



City of Westminster

Committee Agenda

Title: **Shareholder Committee**

Meeting Date: **Monday 27th March, 2023**

Time: **11.30 am**

Venue: **18.04-05, 18th Floor, 64 Victoria Street**

Members: **Councillors:**

Liza Begum
David Boothroyd
Adam Hug

Matt Noble
Tim Roca



Members of the public are welcome to attend the meeting and listen to the discussion Part 1 of the Agenda

Admission to the public gallery is by ticket, issued from the ground floor reception. If you have a disability and require any special assistance please contact the Committee Officer (details listed below) in advance of the meeting.

As set out in the agenda it is expected that the Committee will resolve to exclude the press and public from the meeting under Part II of the Agenda on the grounds that discussions may involve the likely disclosure of exempt information as defined in Part I of Schedule 12A to the Local Government Act 1972 (as amended). Some reports on the agenda may include confidential information which is exempt from publication. The Committee may need to discuss this information in private session before decisions are taken afterwards, in public session



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adseverino@westminster.gov.uk
Corporate Website: www.westminster.gov.uk

Note for Members: Members are reminded that Officer contacts are shown at the end of each report and Members are welcome to raise questions in advance of the meeting. With regard to item 2, guidance on declarations of interests is included in the Code of Governance; if Members and Officers have any particular questions they should contact the Head of Committee and Governance Services in advance of the meeting please.

AGENDA

PART 1 (IN PUBLIC)

1. MEMBERSHIP

To note any changes to the membership.

2. DECLARATIONS OF INTEREST

To receive declarations by Members and Officers of the existence and nature of any pecuniary interests or any other significant interest in matters on this agenda.

3. MINUTES

To confirm the minutes from the last Committee meeting.

(Pages 5 - 8)

4. DISSOLUTION OF WESTMINSTER PROCUREMENT SERVICE

To discuss the dissolution of Westminster Procurement Services

(Pages 9 - 14)

5. WESTMINSTER BUILDS REGISTERED PROVIDER STATUS

To discuss Westminster Builds registering as a Registered Provider.

(Pages 15 - 20)

Notice of Private Part of the Meeting

PART II - In Private

6. WESTMINSTER BUILDS BUSINESS PLAN 23-24

This report sets out the Business Plan for Westminster Builds 2023-2024.

(Pages 21 - 60)

7. WESTMINSTER COMMUNITY HOMES BUSINESS PLAN 23-24

This report sets out the Business Plan for Westminster Community Homes 2023-2024.

(Pages 61 - 80)

8. WESTCO BUSINESS PLAN 23-24

**(Pages 81 -
110)**

This report sets out the Business Plan for Westco 2023-2024.

**9. COMPANY GOVERNANCE AND COMMERCIAL REVIEW
UPDATE**

**(Pages 111 -
136)**

To update on the Company Governance and Commercial Review.

10. WORK PROGRAMME

**(Pages 137 -
138)**

To discuss the work programme for this Committee.

11. ANY OTHER BUSINESS

**Stuart Love
Chief Executive
17 March 2023**

MINUTES

Shareholder Committee

MINUTES OF PROCEEDINGS

Minutes of a meeting of the Shareholder Committee held on Monday 31 October 2022,
City Hall.

Members Present: Councillors Adam Hug (Chair), David Boothroyd, and Matt Noble

Apologies: Councillors Liza Begum and Tim Roca

2. MEMBERSHIP
There were no changes to the membership of the Shareholder Committee.

3. DECLARATIONS OF INTEREST
There were no declarations of interest.

3. MINUTES
RESOLVED: The Committee agreed, on the advice of attending officers, that the minutes of the meeting held on 17 March 2022 were a true and correct record of the proceedings.

It was noted that current Members of the Shareholder Committee were not present for the meeting dated 17 March 2022 due to the change in Administration, but the Committee was content to approve the minutes on the basis of the recording of the meeting and the advice of officers.

4. NOTICE OF PRIVATE PART OF MEETING
RESOLVED: It was resolved that the rest of the meeting should take place in private session and that any public and press present should be excluded from the meeting due to the likely disclosure of exempt information, most notably commercially sensitive information.

This decision was taken on that basis on of the contents of Schedule 12A to the Local Government Act 1972 (as amended).

