

**Wiltshire Council**

**Shareholder Group**

**26 March 2024**

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**Subject: Stone Circle Companies Approvals**

**Cabinet Member: Councillor Richard Clewer, Leader of the Council**

**Key Decision: Non Key**

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### **Executive Summary**

This report seeks the Shareholder Group's approval of appointments to the Boards of the Stone Circle Companies.

### **Proposal**

The Shareholder Group is asked to:

1. Approve the appointment of Emma Legg, Director, Adult Social Care to the Board of Directors of Stone Circle Holding Company, Stone Circle Housing Company and Stone Circle Development Company.
2. Delegate authority to the Corporate Director, Resources to implement the decision described in point 1 above.

### **Reason for Proposal(s)**

The shareholder agreement between the Council and the Companies requires the Companies to seek approval from the Shareholder in respect of appointment of board members.

**Terence Herbert  
Chief Executive**

## **Wiltshire Council**

### **Shareholder group**

**26 March 2024**

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### **Purpose of Report**

1. This report seeks the Shareholder Group's approval of appointments to the Boards of the Stone Circle Companies as required under the shareholder agreement.

### **Relevance to the Council's Business Plan**

2. The proposals in the report directly support the Council's business plan to Grow the economy by facilitating the provision of affordable homes and developing new housing on public land.

### **Background**

3. The Shareholder Agreement between the Council and the Companies requires the Companies to seek approval from the Shareholder in respect of all Board appointments and appointment of employees.

### **Main Considerations for the Council**

4. There is no definitive critique of the make-up of the boards of Council owned companies. Anecdotal information suggest that local authorities take a mix of approaches to board membership and often appoint officer directors to the Boards of companies they own. This is intended to provide a link between the leadership of the Council and the activity and direction of the Companies.
5. Following the appointment of Lizzie Watkin, Director of Finance as s151 Officer it is proposed that the Emma Legg, Director of Adult Social Care replaces the Director of Finance on the Board of Directors of Stone Circle Holding Company, Stone Circle Housing Company and Stone Circle Development Company.
6. Subject to the approval of the shareholder these appointments will need to be approved by the boards or by way of general meeting.

## **Overview and Scrutiny Engagement**

7. Select Committees will retain their scrutiny function in relation to the Shareholder Group. The Overview & Scrutiny Management Committee will be able to call the Shareholder Group to account for progress in relation to any Company for which the Council is a shareholder and any returns it is making.

## **Safeguarding Implications**

8. There are no direct safeguarding implications.

## **Public Health Implications**

9. There are no direct public health implications.

## **Procurement Implications**

10. There are no direct procurement implications.

## **Equalities Impact of the Proposal**

11. A low equalities risk score was calculated for the proposals in this report.

## **Environmental and Climate Change Considerations**

12. There are no direct environmental and climate change considerations associated with the proposals in this Report.

## **Risks that may arise if the proposed decision and related work is not taken**

13. The appointment of an officer director to the Boards of the Stone Circle Companies is required to ensure robust governance and appropriate oversight and monitoring of Council owned companies.

## **Risks that may arise if the proposed decision is taken and actions that will be taken to manage these risks**

14. It may be necessary for the Companies, the Shareholder Group and the Director of Adult Social Care to monitor and manage conflicts of interest.

## **Financial Implications**

15. There are no direct financial implications in respect of the Director appointments. The Director of Adult Social Care will not receive additional remuneration for the roles.

## **Legal Implications**

16. There are no legal implications to the proposals

## **Workforce Implications**

17. There are no workforce implications to the proposals.

## **Options Considered**

18. The Shareholder Group has the option to disregard the proposals and determine alternative arrangements.

## **Conclusions**

19. The Shareholder Group is asked to adopt the proposals.

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Officer

Date of report 22 March 2024

## **Appendices**

None

## **Background Papers**

None