

Report to	Council
Date of meeting	7th December 2021
Lead Member / Officer	Gary Williams, Head of Legal, HR and Democratic Services
Report author	Gary Williams, Head of Legal, HR and Democratic Services
Title	Appointment of Director – Denbighshire Leisure Limited

1. What is the report about?

- 1.1. The report is about the composition of the Board of Directors of Denbighshire Leisure Limited ('the DLL Board') and the appointment of a director to the DLL Board.

2. What is the reason for making this report?

- 2.1. To seek Council's approval to amend the composition of the DLL Board and the appointment of a director following the resignation of Graham Boase as a consequence of his appointment as Chief Executive.

3. What are the Recommendations?

- 3.1. That Council approves the amendment of the composition of the DLL Board as set out in paragraph
- 3.2. That Council resolves that Nicola Stubbins be appointed as a director of Denbighshire Leisure Limited.

4. Report details

- 4.1. As the sole member and owner of Denbighshire Leisure Limited, the Council has the right to appoint or remove Directors to or from the DLL Board.
- 4.2. The composition of the DLL Board was approved by Council in October 2019 as set out below:

- Corporate Director: Economy and Public Realm (currently vacant)
- Lead Member for Well-Being and Independence (Cllr Bobby Feeley)
- Lead member for Education, Children's Services and Public Engagement (Cllr Huw Hilditch-Roberts)
- Managing Director (Jamie Groves)
- Independent Director x 2, (Paul McGrady and Sian Rogers) and
- A non-Cabinet member (Cllr Peter Prendergast)

4.3. The composition of the Strategic Governance Board (SGB) was approved by Cabinet in September 2019. It was agreed that the Chief Executive would act as Chair of the SGB.

4.4. The appointment of Graham Boase as Chief Executive has necessitated his resignation from the DLL Board as he will, in his new role, act as Chair of the SGB.

4.5. There is therefore a vacancy on the DLL Board that the Council will need to fill. The post of Corporate Director: Economy and Public Realm is also vacant. In these circumstances the Council needs to consider whether or not to alter the composition of the DLL Board or continue with the vacancy.

4.6. It is proposed that the composition of the DLL Board be amended, so that the position allocated to the Corporate Director: Economy and Public Realm will instead be occupied by a member of the Council's Strategic Leadership Team (SLT).

4.7. The benefit of this change to the composition of the DLL Board will be to give the Council increased flexibility in choosing whom to appoint as a Director.

4.8. The Strategic Governance Board has considered the proposed amendment to the composition of the Board and, at its meeting on 25th October 2021, has recommended that the composition be amended as suggested and that a nomination be sought from SLT.

4.9. Denbighshire Leisure Limited ('DLL') has been consulted in respect of the proposed change to the composition of the Board. The Council received a response from the company. DLL's view is that the position of director should remain vacant at the present time.

4.10. CET and SLT have been consulted and have recommended that Nicola Stubbins, Corporate Director: Communities be put forward to Council for appointment to the DLL Board as a director. The members of the Strategic Governance Board have been consulted as set out in paragraph 8.2 of this report. The outcome of that consultation was that the overwhelming majority of members of the Board agreed with the recommendation.

5. How does the decision contribute to the Corporate Priorities?

5.1. This report does not directly impact upon the Corporate Priorities.

6. What will it cost and how will it affect other services?

6.1. There are no costs directly associated with this report.

7. What are the main conclusions of the Well-being Impact Assessment?

7.1. A Well-being Impact Assessment is not required for this report.

8. What consultations have been carried out with Scrutiny and others?

8.1. The SGB has considered the proposal to change the composition of the DLL Board as described above and has agreed to recommend this change to the Council. CET has been consulted on the proposal and has confirmed its agreement to it. CET also considered the identification of an individual to be appointed from SLT and proposed that Nicola Stubbins be recommended to Council for appointment as a director. SLT has endorsed this recommendation. DLL has been consulted and has written to express its view that the position on the DLL Board remain vacant at the current time.

8.2. Due to the timing of this report it was necessary to consult the membership of the Strategic Governance Board by e-mail. One member did not respond in time for the preparation of this report. One member who responded agreed with the position of DLL that the position should remain vacant pending any review of the Council's senior management structure. The remaining 6 members of the Board who responded agreed with the recommendation set out in paragraph

3.2 of this report and that the report should be considered by Council at its meeting on 7th December 2021.

9. Chief Finance Officer Statement

9.1. Although there are no direct financial implications of this report, it is important that strong governance arrangements are maintained to help reduce risks going forward. The report is fully supported.

10. What risks are there and is there anything we can do to reduce them?

10.1. There is a risk that in carrying a vacancy on the DLL Board the Council is not providing sufficient support and oversight to the company.

11. Power to make the decision

11.1. s111 Local Government Act 1972

11.2. Article 13 Articles of Association of Denbighshire Leisure Limited.