

MINUTES
OF A MEETING OF THE
SHAREHOLDER EXECUTIVE COMMITTEE

held on 31 October 2024

Present:

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

Cllr S Greentree Cllr E Nicholson
Cllr I Johnson Mrs C Storey

Absent: Councillor L Lyons

1. APOLOGIES FOR ABSENCE

Apologies for absence were received from Councillor L Lyons.

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 24 September 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 Leader introduced the Part 1 report from the Shareholder Liaison Service which stated that the reports brought by the companies to the meeting were the monthly requirements relating to business records for ThamesWey and VSWL and the Business Plan for Brookwood Park Limited.

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 and 12 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. VICTORIA SQUARE WOKING LTD PERFORMANCE REPORT

The SEC received the performance report from Jane Wynne, Chairman of VSWL and Tim Wells, Chief Executive Officer, which had been circulated as part of the agenda pack.

The Executive welcomed the news that the Hilton Hotel was now open for business and thanked all those who had played a part in its development over many years. Tim Wells stated that a summary of room bookings could be provided in due course. In addition, the Leader stated that the reporting of monitoring information to the Committee was progressing well with the inclusion of an action tracker and financial reporting being developed. It was requested that any changes to risks from the previous report should be highlighted. The business case to be received by the SEC at its next meeting was stated to be on schedule.

RESOLVED

That the performance report be received.

9. THAMESWEY LTD PERFORMANCE REPORT

The SEC received the performance report from Alan Collett, Chairman of ThamesWey, and Mark Rolt, Chief Executive Officer, which had been circulated as part of the agenda pack. The Leader advised that whilst the report contained much detail, an executive summary was missing which should summarise the position of the business.

Following questions by the Leader and Councillor Roberts, Portfolio Holder for Finance, it was agreed that the Shareholder Liaison Service would submit a formal question as part of the Shareholder Instruction as to the current financial situation for the completion of the yellow phase of the Sheerwater development in light of the loan funds provided by Government for this purpose. It was noted that any project overspend against budget over the past couple of years had not been reported to the Leader or Finance Portfolio Holder

and had not been raised in recent monitoring reports to the SEC. Councillors expressed grave concern that, if the formal reply to the above question raised the possibility of a potential overspend, it had not been highlighted by ThamesWey either in the report or in the verbal highlight requested at the outset of the meeting.

Councillor Johnson welcomed the inclusion in the report of Performance Indicators for Thameswey Housing Ltd and it was stated that the Planned Maintenance Schedule would cover the next three years. Members noted the current process for property revaluation; the net yield; and the expected completion date for the Sheerwater yellow phase. Following questions, the company undertook to clarify whether the phase would include 124 affordable units; to ensure that a section within the Risk Register on energy in the town centre was brought up to date; to add dates setting out when items had been first included; and to highlight any changes in the Risk Register from the version received previously.

RESOLVED

That the performance report be received.

10. BROOKWOOD PARK LTD DRAFT BUSINESS PLAN

The representatives from the Shareholder Liaison Service introduced the business analysis and plan for Brookwood Park Limited and stated that consideration was required as to how the entity should be held by the Council strategically, noting the stewardship of the national and valuable asset which residents and visitors to the Borough would enjoy. The Leader stated that the staff who looked after the asset were excellent and the Council should look going forward to ensure that Brookwood Cemetery get the support needed to make future progress. Councillor Nicholson added that it would be helpful to consider how other historic cemeteries were managed. It was noted that a strategic review would be carried out and reported to the SEC.

RESOLVED

That (i) receipt of the Business Plan is acknowledged; and
(ii) a strategic Review, in line with the Companies' Governance Framework, is carried out and that recommendations from the review are brought to a future SEC for consideration.

11. REPORT OF THE SHAREHOLDER LIAISON SERVICE (1 OF 2)

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

The representatives from the Shareholder Liaison Service introduced the Part II report of the Shareholder Liaison Service, which included recommendations relating to the performance reporting of subsidiary companies and the Brookwood Park Ltd Business Plan. Members discussed the information received at the meeting, including the request for the Shareholder Liaison Service to ask ThamesWey Ltd the question regarding the yellow phase of the Sheerwater Development scheme as part of the Shareholder Instruction, and agreed a response to the companies which was resolved accordingly.

RESOLVED

That (i) the SEC notes the reports provided by the companies;
(ii) ThamesWey is required to re-assess the accuracy of their performance reporting;

- (iii) ThamesWey is required to re-state their progress against governance requirements to remove apparent bias;
- (iv) the absence of an update on the TCMK sale process from ThamesWey as requested at the September SEC be noted;
- (v) the absence of a re-stated Business Plan from ThamesWey as requested at the July SEC be noted; and
- (vi) the Brookwood Park Ltd Business Plan is acknowledged as being received, and a strategic review, in line with the Companies' Governance Framework, is carried out and that recommendations from the review are brought to a future SEC for consideration.

12. REPORT OF THE SHAREHOLDER LIAISON SERVICE (2 OF 2)

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

The SEC received a further report from the Shareholder Liaison Service which stated that the current Chair of ThamesWey Ltd had given notice of their resignation. The SEC thanked the Chair for his work over the past few months and agreed that the Chair of Victoria Square Woking Ltd should be asked to replace him, and be asked to consider a cross-companies board framework (including the make-up of that board); proposals for integrated leadership capacity; and future corporate restructuring in light of the forthcoming business cases. The Leader, committee members and Mervyn Greer, Commissioner, were in agreement over the importance of the decision and the necessary steps that were required which was before the SEC.

RESOLVED

- That (i) notice of the resignation of the current Chair of ThamesWey Limited is accepted;
- (ii) thanks are given to the Chair for his service;
 - (iii) role of Chair of ThamesWey Ltd be offered to Jane Wynne, the Chair of Victoria Square Woking Limited; and although her formal acceptance is awaited, the SEC further RESOLVED that;
 - (iv) new Chair of ThamesWey Limited will need to bring forward proposals for a cross-companies board to bring together the existing boards of ThamesWey Limited and Victoria Square Woking Limited, and consider and implement whatever sub boards are required to best address the Commissioners' commercial objective and business's needs;
 - (v) new Chair of ThamesWey Limited is required to consider proposals for integrated leadership capacity across the companies reporting directly to her and the new joint board; and
 - (vi) the new Chair of ThamesWey Limited is required to consider what future corporate restructuring may be required once the work on business cases is complete, and bring forward such proposal to this Committee.

<p>This document was published on Friday, 1 November 2024 and the decisions within it will be implemented on Monday, 11 November 2024, subject to call-in.</p>

Shareholder Executive Committee 31 October 2024

The meeting commenced at 7.00 pm
and ended at 9.20 pm

Chairman: _____

Date: _____