

MINUTES  
OF A MEETING OF THE  
**SHAREHOLDER EXECUTIVE COMMITTEE**

held on 27 June 2024

Present:

Cllr A-M Barker (Chair)  
Cllr I Johnson            Cllr D Roberts  
Cllr L Lyons             Mrs C Storey

Also Present: Councillor S Howes

Absent: Councillors W Forster and E Nicholson

**1. APOLOGIES FOR ABSENCE**

Apologies for absence were received from Councillors W Forster and E 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. URGENT BUSINESS**

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

**4. REPORT OF THE SHAREHOLDER LIAISON SERVICE**

The Leader welcomed the representatives from ThamesWey Ltd and Victoria Square Woking Ltd (VSWL) to the inaugural meeting of the Shareholder Executive Committee and acknowledged that the Council's financial environment was significantly more challenging following the Section 114 announcement and the Government's requirement for statutory best value intervention. However, as Shareholder the Council continued to expect the companies to deliver maximum value for the Borough.

Kevin Foster, Strategic Director – Corporate Resources, introduced Michael Hainge (Ethical Commercial), Petra Der Man (Governance Lawyer) and Mervyn Greer (Commissioner) as the Committee received the Part I report from the Shareholder Liaison Service (SLS), which contained the purpose of the SLS, the reporting requirements of the companies as set out in the Corporate Governance Framework approved by the Executive on 16 November 2023; and the functions of the Shareholder Executive Committee (SEC).

The Committee was also reminded of the Council's responsibilities under the Exceptional Financial Support arrangement (EFS), which had been reflected in the context of the companies' plans to improve financial oversight and their business plans.

The purpose of the June meeting of the SEC was to approve the Victoria Square Business Plan, which had been circulated as part of Part II, and receive the performance reports from ThamesWey and Victoria Square Woking Limited.

RESOLVED

That the report be received.

## **5. COMPANY PRESENTATION TO COMMITTEE**

As part of the circulated agenda pack, the SEC received powerpoint slides on the VSWL Business Plan from Tim Wells, Chief Executive of Victoria Square Woking Limited, who was attending the meeting with the Chairman, Jane Wynne and newly appointed Finance Director, Elisabeth Hill. The slides included an introduction, vision, strategy, business plan outcomes, corporate structure / organisation / ESG, long-term commercial strategy, retail / food beverage / leisure and education, the Hilton Hotel, Residential – The Marches, red and green car parks, and property / financial / risk management.

Tim Wells reported that the VSWL Board was focused on delivering a company that met all the requirements of the Shareholder by providing a robust operation, resolving legacy issues, ensuring the availability of legacy assets, providing a long-term commercial strategy, and delivering optimal and affordable debt repayments. Also taking place was the transition of financial management from the former joint venture partner (Moyallen) to VSWL by the end of the year. Jane Wynne advised that the first meeting of the refreshed board had taken place the previous week and had been very positive.

Following questions, it was noted that the new Chairman had added significantly to the rigour of the Board and that there was a depth of real estate experience across the Board, which had held its first meeting the previous week. The Finance Director was also focused on enhancing the level of financial reporting at Board level and it was likely that an Asset Management Director would be appointed.

Regarding the Town Centre offer, it was noted that VSWL was limited to the buildings and retail units constructed and that communication was taking place with the managers of Wolsey Place and The Peacocks to maximise the offer, with continued interest being received in vacant units. Final works would be taking place at the Hotel over the coming weeks and it was expected that the opening date would be around the end of September. Italia Conti were noted to be at the end of their second academic year and it was hoped that there would be some performances taking place in public spaces in the future. Retailers occupying the company's units were stated to be generally operating reasonably or successfully.

The company was also seeking to restructure itself to ensure that it was in the optimum position to attract new investors in due course.

RESOLVED

That the company presentation 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 and 11 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 PERFORMANCE REPORT AND GROUP MANAGEMENT ACCOUNTS**

The SEC received the performance report and group management accounts from Alan Collett, Chairman of ThamesWey, and Mark Rolt, Chief Executive Officer.

RESOLVED

That the performance report and group management accounts be received.

**9. VICTORIA SQUARE WOKING LIMITED PERFORMANCE REPORT**

The SEC received an update from the representatives of VSWL on its performance report, the slides for which had been circulated as part of the agenda pack.

RESOLVED

That the performance report be received.

**10. VICTORIA SQUARE WOKING LIMITED BUSINESS PLAN**

The SEC received the VSWL Business Plan 2024/25, and noted that approval of the Plan would be considered under the next item on the agenda, the Part II report from the Shareholder Liaison Service.

RESOLVED

That the Victoria Square Woking Limited Business Plan be received.

**11. REPORT OF THE SHAREHOLDER LIAISON SERVICE**

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

Michael Hainge introduced the Part II report of the Shareholder Liaison Service to the SEC, which included the recommendation that the Victoria Square Business Plan 2024/25 be

approved. Members discussed the information received at the meeting, both written in advance 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.

The Leader requested that companies be sent the list of reporting requirements as set out in the Corporate Governance Framework agreed in November 2023.

RESOLVED

- That (i) reports be noted and further updates on the companies reporting progress would be provided to the committee;
- (ii) the Chairs of the companies be provided with a robust Shareholder instruction to comply with the minimum reporting requirements of the Corporate Governance Framework which had been approved by the Council and formally agreed by the companies;
- (iii) the Victoria Square Woking Limited business plan as the basis for the company's activities for the financial year 2024/25 be given Shareholder approval, subject to an instruction from the Shareholder to provide further written information on timelines and expected completion dates for the actions contained within; and
- (iv) the Shareholder Liaison Service implement these decisions on behalf of the Shareholder and continue to provide updates.

**This document was published on Friday, 28 June 2024 and the decisions within it will be implemented on Monday, 8 July 2024, subject to call-in.**

The meeting commenced at 7.00 pm  
and ended at 9.30 pm

Chairman: \_\_\_\_\_

Date: \_\_\_\_\_