important for the Council to consider the issue of place-making and its future stewardship of Town Centre assets, ensuring clarity of financial benefits in light of the Council being under Government

intervention. The SEC noted that the Outline Business Case was anticipated being available in two weeks.

The Leader and Councillor Lyons raised queries regarding proposed parking tariffs and gym facilities; Tim Wells undertook to look into the matters outside the meeting.

RESOLVED

That the performance report and Long Term Commercial Strategy be received.

10. REPORT OF THE SHAREHOLDER LIAISON SERVICE

(NOTE: No company representatives were present during the meeting for this item.)

The representatives from the Shareholder Liaison Service introduced the Part II report and noted that no decisions were being taken on the Outline Business Cases at this meeting.

Councillor Johnson stated that the reports from the subsidiary companies had improved from those in past months.

Kevin Foster, Strategic Director – Corporate Services, provided an update on the views of Milton Keynes City Council in relation to ThamesWey Central Milton Keynes.

Members noted the information received at the meeting, including the reports circulated as part of the agenda pack and the points made verbally at the meeting, and agreed a response to the companies which was resolved accordingly.

RESOLVED

- That
- (i) the SEC notes the reports provided by the companies;
 - (ii) the SEC requires that ThamesWey re-examine their progress against governance requirements;
 - (iii) the Outline Business Case Options and Victoria Square draft long term commercial strategy are acknowledged as being received; and
 - (iv) the SEC acknowledges that work will continue to test the matters in (iii) above against the Council's place and housing ambitions, WBC commercial asset plans and financial duties to identify a set of options for approval by the Executive in early 2025 that shall be developed into full business cases.

<p>This document was published on Thursday, 28 November 2024 and the decisions within it will be implemented on Friday, 6 December 2024, subject to call-in.</p>

The meeting commenced at 7.00 pm
and ended at 9.50 pm

Chairman: _____

Date: _____