5.	<p>WESTMINSTER BUILDS MID-YEAR REVIEW</p> <p>Cllr Hug invited James Green (Director of Development) and Chief Executive of Westminster Builds to provide an overview of the report.</p> <p>Mr Green noted Westminster Builds has delivered 43 homes at the start of the year (2022-2023) and that number has increased to 71 homes with a further 8 to follow shortly.</p> <p>Due to the current market, lettings have been slower than expected. Acquiring additional units will be the primary focus over the next financial year for the company.</p> <p>Mr Green noted that Westminster Builds is committed to aligning itself to the new Truly Affordable Housing Strategy in line with the Fairer Westminster Strategy. To achieve this 31Ten has been hired as a consultant to review the delivery of the Council's regeneration ambitions and strategy including as part of this, the objectives and role of Westminster Builds.</p> <p>Cllr Hug noted that the Shareholder Committee needs to consider a new appointment to the Chair of the Board of Westminster Builds following the change in Administration.</p> <p>Cllr Noble asked if the delays are due to lettings or marketing of units and Mr Green responded that this is mainly due to marketing tenancies and Westminster Builds will be looking to offer tenancies earlier. Cllr Noble stated that he's happy to look at this process.</p> <p>Cllr Boothroyd noted that there has been a bit of a lull on developments and that there has been changes to the core management team, to which Mr Green replied that the Development / Regeneration service will be going through a restructure next year.</p> <p>RESOLVED – SHAREHOLDER COMMITTEE APPROVED THE RECCOMENDATIONS SET OUT ON PAGE 8</p>
6.	<p>WESTMINSTER COMMUNITY HOMES MID-YEAR REVIEW</p> <p>Cllr Hug welcomed Steve Moore, Chief Executive of Westminster Community Homes and invited him to introduce his report.</p> <p>Steve Moore noted that this year Westminster Community Homes will be working on acquiring leaseholder interests on estates and noted their success on Ebury Bridge.</p> <p>James Green, Chair of Westminster Community Homes, noted that Steve will be retiring in the new year. He also noted that the Board requires new members due to vacancies arising and asked the Shareholder Committee to bear that in mind.</p> <p>The Committee offered sincere thanks to Mr Moore for his work over the years and wishes him the best in retirement.</p> <p>The Shareholder Committee agreed to the recommendations set out in the report in section 8.2 to move forward with the recruitment of a new Chief Executive.</p>

	<p>Cllr Hug asked Mr Green, as Cabinet Members await the recommendations from 31Ten, which will also consider the role of Westminster Community Homes, if we are restricted to 5 board member and James notes we can have 7 or 9.</p> <p>Cllr Hug noted the social value work of the company and asked how that is integrated with the wider Council. Mr Moore noted that we are missing work this with Registered Provider (RP) sector and this is something the new Chief Executive will be asked to explore.</p> <p>Cllr Noble noted he agrees with the recommendations in the report and stated he would prefer to spread the net wider on talent appointed to the Board, and would like 7 Board members opposed to 5.</p> <p>Cllr Boothroyd noted that the Board members may have to be remunerated.</p> <p>RESOLVED – SHAREHOLDER COMMITTEE APPROVED THE RECOMENDATIONS SET OUT ON PAGE 25</p>
7.	<p>WESTCO MID-YEAR REVIEW</p> <p>Cllr Hug welcomed Ian Farrow Managing Director of Westco and Christos Pishias Associate Director to introduce their report.</p> <p>Mr Farrow set out that Westco has faced a challenging landscape due to the current market and noted the success the company had during the pandemic in regard to protecting employment and growing new revenue streams.</p> <p>Mr Farrow noted the company are proposing a company restructure which it is expected will enable the company to adapt and ensure profitability in 2023 and beyond.</p> <p>The Committee thanked Mr Farrow and Mr Pishias for the report, agreed the business plan, including the proposed restructure arrangements.</p> <p>RESOLVED – SHAREHOLDER COMMITTEE NOTED THE RECOMENDATIONS SET OUT ON PAGE 45</p>
8.	<p>COMPANY GOVERNANCE AND COMMERCIAL REVIEW</p> <p>Cllr Hug invited Richard Cressey, Head of Governance and Councillor Liaison to introduce the report.</p> <p>Mr Cressey noted that an independent valuation of Westco Trading Ltd has been commissioned and will report in the coming months. This valuation will inform the Council's choices on next steps and this would be reported to the next meeting of the Shareholder Committee in March.</p> <p>The Committee welcomed the report, agreed that officers should assess the options available to the Council's based on the final outcome of the company valuation and report back to the Committee in due course.</p> <p>RESOLVED – SHAREHOLDER COMMITTEE NOTED THE RECOMENDATIONS SET OUT ON PAGE 114</p>

