

BOROUGH COUNCIL OF KING'S LYNN & WEST NORFOLK

SHAREHOLDER COMMITTEE

**Minutes from the Meeting of the Shareholder Committee held on Tuesday,
26th November, 2024 at 11.00 am in the Council Chamber, Town Hall,
Saturday Market Place, King's Lynn PE30 5DQ**

PRESENT: Councillor A Beales (Chair)
Councillors C Morley and S Ring

1 **MINUTES OF THE PREVIOUS MEETING**

RESOLVED: The Minutes of the meeting held on 11 September 2024 were agreed as a correct record.

2 **APOLOGIES FOR ABSENCE**

Apologies were received from O Judges and H Howell.

3 **DECLARATIONS OF INTEREST**

Councillor A Ware, attending under standing order 34 declared a non pecuniary interest as a Board Member of West Norfolk Housing Co and West Norfolk Property Co.

4 **CHAIR'S CORRESPONDENCE**

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Reference was made to an email from the Monitoring Officer updating on the Loan arrangements where solicitors were being instructed to prepare the agreements so when ready it could be progressed as soon as possible.

5 **MEMBERS PRESENT UNDER STANDING ORDER 34**

Councillor A Ware attended under standing order 34.

6 **URGENT BUSINESS**

None

7 **COMMITTEE FORWARD PLAN**

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The Chair informed members that Finance would be a rolling agenda item from February going forward.

Councillor Ring suggested the appointment of new Directors for West Norfolk Property Ltd be included in the Plan.

Councillor Morley asked if any of the milestone dates going forward should be added to forward work plan.

The Monitoring Officer explained that once the Management Agreement had been terminated and the transfer had taken effect, further reports would be forthcoming on the transfer in February. The Exit Management Plan was reported to this meeting. The accounts etc would need to be completed after the transfer so reporting would continue until everything was finalised. With regard to the West Norfolk Housing and Property Companies financing it was agreed that this be a standing item on the agendas.

Councillor Ring undertook to forward information from the Alive Project Management Board to other members of the Shareholder Committee for their information.

It was reported that into the new year business plans would also need to be scheduled.

It was suggested that the Alive Transfer should be on the agenda going forward.

RESOLVED: 1) That financing of the Housing Committee and Insourcing of Alive WN be added as standing items going forward.

2) That Councillor Ring forward information from the Alive Project Management Group to other members of the Shareholder Committee as available.

8

UPDATE ON CLOSURE OF ALIVE MANAGEMENT LTD

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At the last Shareholder Committee, it was agreed that Oliver Judges, Executive Director would be appointed as a director to oversee the winding up of the company. The other existing director, Deborah Gates, retired from the council in June 2024 and has advised that she wishes to resign as a company director with immediate effect.

The Articles of Alive Management stated that in order for a meeting to be quorate, two directors must be present at a meeting. Therefore, a further director would need to be appointed prior to the winding up of the company.

In order to complete the necessary work to formally close the company, permission was sought from the Shareholder Committee to appoint a further company director to Alive Management Ltd to ensure a quorum could be achieved, whilst the closure actions were carried out.

RESOLVED: That Michelle Drewery, Assistant Director Resources be appointed as a Director of Alive Management Ltd whilst the company is formally wound up.

Reason for Decision

Although the Articles of Association for Alive Management Ltd stipulate a minimum of one Director, two are required for Alive Management to be quorate.

9

UPDATE ON INSOURCING OF ALIVE WEST NORFOLK LTD

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On 30 July 2024, Cabinet resolved to return the services currently operated by Alive West Norfolk to the council's in-house management.

Clause 29 of the Management Agreement (termination on notice) was served on Alive West Norfolk and work was being progressed to transfer the service back to the council by 31 March 2025 at the latest.

Schedule 6 of the Management Agreement detailed an Exit Management Plan which described the roles and responsibilities of the both the council and Alive West Norfolk to ensure the orderly transition of the Services to the Authority, as well as the principles upon which the Exit Management Plan was based.

The report updated the Shareholder Committee on the Exit Management Plan and provided assurance that the transfer of the service back to the management of the council was smooth with a minimal amount of disruption to the service, for the public and staff. The Plan was to be reported to the AWN Board shortly.

Councillor Ring suggested that the Project Board overseeing the insourcing should meet monthly. He also suggested that the following the transfer, the review needed to continue to review where elements of the service had been placed and working arrangements etc.

It was also explained that the Exit Management Plan, as an operational document would be signed off by the Chief Executive or Monitoring Officer. Following questions on the reporting element of the insourcing, it was explained that the Authority would provide weekly updates to Alive WN on the transfer as it was an Authority led project, and the

Project Board was overseeing the project on behalf of the authority. It was noted that the Non Executive Directors were able to give that assurance in the same way as Executive Directors would be able to. Assurances were provided that the project management elements were being carried out.

