

Governance review action plan

Recommendation	Action	Delegation	Target Date
Cabinet establish a shareholder sub-committee	<ul style="list-style-type: none"> • Terms of reference adopted • Appoint to committee • Schedule meetings • Inaugural committee meeting 	Cabinet decision CE/ED under Scheme of Delegation	November 2022 January 2023
Review existing Member Directors potential conflicts of interest and implement action plan to manage conflicts	<ul style="list-style-type: none"> • Implement plan to ensure appropriate checks and balances are in place to mitigate risk of Member Directors being placed in a position of conflict for all companies 	CE/ED/MO under Scheme of Delegation	January 2023
Training for Member and Officer Directors and Members who are appointed to outside bodies	<ul style="list-style-type: none"> • On recognising, mitigating and managing any actual and potential conflicts of interest • Duties as directors 	CE/ED/MO under Scheme of Delegation	January 2023
Change regarding company secretary function	<ul style="list-style-type: none"> • Head of paid services ceases in the role of company secretary to WNHC and WNP. • Such support is provided by the Council's in-house legal team or an appropriate external provider. 	Shareholder Committee	January 2023
Review Loans provided to WNHC and WNP against the impending subsidy control legislation.	<ul style="list-style-type: none"> • West Norfolk Housing Company Ltd • West Norfolk Property Ltd 	MO/s151 officer under Scheme of Delegation	January 2023

Governance review action plan

<p>Review and formalise support services provided by the Council to the companies under service level agreements</p>	<ul style="list-style-type: none"> • A review is undertaken of the support services required by each of the companies and any support they currently received from the Council. Any support provided to the Council should be fully costed and recovered in full from the companies to show the true cost of operating those companies. • Formalising of support services provided to the companies by the Council, under service level agreements. • The Council's support service provision is provided for in the companies' governance documents, to be reviewed at least annually. 	<p>CE under Cabinet delegated authority</p> <p>Shareholder Committee</p>	<p>January 2023</p>
<p>Creation of a Shareholder data room for relevant officers and all Members</p>	<ul style="list-style-type: none"> • Create data room in Mod Gov of all relevant Shareholder function documents 	<p>CE/ED under Scheme of Delegation</p>	<p>January 2023</p>
<p>Amendments to job descriptions and contracts of employment for job roles required to take office as a Director of a Council company and provision of conflict of interest guidance for officers</p>	<ul style="list-style-type: none"> • HR to lead on consultation and review of JDs for officers that are required to fulfil a directorship as part of their role and provide guidance and training to officers on managing conflicts of interest. 	<p>CE/ED under Scheme of Delegation</p>	<p>March 2023</p>
<p>Company directors</p>	<ul style="list-style-type: none"> • Ascertain the status of the indemnification and insurance of their directors. • Governance documents to make express provision for the companies to indemnify and insure their directors. • Appointment of directors is confirmed in a letter of appointment. • Directors enter into a contract for services with the relevant company. 	<p>Shareholder Committee</p>	<p>March 2023</p>

Governance review action plan

<p>Preparation and completion of common template governance documents and refreshed business plans.</p>	<p><u>Alive West Norfolk</u></p> <ul style="list-style-type: none"> • Shareholder governance agreement • Refreshed business plan • Revised Articles of association 	<p>Shareholder Committee</p>	<p>April 2023</p>
	<p><u>West Norfolk Housing Company Ltd</u></p> <ul style="list-style-type: none"> • Revised Shareholder governance agreement • Refreshed business plan • The definition of “Group” in the Intragroup Agreement between the Council and WNHC is clarified and revised to only cover housing-related activities. 	<p>Shareholder Committee</p>	<p>April 2023</p>
	<p><u>West Norfolk Property Ltd</u></p> <ul style="list-style-type: none"> • Shareholder governance agreement • Refreshed business plan • Articles of association 	<p>Shareholder Committee</p>	<p>April 2023</p>
<p>Implementing changes in the composition of the companies’ boards as set out in the governance documents</p>	<p><u>Alive West Norfolk</u></p> <ul style="list-style-type: none"> • No BCKLWN councillors on Board • No statutory officers on Board • AWN board – 2 officers, 2 independent directors plus AWN Managing Director. <p><u>West Norfolk Property Limited</u></p> <ul style="list-style-type: none"> • No BCKLWN councillors on Board • No statutory officers on Board • WNP board – 3 officers, 2 independent directors 	<p>Shareholder Committee</p>	<p>June 2023</p>
<p>Shareholder</p>	<p>Alive West Norfolk and West Norfolk Property Limited to have a non-</p>	<p>Shareholder</p>	<p>June 2023</p>

Governance review action plan

representative role on company boards, as required by governance documents	voting Shareholder representative seat on their respective Boards, such requirement to be formalised within Shareholder Agreements.	Committee	
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