9.	WORK PROGRAMME Members had no comments on the future Work Programme.
10.	ANY OTHER BUSINESS No other business was noted.



City of Westminster

Shareholder Committee

Meeting or Decision Maker:	Shareholder Committee
Date:	27/03/2023
Classification:	For general release
Title:	Dissolution of Westminster Procurement Services
Wards Affected:	All/None
Company Affected:	Westminster Procurement Services Limited
Policy Context:	The Closure of the company will return funds to the Council's general fund.
Key Decision:	No
Report of:	Gerald Almeroth – Executive Director for Finance and Resources

1. Executive Summary

- 1.1 This paper is brought to Shareholder Committee for discussion and recommendation ahead of the required Cabinet decision to dissolve Westminster Procurement Services
- 1.2 The Council established a local authority trading company, Westminster Procurement Services (WPS), in 2016 for the purpose of developing traded procurement consultancy services, wholly owned by the City Council, to enable the City Council to take advantage of the powers to trade for profit included in s95 Local Government Act 2003.
- 1.3 The Council, via the wholly owned company, also entered into a separate Joint Venture (JV) trading company, named Symbiance Limited, with a private sector partner 4C Associates Limited delivering procurement consultancy services to the public sector.
- 1.4 Although the wholly owned subsidiary (WPS) did trade and generated turnover of £375k during its period of trading, no trading activity was ever undertaken by the JV and Symbiance Limited was wound up in December 2018.
- 1.5 After its initial period of activity with one main client, WPS has also ceased trading. With no expectation for a need for this trading vehicle in the future it is proposed to dissolve the company.

2. Recommendations

- 2.1 That the Shareholders Committee recommends to Cabinet to approve:
 - 2.1.1 That Westminster Procurement Services Limited be dissolved with any share capital remaining after legal and professional fees being returned to the Council.
 - 2.1.2 That the Council, as sole shareholder, passes a resolution to formally close down Westminster Procurement Services Limited by way of an application to strike off the company from the Companies Register.

3. Reasons for Decision

- 3.1 To be able to dissolve the Company, approval is needed from the company's shareholder, Westminster Council.

4. Background, including Policy Context

- 4.1. The Corporate Services Director in conjunction with the City Treasurer agreed MTFP savings targets for Procurement Services of £50k for 2016/17 and £100k per annum for 2017/18 and 2018/19. The traded service model was

chosen as a recommended approach that would provide income generation opportunities for the Council to help deliver these MTFP targets. Initial indications had projected that £250,000 additional income could be achieved through traded services.

- 4.2. The Chief Procurement Officer was tasked by the Commercial Board with the development of a Business Case for a traded service model offering procurement services to other local authorities and public sector organisations. As well as a wholly owned trading company, The Chief Procurement Officer recommended the creation of a joint venture to leverage the strengths of the Council's Procurement Services organisation with those of a leading niche procurement consultancy, to be delivered through a separate trading organisation.
- 4.3. The Council's wholly owned subsidiary, Westminster Procurement Services was incorporated on the 27 July 2016.
- 4.4. Discussions with procurement consultancies suggested there was a viable market in the public sector for procurement services, which leverage the knowledge of a public sector procurement organisation with the skills of a leading niche procurement consultancy.
- 4.5. The Council identified two potential niche procurement consultancies to work with and an outline business case was presented to the Commercial Board. Following initial exploratory discussions to identify and agree strategic and business alignment, cultural fit and alignment with the Council's values, and financial alignment, 4C Associates Limited were identified as the preferred partner. A joint venture company, Symbiance Limited was created and incorporated on 6 December 2016.
- 4.6. After positive initial collaboration, opportunities through the JV never materialised and neither party within the JV was able to dedicate the resource and effort needed to successfully develop the JV. It was therefore decided to dissolve the JV.
- 4.7. The Wholly owned trading company, Westminster Procurement Services, did begin trading, offering services and resource to one main client, Belfast City Council. The company provided services over a 12-month period generating £375k turnover, delivering a new procurement target operating model and providing senior resource and support.
- 4.8. Eventually the services provided to Belfast were taken in house and the support from WPS came to an end.
- 4.9. As with the JV, there was a lack of resource and capacity available to sustain the venture and the company has not traded since August 2018.
- 4.10. Since this time the procurement service within Westminster has gone through a redesign and the new operating model no longer requires a trading company to support its aims and objectives.

