



Reigate & Banstead
BOROUGH COUNCIL
Banstead | Horley | Redhill | Reigate

REPORT OF:	HEAD OF LEGAL SERVICES
AUTHOR:	Michael Graham
TELEPHONE:	01737 276106
E-MAIL:	michael.graham@reigate-banstead.gov.uk
TO:	HEALTH AND WELL BEING SUB COMMITTEE
DATE:	13 February 2017
EXECUTIVE MEMBER:	COUNCILLOR V.W. BROAD

KEY DECISION REQUIRED:	NO
WARD (S) AFFECTED:	ALL

SUBJECT:	APPOINTMENT OF DIRECTORS
-----------------	---------------------------------

RECOMMENDATIONS:

1. To note that upon incorporation the following were appointed as Directors to the company (Pathway for Care Ltd):
 - a) Representing Table 7**
Simon Laker - appointed as Managing Director
 - b) Representing Reigate and Banstead Borough Council**
John Jory, Chief Executive - appointed as a Director

Tom Kealey, Head of Health and Well Being - appointed as a Director
2. That a further report be brought to the Sub Committee to consider options on the appointment of additional (non-executive) Director appointments to assist the company in gaining the expertise for it to progress its Business Plan.

REASONS FOR RECOMMENDATIONS:

To appoint the Board Members to the Pathway Company as noted by the Executive in July 2016 as part of the governance arrangements for the Council's Well Being activity.

EXECUTIVE SUMMARY:

The Executive, on 14 July 2016, authorised the establishment of the Well Being Company – subsequently registered as Pathway.

As part of the wider governance arrangements the Sub Committee was delegated with the authority to appoint the Board Members for the Company.

It is noted that Simon Laker was appointed as the Managing Director of the Company and the Chief Executive and Head of Well Being Services were appointed as Directors.

A further report would be brought to the Sub Committee regarding the consideration of

appointing further individuals to support and manage the business of the Company. This could include individuals who might fulfil the skills to Chair the Board and other expertise from Non Executive Directors to support the activities of the company.

The Sub Committee has the authority to approve the above recommendations.

STATUTORY POWERS

1. These are set out in the Annex to the report on the Sub Committee's remit at item 5.

KEY INFORMATION

2. The Sub Committee is requested to note that the present arrangement for the Council Directors of the Company (who are employees of the Council) will not be employed or paid by the company but will be seconded from the Council and recharged at a rate which represents the full economic cost to the Council. An appropriate resourcing agreement, which covers these arrangements, is also now submitted to the Sub Committee at this meeting.
3. As the company progresses its business the Sub Committee will want to ensure that the Board of Directors contains all the necessary skill sets required to give Pathway the strategic direction in line with the latest industry projections/thinking.
4. It is proposed therefore that the Members of the Sub Committee be engaged, outside of the meeting process, with discussions on potential candidates to provide the diversity and expertise needed. This will include reviewing their experience, CV's and meeting them to establish who is most suited to the roll. Following this exercise a further report would be presented to the Sub Committee for the consideration of the appointment of additional Non Executive Directors.

OPTIONS

5. The Sub Committee has the option to not approve the appointment of the Directors as proposed or to request a further report back with alternatives to consider.

LEGAL IMPLICATIONS

6. These are set out in the Annex to the report on the Sub Committee's remit at item 5.

FINANCIAL IMPLICATIONS

7. These are set out in the Annex to the report on the Sub Committee's remit at item 5.

RISK MANAGEMENT CONSIDERATIONS

8. These are set out in the Annex to the report on the Sub Committee's remit at item 5.

Background Papers: None