

REPORT TO SHAREHOLDER COMMITTEE

Open		Would any decisions proposed:			
Any especially affected Wards	Mandatory/	Be entirely within Shareholder Committee powers to decide YES			
	Discretionary /	Need to be recommendations to Council		NO	
	Operational	Is it a Key Decision		NO	
Lead Member: Cllr Beales E-mail:		Other Cabinet Members consulted:			
		Other Members consulted:			
Lead Officer: Karl Patterson E-mail: karl.patterson@west-norfolk.gov.uk		Other Officers consulted:			
Financial Implications YES/NO	Policy/ Personnel Implications NO	Statutory Implications YES/NO	Equal Impact Assessment NO	Risk Management Implications YES	Environmental Considerations NO
If not for publication, the paragraph(s) of Schedule 12A of the 1972 Local Government Act considered to justify that is (are) paragraph(s)					

Date of meeting: 15th October 2026

WEST NORFOLK HOUSING COMPANY BOARD MEMBERSHIP UPDATE

Summary

This report provides an update on membership on the West Norfolk Housing Company Board of Directors following the resignation of Cllr Alexandra Ware and appointment of Karl Patterson.

The board is currently made up of 5 independent directors and 2 council appointed officers. Following Cllr Ware's resignation, there are no elected members on the board. However, this is in line with advice previously received regarding governance of the Company.

Recommendation

1. Note the contents of the report and the make up of the board
2. Consider the appointment of an additional Director to the board.

Reason for Decision

To note and agree changes to the Membership of the Board.

1. Background

- 1.1. WNHC was established by the Council as a private company limited by shares on 9 September 2016. The Council established WNHC as a Registered Provider of Social Housing for the purpose of increasing

capacity in the affordable housing sector in the borough, and to assist the Council in meeting its housing and homelessness strategies in line with Council's corporate strategy and wider policy framework. The Council is the sole shareholder of WHNC.

- 1.2. The Company is overseen by a Board of Directors made up of a mixture of independent board members recruited by the board and Council Appointees appointed by the Shareholder Committee. Council appointees have historically been a mixture of officers and elected members.
- 1.3. However, advice received in 2022 from Anthony Collins Solicitors advised that *"it is best practice that members are not appointed to the boards of local authority companies"* due to conflicts of interest that can arise. It particularly stressed the risks of appointing members of the cabinet or statutory officers as managing these conflicts of interest would be difficult to manage.
- 1.4. Following this advice, the Shareholder Committee was formed and given responsibility for approving the companies business plans and determining the shareholder reserved matters as set out in the Shareholder Agreements. This provides the Council, as shareholder, the tools to ensure that the Company is fulfilling its objectives.
- 1.5. The Company's articles state there must be between 5 and 12 directors and this must include at least 3 independent directors. The board has generally operated with 7 or 8 directors. The Chair must be an independent.
- 1.6. Directors are appointed for a term of 3 years and would ordinarily serve a maximum of 2 terms (6 years) although this can be extended to 3 terms (9 years) where deemed to be in the best interests of the company.

2. Recent changes to board membership

- 2.1. On 18th March 2026, the Shareholder Committee appointed Karl Patterson to the board as an Executive Director to provide additional Housing expertise and increase resilience. Cllr Alexandra Ware resigned from the board on 12th April 2026.
- 2.2. Following these changes, the Company currently has 7 Directors, made up of 5 Independent Directors and 2 officers appointed by the Council as Executive Directors as set out in the table below.

Member	Type
Mark Spittle	Independent (Chair)
Duncan Hall	Council appointed (executive), COO

Anita Goddard	Independent
Mark Eldridge	Independent
Lorraine Gore	Independent
Andy Walder	Independent
Karl Patterson	Council appointed (executive)

- 2.3. The current make up of the board is in contrast to the original board make up in 2018, when it consisted of 5 council appointees (3 elected members and 2 officers) and 3 independent non-executives. However, as noted in para 1.3, the absence of elected members from the board is in line with the advice previously received by the Council.
- 2.4. The board remains confident that it has the appropriate skills and experience to oversee the company. However, the Shareholder Committee has the opportunity to appoint an additional director if deemed appropriate.

3. **Options Considered – NA**
4. **Policy Implications - None**
5. **Personnel Implications – None**
6. **Environmental Considerations - None**
7. **Statutory Considerations - None**
8. **Equality Impact Assessment (EIA) - NA**
9. **Risk Management Implications**
10. **Declarations of Interest / Dispensations Granted**
11. **Background Papers**