

Forward Plan reference number: Not applicable

Report title: Appointment of new ECC nominated director for Companies Created for the North Essex Garden Communities Project	
Report to: Councillor David Finch, Leader of the Council	
Report author: Kim Cole, Corporate Lawyer, Essex Legal Services	
Date: 14 December 2018	For: Decision
Enquiries to: Kim Cole, Corporate Lawyer, Essex Legal Services	
County Divisions affected: All Essex	

1. Purpose of Report

- 1.1 Essex County Council (ECC) is a shareholder in three companies which were created in order to deliver the North Essex Garden Communities project. As a result it has the right to appoint one director. The Director, Strategic Commissioning and Policy, the current director, has left ECC and has resigned his position as a director of the company.
- 1.2 This report asks the Leader to appoint a replacement.

2. Recommendations

- 2.1 To note the resignation of David Hill, Director, Strategic Commissioning and Policy as Essex County Councils Nominated Director for West of Braintree Limited, Colchester Braintree Borders Ltd and Tendring Colchester Borders Ltd with effect from 30 November 2018.
- 1.1. To Approve the appointment of Mark Carroll, Executive Director, Place and Public Health as Essex County Councils Nominated Director for:
 - * West of Braintree Limited,
 - * Colchester Braintree Borders Ltd and
 - * Tendring Colchester Borders Ltd ('the Companies')with immediate effect.

3. Summary of issue

- 3.1 The Articles of Association of each of the Companies provides under Article 4, that each B Shareholder has the exclusive right to appoint, remove or replace their Nominated Director.
- 3.2 On 30 November 2018, David Hill, Director Strategic Commissioning and Policy, as ECC's Nominated Director formally left ECC employment. As a result, his appointment as ECC's Nominated Director also ceased.

- 3.3 As a B Shareholder in the Companies, ECC is asked to approve to appointment of Mark Carroll, executive Director Place and Public Health as ECC's Nominated Director to each of the Companies. This appointment is not remunerated.

4. Options

Do Nothing

- 4.1 As a B Shareholder, ECC is has the exclusive right to appoint a Nominated Director. If it chooses not to do so, then it will no longer have a nominated person involved with the Companies day to day responsibilities which will hinder the completion of the vision of ECC for three new garden communities within Essex.

Appoint a Nominated Director

- 4.2 Appointment of a replacement Nominated Director will enable to Companies, with ECC input to move forward in the delivery of the three Garden Communities without delay.

5. Next steps

- 5.1 Following approval, each of the Companies' Boards, will hold a meeting to formally pass an ordinary resolution to appoint Mark Carroll as ECC's Nominated Director. After which the Companies secretary will ensure that all forms are formally files at Companies House.

6. Issues for consideration

6.1 Financial implications

- 6.1.1 There are no new financial implications associated with this document.

6.2 Legal implications

- 6.2.1 In accordance with Articles 4 of each of the Companies' Articles of Association the decision to appoint a Nominated Director are decisions reserved to the B Shareholder, before an ordinary resolution is taken at a shareholders meeting of each of the Companies.

7. Equality and Diversity implications

- 7.1 The Public Sector Equality Duty applies to the Council when it makes decisions. The duty requires us to have regard to the need to:
- (a) Eliminate unlawful discrimination, harassment and victimisation and other behaviour prohibited by the Act. In summary, the Act makes discrimination etc on the grounds of a protected characteristic unlawful

- (b) Advance equality of opportunity between people who share a protected characteristic and those who do not.
- (c) Foster good relations between people who share a protected characteristic and those who do not including tackling prejudice and promoting understanding.

7.2 The protected characteristics are age, disability, gender reassignment, pregnancy and maternity, marriage and civil partnership, race, religion or belief, gender, and sexual orientation. The Act states that 'marriage and civil partnership' is not a relevant protected characteristic for (b) or (c) although it is relevant for (a).

7.3 The equality impact assessment indicates that the proposals in this report will have a disproportionately adverse impact on any people with a particular characteristic.

8. List of appendices

8.1 Appendix 1 - EQiA

9. List of Background papers

9.1 None

I approve the above recommendations set out above for the reasons set out in the report.	Date 20.12.18
Councillor David Finch, Leader of the Council	

In consultation with:

Role	Date
Mark Carroll Executive Director Place and Public Health	14.12.18
Executive Director for Corporate and Customer Services (S151 Officer) Nicole Wood, Director, Finance and Procurement on behalf of Margaret Lee	14.12.18
Director, Legal and Assurance (Monitoring Officer) Kim Cole, on behalf of Paul Turner	14.12.18