

## **BOROUGH OF REIGATE AND BANSTEAD**

### **PARTNER, SHAREHOLDER AND TRUSTEE EXECUTIVE SUB-COMMITTEE**

Minutes of a meeting of the Partner, Shareholder and Trustee Executive Sub-Committee held at the New Council Chamber - Town Hall, Reigate on 1 February 2024 at 6.30 pm.

Present: Councillors R. Biggs (Leader), V. H. Lewanski (Vice-Chair), A. King (Chair) and R. Michalowski.

Also present: Councillors Blacker, Chandler, Essex, J. King, Smith

#### **32. APOLOGIES FOR ABSENCE**

There were no apologies for absence.

#### **33. MINUTES OF THE PREVIOUS MEETING**

**RESOLVED** to approve the minutes of the previous meeting on 14 December 2023 as a correct record.

**RESOLVED** to approve the Exempt minutes of the previous meeting on 14 December 2023 as a correct record.

#### **34. DECLARATIONS OF INTEREST**

Luci Mould, Reigate and Banstead Borough Council Director, declared an interest in Agenda Item 4 – Shareholder Actions – RBBC Limited as a director of the company.

Luci Mould, Reigate and Banstead Borough Council Director, declared an interest in Agenda Item 6 – Insurance/indemnity for Council Company Member and Officer Directors/Board representatives – as a Director of companies covered.

Councillor Lewanski declared a non-pecuniary interest in Item 5 – Shareholder Actions – Pathway for Care Limited as a director of the company Pathway for Care Limited. He could stay in the Chamber and make representations to the Committee but did not participate in the vote (Council's Code of Conduct – under the Code of Governance for Local Authority Interests in Companies and Part 2(5)(3) of the Member Code of Conduct.

Councillor Lewanski and Council Michalowski declared a non-pecuniary interest in Item 6 – Insurance/indemnity for Council Company Member and Officer Directors/Board representatives. They could stay in the Chamber and make representations to the Committee but did not participate in the vote (Council's Code of Conduct – under the Code of Governance for Local Authority Interests in Companies and Part 2(5)(3) of the Member Code of Conduct.

### **35. SHAREHOLDER ACTIONS - RBBC LIMITED**

The Executive Member for Commercial and Community Assets and Chair of the Sub-Committee, Councillor Andrew King, gave an overview of the report Shareholder Actions – RBBC Limited. The company, RBBC Limited, is an inactive company 100% owned by Reigate & Banstead Borough Council.

The report set out the recommendation of the directors of RBBC Limited to dissolve the company because it had been dormant for a substantial period and there was no intention for it to resume trading.

It was therefore proposed to instruct Council officers to take the necessary action to close the company and submit the final returns to Companies House.

There were no questions from Executive Members.

Visiting Members asked whether it would be of benefit to retain the company to preserve its name in case, for example, the Council was considering taking properties into its ownership.

Councillor King responded that the Council aims in future to have direct ownership of assets to avoid having to manage separate companies for that purpose. Director, Luci Mould, said that the intention to close RBBC Limited was set out in the Council's recent Commercial Strategy update. The Council no longer planned to engage in company activity and this recommendation was part of tidying up the previous portfolio.

**RESOLVED – that the Partner, Shareholder and Trustee Executive Sub-Committee as the Council's shareholder representative:**

- (i) Accept the recommendation of the directors of RBBC Limited to dissolve the company, because it has been dormant for a substantial period and there is no intention for it to resume trading;**
- (ii) Instruct Council officers to take the necessary action to close the company and submit the final returns to Companies House.**

### **36. SHAREHOLDER ACTIONS - PATHWAY FOR CARE LIMITED**

Councillor Andrew King, Executive Member for Commercial and Community Assets and Chair of the Sub-Committee, gave a verbal update to Members on Shareholder Actions – Pathway for Care Limited.

It was noted that administrators, based in Manchester, had been appointed for Pathway for Care Limited on Monday 29 January. The Notice of Appointment was filed at Court in Manchester on Monday 22 January with Shoosmiths informing the Council on the 30 January. The administrators' duty is as an Officer of the Court (impartial and independent). They take control of the company and will decide its future. As a preference shareholder, the Council will be treated as a creditor (alongside any others and according to established ranking). The Council has written to the Administrator to set out its position.

Consultant, Colin Taylor, provided a summary of the facts relating to the administration at the current time.

There were no questions from Members in the open session of the meeting.

The meeting went into Part 2 Exempt session to discuss the matter in private.

Following the exempt session, the comments were noted and the Sub-Committee:

**RESOLVED – that the Executive Sub-Committee:**

**Noted the verbal update on Shareholder Actions – Pathway for Care Limited given at the meeting.**

**37. INSURANCE/INDEMNITY FOR COUNCIL COMPANY MEMBER AND OFFICER DIRECTORS/BOARD REPRESENTATIVES**

The Executive Member for Commercial and Community Assets and Chair of the Executive Sub-Committee, Councillor Andrew King, gave an overview of the report – Insurance/indemnity for Council Company Member and Officer Directors/Board representatives.

The report provided clarification and further assurances about the risks covered by the Council's indemnity and insurance arrangements. These arrangements relate to the duties of Council appointed Directors and Board representatives.

This further assurance is important, and it demonstrates the Council is fulfilling a duty of care to those it asks to take on these responsibilities on its behalf. Approving the clarification of the indemnity and insurances available was the recommended option as it will provide further assurances to members and officers carrying out these roles.

There were no questions from Executive or Visiting Members. It was therefore:

**RESOLVED – that the Partner, Shareholder & Trustee Sub-Committee:**

- (i) Note the report to this Sub-Committee on 23 March 2023 (Insurance / Indemnity for Council Company Member and Officer Directors / Board Representatives) at Annex 1;**
- (ii) Approves the clarification of the indemnity and insurances available to Council Company Member and Officer Directors / Board Representatives, contained within this report.**

**38. EXEMPT BUSINESS**

**RESOLVED – that members of the Press and public be excluded from the meeting for the following item of business under Section 100A(4) of the Local Government Act 1972 on the grounds that:**

- (i) It involves the likely disclosure of exempt information as defined in paragraph 3 and 4 of Part 1 of Schedule 12A of the Act; and**

**(ii) The public interest in maintaining the exemption outweighs the public interest in disclosing the information.**

Members of the Sub-Committee discussed Item 5 – Shareholder Actions – Pathway for Care Limited verbal update in the Exempt part of the meeting. The comments were noted and meeting moved back into the public session to agree the Recommendation in public.

**39. ANY OTHER BUSINESS**

There was no other business discussed at the meeting.

The Meeting closed at 6.52 pm