



City of Westminster

# Shareholder Committee Report

<b>Meeting or Decision Maker:</b>	Shareholder Committee
<b>Date of issue:</b>	11 October 2022
<b>Classification:</b>	General Release
<b>Title:</b>	Westco Trading Ltd – Changes to company Board
<b>Wards Affected:</b>	All
<b>Company Affected:</b>	Westco Trading Limited - 06462674
<b>City for All/Policy Context:</b>	Good governance of council owned companies
<b>Key Decision:</b>	No
<b>Report of:</b>	Pedro Wrobel, Executive Director of Innovation and Change

## Executive Summary

- 1.1. Following the local elections in May 2022, the new administration has reviewed nominations to certain outside bodies, including subsidiary companies.
- 1.2. In line with the administration's review of such nominations, this report proposes the removal of Councillor Tony Devenish as Chair of Westco Trading Limited and as a company director and secondarily proposes that Councillor Max Sullivan is appointed as a company Director and to serve and Chair of Westco Trading Limited.
- 1.3. The new appointee will become a member of the Westco Trading Limited Board.

1.4. The Shareholder Committee holds delegated authority to act on behalf of the Council for a number of key decisions, including the removal and appointment of Directors to be appointed to the Board of a subsidiary. The Shareholder Committee may make such appointments by acting collectively outside of a formal Committee meeting through a signed majority resolution – this report shall serve as that resolution.

## **2. Recommendations**

2.1. It is recommended that:

- Councillor Tony Devenish is removed as Chair, company director and Board member of Westco Trading Limited.
- Councillor Max Sullivan is appointed as Chair, company director and Board member of Westco Trading Limited.
- The Company is instructed to make the necessary entries in the statutory books of the Company and to make the necessary filings at Companies House.

## **3. Reasons for Decision**

3.1. Following a review of appointments, the new administration has indicated that it would like to refresh the leadership of Westco. The nominee's knowledge and experience in the area of communications will ensure continued input and oversight with regard to the strategic and financial direction of the company.

## **Financial Implications**

4.1. None – Directors are not remunerated or compensated for undertaking these roles.

## **Legal Implications**

5.1. The authority for the Shareholder Committee to nominate directors to the boards of the council's wholly owned companies was delegated by decision of Cabinet on 12 July 2021.

5.2. In line with the original recommendations, the terms of reference approved by Cabinet were subsequently amended in September 2021 by the Executive Director of Finance and Resources, in consultation with the relevant Cabinet Member, to allow certain decisions, including the

nomination of Directors, to be taken outside of meetings by signed resolution of a majority of Committee Members.

- 5.3. Westco Trading Limited's ("Westco") articles of association stipulate that the holder of the A Shares in Westco (i.e. the City Council) has the sole right to appoint directors and has the right to remove and / or replace such directors on 5 working days' notice to the company
- 5.4. Training should be provided to the director so as to ensure conflicts of interest are understood and managed appropriately and that the individual appointed understands and is able to comply with their statutory duties under the Companies Act 2006 and associated legislation.

### **Carbon Impact**

- 6.1. There are no direct carbon implications from the appointment of an existing councillor to the Board of Westco Trading Limited.

### **7. Equalities implications**

- 7.1. This decision has no known direct equalities impacts due to the nature of the change involved. Due consideration has however, been given to the council's diversity and inclusion ambitions when making senior level appointments.

### **APPENDICES**

None.

### **BACKGROUND PAPERS**

None.

**Declaration of Interest**

I have <no interest to declare /to declare an interest> in respect of this report

Signed: 

Date: 11 October 2022

NAME: **Councillor Adam Hug**

State nature of interest if any .....

*(N.B: If you have an interest you should seek advice as to whether it is appropriate to make a decision in relation to this matter)*

For the reasons set out above, I agree the recommendation(s) in the report entitled

Westco Trading Ltd - Changes to Company Directors and Company Board

Signed 

Leader of the Council

Date 11 October 2022

If you have any additional comment which you would want actioned in connection with your decision you should discuss this with the report author and then set out your comment below before the report and this pro-forma is returned to the Secretariat for processing.

Additional comment:

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If you do not wish to approve the recommendations, or wish to make an alternative decision, it is important that you consult the report author, the Director of Law, City Treasurer and, if there are resources implications, the Director of People Services (or their representatives) so that (1) you can be made aware of any further relevant considerations that you should take into account before making the decision and (2) your reasons for the decision can be properly identified and recorded, as required by law.

Note to Cabinet Member: Your decision will now be published and copied to the Members of the relevant Policy & Scrutiny Committee. If the decision falls within the criteria for call-in, it will not be implemented until five working days have elapsed from publication to allow the Policy and Scrutiny Committee to decide whether it wishes to call the matter in.

**Declaration of Interest**

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Signed: \_\_\_\_\_ Date: \_\_\_\_\_

NAME: \_\_\_\_\_

State nature of interest if any .....

.....  
*(N.B: If you have an interest you should seek advice as to whether it is appropriate to make a decision in relation to this matter)*

For the reasons set out above, I agree the recommendation(s) in the report entitled

Westco Trading Ltd - Changes to Company Directors and Company Board

Signed .....

Deputy Leader and Cabinet Member for Young People, Learning and Leisure

Date .....

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**Declaration of Interest**

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Signed: David Boothroyd Date: 11 October 2022

NAME: Councillor David Boothroyd

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Westco Trading Ltd - Changes to Company Directors and Company Board

Signed David Boothroyd

Cabinet Member for Finance and Council Reform

Date 11 October 2022

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Westco Trading Ltd - Changes to Company Directors and Company Board

Signed .....

Cabinet Member for Housing Services

Date .....

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Signed:  Date: 11 October 2022

NAME: **Councillor Matt Noble**

State nature of interest if any .....

*(N.B: If you have an interest you should seek advice as to whether it is appropriate to make a decision in relation to this matter)*

For the reasons set out above, I agree the recommendation(s) in the report entitled

Westco Trading Ltd - Changes to Company Directors and Company Board

Signed 

Cabinet Member for Climate Action, Regeneration and Renters

Date 11 October 2022

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