

APPOINTMENT OF INDEPENDENT DIRECTORS TO COUNCIL COMPANIES

Executive Summary

In July 2020 the Council agreed to seek the appointment of additional Independent Directors to serve on the Council's subsidiary companies, namely the Thamesway Group of Companies and the Brookwood Cemetery Group of Companies. A further report was considered by the Executive in January 2021 to agree the recruitment process and confirm that a total of six appointments would be sought. The report also highlighted the range of skills and experience, which would be sought through the recruitment process.

This report sets out the recommendations of the Appointment Panel and seeks the Council's approval of the proposed appointments with effect from 1 May 2021.

Recommendations

The Council is requested to:

RESOLVE That

The recommendations of the Appointment Panel be approved as set out below;

- (i) Paul Grimshare be appointed as an Independent Director of Thamesway Energy Limited, Thamesway Central Milton Keynes Limited, Thamesway Solar Limited, Thamesway Sustainable Communities Limited and Thamesway Limited;
- (ii) Chris Reid be appointed as an Independent Director of Woking Necropolis and Mausoleum Limited, Brookwood Cemetery Limited and Brookwood Park Limited; and
- (iii) Shahid Azeem be appointed as an Independent Director of Woking Necropolis and Mausoleum Limited, Brookwood Cemetery Limited and Brookwood Park Limited.

The Council has the authority to determine the recommendation(s) set out above.

Background Papers: None.

Reporting Person: Julie Fisher, Chief Executive with effect from 1 April 2021
Email: julie.fisher@woking.gov.uk, Extn: 3301

Contact Person: Amanda Jeffrey, Head of Human Resources
Email: amanda.jeffrey@woking.gov.uk, Extn: 3904

Portfolio Holder: Councillor A Azad
Email: ayesha.azad@woking.gov.uk

Appointment of Independent Directors to Council Companies

Shadow Portfolio Holder: Councillor A-M Barker
Email: ann-marie.barker@woking.gov.uk

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Appointment of Independent Directors to Council Companies

1.0 Introduction

- 1.1 This report sets out the background and outcome of the Council's recruitment process for additional Independent Directors to serve of the Thamesway Group of Companies and the Brookwood Cemetery Group of Companies.
- 1.2 The Council is invited to approve the recommendations of the Appointment Panel.

2.0 Background

- 2.1 In July 2020, the Council received a report which proposed an increase in the level of independent oversight of the Council's subsidiary companies to reflect the increasing scale of business activity being delivered upon behalf of the Council. The Council resolved that;
 - (i) the number of Independent Directors on Council subsidiaries be increased to two;
 - (ii) the normal term of office of an Independent Director be three years with a maximum of two terms to be served;
 - (iii) the normal maximum term of office of an Independent Director be eight years;
 - (iv) the current Independent Directors be retired on a rolling basis, one each year from 2022, so that experience is retained alongside the appointment of new Directors and all current Directors retire by 2024;
 - (v) a Panel of Members be appointed to oversee the recruitment process and recommend appointments to the Council; and
 - (vi) the Member Panel should seek to recruit Board members who are connected to and representative of the Woking population, particularly in relation to gender and ethnic background.
- 2.2 In January 2021, the Executive was presented with a report which outlined the proposed process for the recruitment of additional Independent Directors to serve on the Thamesway Group of Companies and the Brookwood Cemetery Group of Companies.
- 2.3 In regard to the appointments to the Thamesway Group, the Executive was recommended to increase the number of Independent Directors from the existing three to seven Independent Directors to provide a wide range of skills.
- 2.4 For the Brookwood Cemetery Group, it was considered that two Independent Directors would provide the necessary range of skills. Whilst there is currently one Independent Director, the Executive was advised that, given the demands on the Independent Director's time, it would be sensible to recruit two new Independent Directors at this stage rather than wait another year. The proposal would have the added benefit of ensuring a period of overlap to ensure continuity.
- 2.5 Following consideration of the report, the Executive resolved that:
 - (i) the range of skills and experience sought for the six Independent Directors, as set out in section 2 of the report, be approved;
 - (ii) the Recruitment Panel composition, as set out in section 3 of the report, be approved; and
 - (iii) the timetable, as set out in section 4 of the report, be agreed.