5. Financial Implications

- 5.1 The Council's only investment into either venture was an initial investment of £10k into the Joint Venture company to assist with establishing the company, this payment was made directly to the joint venture.
- 5.2 During its period of operation WPS received support and resource from Westminster Council's procurement team. Services were recharged on a full cost basis and payment was received for all resources recharged to the trading company. In total over its period of trading the Company created £375k of turnover, largely from one client, Belfast Council.
- 5.3 The Company has no outstanding debtors, creditors or tax liabilities and has no assets or liabilities remaining apart from a remaining cash balance of circa £25k. The company no longer has a bank account, and this balance sits within Westminster's general account at present.
- 5.4 To dissolve the company the company will employ legal support from Bi-Borough Legal Services and a liquidator. Charges for these services (estimated at £5k) will be paid for out of the remaining cash balance.
- 5.5 Initial MTFP targets related to trading company profit/contributions of £50k for 2016/17 and £100k per annum for 2017/18 and 2018/19 have since been removed from the procurement budget.

6. Legal Implications

- 6.1 The report recommends closing Westminster Procurement Services (WPS) by means of a voluntary strike off or dissolution. WPS is able to do this as it meets the conditions to be able to strike off a company from the Companies Register.
- 6.2 A DS01 form must be signed by the company's only remaining director, which can be submitted online. The assets of the company should be dealt with before applying including closing bank accounts and assigning, novating or terminating any contracts, including intellectual property rights.
- 6.3 Once the application has been made, a notice of the proposal to strike off is published to give interested parties the opportunity to object. If there are no objections or other reasons for delay, the company will be struck off the register not less than 2 months after the notice is published.

7. Carbon Impact

There is no carbon impact of this decision. The Company has no physical presence, and the aim is to close down the company to ensure no further effort or expense is incurred.

8. Equalities

There are no equalities implications associated with this decision.

9. Consultation

N/A

If you have any queries about this Report or wish to inspect any of the Background Papers, please contact:

Gerald Almeroth or Dai Williams

APPENDICES

N/A

BACKGROUND PAPERS

N/A

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Shareholder Committee Report

Decision Makers:	Shareholder Committee
Date:	27 th March 2023
Classification:	For General Release
Title:	Westminster Builds Registered Provider Status
Financial Summary:	<p>The Council has secured £11.3m of GLA grant to fund intermediate homes which are required under the terms of the grant to be held in a registered provider (RP).</p> <p>The proposed incorporation of RP within Westminster Builds allows the Council to secure the grant with expected revenue expenditure of £40k.</p>
Report of:	James Green, Director of Development and Director of Westminster Builds

1. Executive Summary

- 1.1. The Council have secured £11.3m of GLA grant to fund the construction of intermediate rent homes. These homes are currently intended to be acquired by Westminster Builds, however the terms of the grant require the homes to be held by a Registered Provider and, currently, Westminster Builds is not a Registered Provider.
- 1.2. The Westminster Builds' board resolved to incorporate a new company as a Registered Provider in its group to retain the flexibility of the current approach, secure the grant and provide Westminster City Council with the option to purchase and retain ownership of intermediate housing within this group.
- 1.3. As required under the Articles of Association, the Board requires approval of the shareholder to incorporate a new company. The establishment of

any new company is a retained responsibility of the Cabinet and is not delegated to the Shareholder Committee to act on behalf of the Council.

2. Recommendations

2.1. That the Shareholder Committee recommend to Cabinet

2.1.1. The incorporation of new company within Westminster Builds' structure which will apply to become a Registered Provider and, subject to approval of the Regulator of Social Housing, hold Westminster Builds' affordable housing.