By way of explanation Councillor Beales asked for clarity that the Authority would be able to set the fees and charges. It was explained that the Management Agreement had specific a process for increase in fees and charges, which needed to be carried for the year and the need to build it into the Authority's budget. The Authority was undertaking modelling of fees and charges but the AWN Board would consider what it needed to do to deliver a balanced budget.

Councillor Morley asked about Accounts Payable to which it was explained that there would be deadlines for Alive staff would have a segregation between purchasing via Alive or the Council, in order to facilitate the closure of accounts etc.

RESOLVED: That the details of the Exit Management Plan and the responsibility of the council officers as well as the Directors of Alive West Norfolk and Alive West Norfolk staff to complete the transfer, and the comments made in the meeting be noted.

Reason for Decision

To ensure an orderly transition of the services delivered by Alive West Norfolk back to the council's management by 31 March 2025.

10

APPOINTMENT OF DIRECTORS TO WEST NORFOLK HOUSING

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The Committee received a report reminding members that West Norfolk Housing Company currently had 5 Directors. This was the minimum number as laid out in the company's Articles of Association which stated a minimum of 5 and maximum 12 Directors were required for the Board. The Social Housing regulator had recommended that at least 3 Independent Directors should be on the Board. The company recently invited applications for people to join the Board of Directors and interviews had recently taken place.

The Shareholder Committee considered that the West Norfolk Housing Company Board should take the decision on who to appoint as members of the Board.

Under standing order 34 Councillor Ware indicated she had not been involved in the recruitment process or seen the applications of

interested parties. The WN Housing Board was shortly due to consider the paper.

RESOLVED: That the West Norfolk Housing Company be invited to appoint up to 3 Independent Directors to its Board.

Reason for Decision

To increase the number of Independent Directors on the Board of West Norfolk Housing Co Ltd

11

WEST NORFOLK PROPERTY SHAREHOLDER AGREEMENT

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The Monitoring Officer presented for the information of the Shareholder Committee, the latest version of the Shareholder Agreement, for which a delegation to complete was in place. The current document had not changed substantially.

It was noted that the Company had taken its own legal advice on the Agreement and connected Governance documents.

Councillor Morley commented that he didn't think that in 15.7 the Council's dominant influence in the company was reflected enough in the document. The Monitoring Officer commented that the Operational element would not have involvement by the Committee, but the Shareholder Committee's influence was exerted through the Business Plan.

Councillor Morley sought information on how the Company's accounts were prepared, to which it was explained that an independent Company prepared the accounts for the companies, and they were then presented as part of the intragroup accounts. He also asked for information on the capital receipts and dividends, to which it was explained that dividends were based on any surplus, which only West Norfolk Property would be able to do. Their treatment would be part of the Business Plans.

Councillor Morley asked for a layman's guide to the elements of the Companies, how they operate and the explanation of the key terms.

Councillor Ring made reference to the 4 income streams of the Companies.

Under standing order 34 Councillor Ware supported the production of an information sheet on the Board, which would also be useful for new Directors. The Chair agreed that it would be a useful document.

Attention was drawn to the information on the operation of the Companies which would be provided not less than twice a year on performance of the companies, members could see the detail of on the Shareholder agenda.

The Monitoring Officer reported on the development of an induction pack for new Directors which could be extrapolated to have accessible information on the new intranet for members. The Chair supported the provision of a succinct information sheet for members.

Councillor Ring expressed the need to have Independent Directors with a wider skill set on the Boards, particularly the Property Company.

Councillor Ware suggested that there should be more communications between the Shareholder Committee and the Directors. A discussion ensued on the potential for a formal meeting between the Committee and Board Members. It was suggested that there be an agenda item on the next meeting to review where we were. Councillor Ware suggested an external person to attend, potentially a third applicant for the Director position.

The Monitoring Officer suggested that as the Business Plans were to be discussed at the next meeting it would be an agenda item. This was agreed.

In agreeing the Shareholder Agreement it was requested to have it as a rolling item.

Councillor Morley questioned whether the Business Plan read as such, or as an annual operating plan. Councillor Ring agreed with the comment which he felt that if there were ambitions to do more with the companies they would need added flexibility, but the 6 monthly update was the control element.

RESOLVED: 1) That the Shareholder Agreement be noted.

2) That an invitation be extended to the February Share Holder Committee to Board Members of West Norfolk Housing and West Norfolk Property Companies to review the position of each Company and the Business Plans going forward.

3) That a short, plain English information sheet be provided for members on the workings of the Council Companies.

Reason for Decision

To facilitate collaborative working between the Companies and the Shareholder Committee.

12

DATE OF FUTURE MEETING

19 February 2025 at 10am
15 April 2025 at 4.00pm

The meeting closed at 12.22 pm