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- 2.6 The timetable adopted by the Executive had proposed that the opportunities would be advertised in early February with the deadline for applications to be set for the end of February. Shortlisting was to be undertaken in the subsequent week, with informal interviews to be held in the week of 8 March 2021 and formal interviews in week commencing 15 March 2021.
- 2.7 However, during February all available staff were asked to assist in the surge testing events ('Operation Eagle') which, through intensive testing, sought to identify any residents within defined areas who has contracted the South African variant of Covid-19. The exercises, run at the direction of Public Health England, saw the delivery and collection thousands of test kits to local residents by staff.
- 2.8 As a result, the timetable for the recruitment process was delayed. A summary of the revised timetable is set out below.
- 2.9 The roles were advertised on the Council's website and on the following jobs boards: JobsGoPublic, LG Jobs, and SurreyJobs. It was also included on LinkedIn and other social media channels and Indeed. A press release was issued to local media sources. It also featured in the Councils e-newsletter.
- 2.10 The Council received 12 applications.
- 2.11 Shortlisting took place on 11 and 12 March 2021. Six candidates were taken forward to the next stages of the process.
- 2.12 Two Informal recruitment panels were held with the candidates as follows;
1. Member Directors, held on 17 March 2021, membership included Cllr's Azad, Bittleston, Kemp and Harlow.
 2. Corporate Management Group (excluding the Chief Executive and Deputy Chief Executive), held on 19 March 2021.
- 2.13 Feedback from the Informal panels were presented to the Appointment Panel prior to formal interviews taking place on 23 and 26 March 2021.

3.0 Recommendations of the Appointment Panel

- 3.1 The recommendations of the Appointment Panel are as set out below.
- 3.2 Paul Grimshare be appointed as an Independent Director of Thamesway Companies.
- 3.3 Chris Reid be appointed as an Independent Director of Brookwood Cemetery Companies.
- 3.4 Shahid Azeem be appointed as an Independent Director of Brookwood Cemetery Companies.
- 3.5 A short biography for each candidate can be found in Appendix 1.
- 3.6 It is proposed that Mr Grimshare should be appointed to the "energy/sustainability" Thamesway companies (excluding Thamesway Maintenance Services Limited, which is being closed). These companies are Thamesway Energy Limited, Thamesway Central Milton Keynes Limited, Thamesway Solar Limited, Thamesway Sustainable Communities Limited. These companies operate in the areas in which Mr Grimshare expressed a particular interest. As with all directors, Mr Grimshare would also be appointed to the Group Holding company, Thamesway Limited.

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4.0 Implications

Financial

- 4.1 The cost of undertaking the recruitment has been managed within existing resources.
- 4.2 The respective company to which the Independent Directors are appointed will meet the cost of employing the Independent Directors.

Human Resource/Training and Development

- 4.3 As only three appointments were made during this campaign it is likely that the recruitment process will be run again later this year.

Community Safety

- 4.4 There are no community safety implications arising from this report.

Risk Management

- 4.5 There are no direct risk management implications arising from this report.

Sustainability

- 4.6 There are no direct sustainability implications arising from this report. The recruitment of new Independent Directors for Group Companies will support the sustainability of the activities undertaken by them.

Equalities

- 4.7 There are no equalities implications arising from this report. In recruiting the Independent Directors, the process has sought to secure candidates representative of the Woking community.

Safeguarding

- 4.8 There are no safeguarding implications arising from this report.

5.0 Conclusions

- 5.1 The Council has completed an initial recruitment exercise to appoint additional Independent Directors. The Appointment Panel recommended three candidates as outlined. A further exercise will take place later this year.
- 5.2 Subject to Council approval, the appointments will begin on 1 May 2021.

REPORT ENDS

Biographies

Paul Grimshare

An accomplished finance professional and chartered accountant with over 20 years' experience in large and medium sized businesses, mainly in the financial services sector. Previously a board director of a large corporate pension fund. A proven and adaptable leader having built, developed and led multi-location and cross-discipline teams. Experience in enhancing financial management and business partnering to deliver long-term value and profitable growth. A Woking resident, keen to support the development of the Borough in a sustainable manner to create opportunities and protect the local environment for the benefit of current and future residents.

Chris Reid

An experienced business development professional, with a background in managing operations in the UK and internationally. Chris has developed his operational and business skills within the restaurant industry. Experienced at managing multi-site areas across medium to large enterprises. He has held accountability for estates management across large and complex restaurant businesses and worked within tight legal frameworks. Currently employed as a Franchise Business Manager for Papa John. Away from work, Chris has a passion for ecology and gardening. As a Brookwood resident, Chris is a regular visitor and admirer of the Cemetery. He has spent much time learning about its history and enjoying the wildlife and welcomes the opportunity of becoming a dedicated and enthusiastic board member.

Shahid Azeem

Named in Top 100 Most Influential Muslims in the UK, Shahid has established and managed a number of successful businesses within the IT Industry, whilst at the same time investing greatly into youth empowerment and strengthening community relations particularly across faith groups within the Muslim community. Shahid is currently MD of Arcom IT, an infrastructure company, along with MD of Folio3 UK/Europe that employs over 550 people globally. Shahid is the current High Sheriff of Surrey, and has been appointed as Vice president of the Community Foundation of Surrey and Trustee of Gordons School, West End. He is board Director and Commercial chairman of the National Football League and Chairman of Aldershot FC where he is using the power of sport to integrate communities. Shahid is also the Deputy Lieutenant of Surrey and the Chair of Woking Asian Business Forum.

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