3. Reasons for Decision

3.1. The Council has secured grant from the Greater London Assembly's (GLA) Affordable Homes programme across several development projects. This grant supports the funding required for the construction of social and intermediate rent homes.

3.2. The grant is conditional on funded homes being held by a Registered Provider which the Council qualifies as but Westminster Builds does not. As the Council's current approach is for social homes to be retained within the HRA and intermediate homes to be transferred to Westminster Builds, the Council cannot currently comply with the GLA's funding requirements and fully access the GLA grant.

3.3. While this has not prevented drawing down grant on homes under construction by the Council, a solution will need to be in place prior to the disposal and purchase of completed intermediate homes to Westminster Builds.

4. Background, including Policy Context

4.1. The Council have bid in successive rounds for the GLA's Affordable Homes Programme grant which is linked to the construction of social and intermediate rent homes. The Council has been allocated grant across the 2016-21 and the 2021-26 programme as well as the Care and Specialist Supported Housing (CASSH) programme. Table 1 below illustrates the current GLA grant for intermediate housing allocation across the programme. The table also indicates the anticipated completion date for schemes and, therefore, the importance of an approved strategy.

Table 1: Current GLA Grant allocation for intermediate housing across the Programme

Project	Intermediate Homes	Grant	Forecast Practical Completion
300 Harrow Road	35	£1.01m	November 2023
Luxborough	7	£0.20m	Summer 2024
Westmead	31	£1.94m	Summer 2025
Balmoral	18	£1.13m	2026
Church Street	43	£2.69m	2027
Lisson Grove	9	£0.56m	2030
Subtotal Named Projects	143	£7.53m	
Indicative Bids	61	£3.81m	Various
Total	367	£11.34m	

4.2. The Council's development programme assumes that intermediate rent homes built are transferred to the Council's subsidiary, Westminster Builds, as this arrangement provides more flexibility to meet the Council's objectives than retaining them in the Council or selling to another registered provider.

4.3. The most recent stream of GLA funding includes a requirement that residents are supported into homeownership within 10 years. Balmoral, scheduled to complete in 2026 is the first scheme which this will apply to. The Council is considering options for implementing this and will report on those separately.

4.4. While recent changes made in the Truly Affordable Housing Cabinet paper, October 2022, have reduced the number of intermediate homes being built by the Council, in favour of social rent, the Council has secured £11.3m of grant funding for intermediate homes across 367 homes.

5. Options

5.1. The Council have considered several options:

- Option 1 – No change & return the Grant

- Option 2 – Convert all intermediate rent homes to social rent
- Option 3 – Transfer intermediate homes to Westminster Community Homes
- Option 4 – Incorporate a Registered Provider within Westminster Builds

Option 1 – Return the Grant

5.2. The Council could opt to refuse the grant on intermediate homes, returning drawn grant and relinquishing future allocations. This would allow the Council to continue disposing of the homes to Westminster Builds. However, it would have a detrimental impact on the Council's finances, particularly the HRA as the grant part funds the gap between the disposal value of intermediate homes, which depending on rent can typically range from £150k-£300k and the construction cost, averaging £750k per home across the programme. As identified in Table 1, total allocated grant of c.£11.3m would not be utilised with this option.

5.3. The Council could mitigate this in part by increasing intermediate rents to above London Living Rent. The higher rent would support a higher disposal price to Westminster Builds. However, this would be at odds with the Council's commitment to London Living Rent and would require an amended planning permission.

5.4. This option is therefore recommended to be discounted.

Option 2 – Convert to Social Rent

5.5. The Council could choose to convert the intermediate homes to social rent instead. While social housing attracts higher grant rates, the GLA have to date been reluctant to provide additional grant where the Council has switched intermediate to social.

5.6. Social rents are lower than London Living Rent and would therefore worsen the viability of these schemes and increase the amount of borrowing required by the HRA, which is currently at capacity.

5.7. Most of the schemes with grant were considered as part of the Truly Affordable Housing review and remained as intermediate homes due to predominately being 1-bedroom homes of which are in high demand across the borough. In addition, the GLA are keen to see a programme of intermediate housing and funding support as part of Westminster's development plans.

