

Name of Committee:	Shareholder Sub-Committee		
Committee Date:	24 January 2024		
Report Title:	Appointment of Non-Executive Director to Norse SE		
Responsible Officer:	Joanne McIntosh, Chief Legal Officer and Monitoring Officer.		
Cabinet Lead:	Councillor Bowerman		
Status:	Non-Exempt		
Urgent Decision:	No	Key Decision:	No
Appendices:	None		
Background Papers:	None		
Officer Contact:	Jo.Mcintosh@havant.gov.uk		
Report Number:	HBC/068/2024		

Corporate Priorities:

The purpose of the Shareholder Sub-Committee is to approve and oversee the Council's strategic objectives across the Council's companies and to support the development of these companies in line with the Council's regulations, ambitions, and corporate priorities. Ensuring a strong Board of Directors helps further the delivery of the Council's priorities.

Executive Summary:

This report requests that Matt Goodwin, Acting Chief Executive, is appointed as a Non-Executive Director of Norse SE.

Recommendations:

- 1) That Matt Goodwin, Acting Chief Executive, be appointed as a Non-Executive Director of Norse SE.

1. Introduction

- 1.1. Norse South East is Council joint venture company. The company is a supplier of numerous facilities management services, including grounds maintenance, trade waste and street scene services.
- 1.2. The Council is represented by two Non-Executive Directors of the Board of Directors.

2. Background

- 2.1. Following the retirement of the Executive Head of Commercial, the Council should appoint a further Non-Executive Director to the Board of Directors to ensure that it is fully represented.
- 2.2. It is proposed to appoint Matt Goodwin, Acting Chief Executive, as a Non Executive Director of Norse SE.
- 2.3. The role of a director is multifaceted and wide-ranging. Directors must have an informed overview of a company's activities and corporate governance, including an understanding of its exposure to risk and strategic direction.
- 2.4. Non Executive Directors are generally regarded as having a policing role to play, monitoring and protecting shareholders' interests. They are subject to the full range of directors duties.
- 2.5. The Companies Act 2006 sets out the general duties of directors, which are:
 - to act within powers in accordance with the company's constitution and to use those powers only for the purposes for which they were conferred
 - to promote the success of the company for the benefit of its members
 - to exercise independent judgement
 - to exercise reasonable care, skill and diligence
 - to avoid conflicts of interest
 - not to accept benefits from third parties
 - to declare an interest in a proposed transaction or arrangement
- 2.5 Matt Goodwin, has the relevant professional skills set and experience to be appointed as a Non Executive Director.

3. Options

- 3.1. The preferred option is to appoint Matt Goodwin, Acting Chief Executive, as a Non-Executive Director of Norse SE. Matt Goodwin has the relevant professional skills set and experience to represent the Council on the board.
- 3.2. It is not in the Council's interest to not appoint a further Non-Executive Director to Norse SE as this would leave the Council underrepresented on the Board of Directors.
- 3.3. The Shareholder Sub-Committee could consider the appointment of a different Council officer to the board. Best practice guidance advises that this should not be the Monitoring Officer or S151 Officer but members could appoint another member of the Executive Leadership Team with the relevant skills and experience.

4. Relationship to the Corporate Strategy

- 4.1. The purpose of the Shareholder Sub-Committee is to approve and oversee the Council's strategic objectives across the Council's companies and to support the development of these companies in line with the Council's regulations, ambitions, and corporate priorities. Ensuring a strong Board of Directors helps further the delivery of the Council's priorities.

5. Conclusion

- 5.1. The Council should appoint Matt Goodwin, Acting Chief Executive, as a Non Executive Director of Norse SE.

6. Implications and Comments

- 6.1. S151 Comments
- 6.2. Members should be reminded that the appointment of a Norse board member should be taken in the best interests of the company, not solely the Council. Whilst acting as a board member, Matt Goodwin should be making decisions in the best interest of the company. However, it is also important to recognise that a strong performing company, will also support the Council's ambitions. To that extent, Matt Goodwin's current position and his background make him an obvious choice and I would highly recommend his appointment.
- 6.3. Financial Implications

- 6.4. There are no financial implications arising from this appointment. Officers do not receive any separate remuneration for performing this role.
- 6.5. Monitoring Officer Comments
- 6.6. Appointment as a Non Executive Director ensures strategic oversight of Norse SE and is in the best interests of both the Council and Norse SE.
- 6.7. Legal Implications
- 6.8. The Officer appointment accords with the Shareholder Agreement and ensures that there is sufficient expertise and oversight on the Board.
- 6.9. Equality and Diversity
- 6.10. There are no specific implications arising from this report.
- 6.11. Human Resources
- 6.12. There are no specific implications arising from this report. As stated above, there is no separate remuneration package for performance of this role.
- 6.13. Information Governance
- 6.14. There are no specific implications arising from this report.
- 6.15. Climate and Environment
- 6.16. There are no specific implications arising from this report.

7. Risks

- 7.1. All directors are personally responsible and liable for their actions as a director. The Council holds indemnity insurance in respect of officers appointed as directors by virtue of their council role.

8. Consultation

- 8.1. Given the nature of the report no formal consultation has been undertaken.

9. Communications

- 9.1. Given the nature of the report no communications have been planned. This report is public and available on the Council's website in the interest of openness and transparency.

Agreed and signed off by:		Date:
Cabinet Lead:	Cllr Bowerman	
Executive Head:	Matt Goodwin	15 January 2024
Monitoring Officer:	Jo McIntosh	15 January 2024
Section151 Officer:	Steve Pink	15 January 2024