5.8. Given the above, this option is also recommended to be discounted.

Option 3 - Transfer homes to Westminster Community Homes

- 5.9. Westminster Community Homes (WCH) is an existing charitable registered provider in the Council's structure and grant funded intermediate homes could be transferred to WCH on a similar basis as Westminster Builds, satisfying the GLA's grant conditions.
- 5.10. However, the nature of WCH is such that the Council does not nor could ever control the assets of WCH. This means practically that surpluses from its charitable activities are retained in the company, and should the Council wish to reacquire the intermediate homes it could only do so via purchase. Conversely the Council can choose at any time to close Westminster Builds and take back all assets owned by the company.
- 5.11. While WCH can only use these surpluses to undertake its defined charitable activities it is a lot less flexible than holding the homes in Westminster Builds and effectively ties up the Council's capital in WCH.
- 5.12. Given the constraints of this option, this is not the preferred way forward.

Option 4 - Incorporate a Registered Provider (RP) within Westminster Builds

- 5.13. Given the limitations of the other three options, incorporating a RP within Westminster Builds' structure is the recommended way forward.
- 5.14. Westminster Builds can create a "for-profit" RP. Despite the name, the intention of this RP is not to generate profit from housing but instead to maintain the Council's control over its assets and to have the freedom to allocate any surpluses generated back into the Council's housing programme.
- 5.15. Creating a "for-profit" RP would retain the flexibility of holding intermediate homes in Westminster Builds and allow the Council to continue to claim grant for those homes. It will have some initial costs, estimated at £40k for legal support, and an ongoing administrative burden, but this is expected to be significantly lower than the grant that would be forgone otherwise.
- 5.16. The Council have taken advice from Devonshires and met with Westminster Community Homes Chief Executive to explore the process and resource requirements required for incorporating a RP.

6. Incorporating a Registered Provider

- 6.1. Before Westminster Builds could apply to become an RP, it would need to incorporate an additional company, separating its affordable homes from planned market homes and other activities, such as investment in Luton Street LLP and future projects such as Ebury.
- 6.2. The Articles of Association for Westminster Builds require approval of the shareholder to incorporate a new company.

- 6.3. The new company would be a subsidiary of Westminster Housing Investments Limited (WHIL) however a ring-fencing agreement would need to be put in place to provide assurance to the Regulator that the RP can operate freely and take decisions in its own best interest. This may include setting up a different board structure for the RP with independent members. However, WHIL, and in turn the Council, would have the power to appoint and remove those members at any time.
- 6.4. Once incorporated the company will apply to be registered with the regulator for social housing to receive RP status. The two-stage application normally takes around 6 to 9 months and requires the company to demonstrate that it meets the governance and financial viability standard and demonstrate it can sustain this going forward. As well as having in place management arrangements to demonstrate it can meet other regulatory standards. The estimated cost of undertaking the necessary work to achieve RP status is £40k, which includes registration fees and legal support required to complete the registration process.
- 6.5. As WB's RP would hold less than 1,000 homes it would qualify as a small RP and have a reduced level of administration and lower fees (£2,500 registration and an annual fee of £300). The ongoing administrative work would be resourced through the company secretary and project support from the Council's Regeneration and Development team.

7. Legal implications

- 7.1. These are set out in the body of the report.
- 7.2. The incorporation of a new company is a matter for the Cabinet.

8. Financial implications

- 8.1. These are set out in the body of the report.

If you have any queries about this Report or wish to inspect any of the Background Papers, please contact:

Thampton@westminster.gov.uk

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City of Westminster

Shareholder Committee Work Programme 2022-2023

Date of Meeting	Agenda Items	Responsible
July 2023		
24 July 2023 (1:30 – 3:30 pm) Committee	<ul style="list-style-type: none"> • Westminster Builds 2022/23 Year in Review • Westminster Community Homes 2022/23 Year in Review • Westco Business Plan 2022/23 Year in Review 	James Green Neil Tryner Ian Farrow
October 2023		
23 October 2023 (1:30 – 3:30 pm) Committee	<ul style="list-style-type: none"> • Westminster Builds Mid-Year Review • Westminster Community Homes Mid-Year Review • Westco Mid-Year Review 	James Green Steve Moore Ian Farrow

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