

Agenda Item No. 12

WEST MIDLANDS REGIONAL ASSEMBLY

Board of Directors - Friday 10th March 2006

Report of the Chief Executive and Company Secretary

1 Interim Management Arrangements

1.1 Purpose

To inform the Board of the interim management arrangements in hand pending the new Chief Executive taking up the post.

1.2 Recommendation

That the proposed interim management arrangements, including the roles of the Senior Director and Director of Policy be agreed.

1.3 Background

1.4 To assist with continuity, maintain senior corporate management capacity, and to help support and induct the new Chief Executive, Stephen Hind has agreed to defer his retirement until after the WMLGA/West Midlands Regional Assembly Annual Meetings in July 2006.

1.5 The proposed interim management arrangements, pending the arrival of a new Chief Executive, are for Steve to take forward the integrated corporate governance requirements of WMRA and WMLGA with Rose Poulter taking on the additional regional policy work and connections in the new structure. The Board is recommended to delegate to the Secretary the matter of appropriate honoraria for these two officers during the period without a Chief Executive.

2 Transfer of Company Secretary role

2.1 Purpose

To agree an interim Company Secretary pending the appointment of a new Chief Executive.

2.2 Recommendation

That Stephen Hind is appointed as Company Secretary with immediate effect.

2.3 Background

From 20 April WMRA Ltd would be without a Company Secretary and there is a requirement for a temporary replacement, notwithstanding that the new Chief Executive will take up that position in due course. As part of the corporate governance arrangements referred to above it would be appropriate for Stephen Hind to take this position on an interim basis.

- 2.4 The articles of Association do not contain any restrictions as to whom the Board may appoint as Company Secretary or for how long. In view of the process required to notify a change through Companies House it is recommended that this be progressed immediately.

3 ODPM response: Business Plan

3.1 Purpose of Report

To report back the views of ODPM on the Assembly's Business Plan.

3.2 Recommendation

That subject to any modifications requested by ODPM the Draft Business Plan is submitted to the next Assembly meeting for formal adoption.

3.3 Background

The Assembly's draft Business plan and budget are available on the Assembly web site. This was submitted to Government Office for the West Midlands (GOWM) on 7th February for consideration and submission to ODPM. GOWM had made a number of helpful suggestions particularly around performance indicator clarity which have been incorporated. ODPM have indicated they will endeavor to confirm approval by 7th March 2006 so I hope to be able to give the Board a verbal update.

4 ODPM response: Housing and Corporate Governance

4.1 Purpose

To advise the Board of the submission of a detailed response to David Milliband's letter requesting both the Assembly's proposals for the Regional Housing Body role and compliance with the draft guidelines for designation of assemblies.

4.2 Recommendation

That the Board endorses the submission.

4.3 Background

Members are referred to the report considered at the last Board meeting which outlined what was required. The submission is now available on the website (see agenda item no.6). It incorporates the proposals for the operation of the regional housing function agreed at the Assembly meeting on 18 January 2006. If we have received a response to that submission I will update members verbally at the meeting.

5. Planning Panel (Conformity)

5.1 Purpose

To agree in principle to the establishment of a Planning Conformity Panel as a sub committee of the Board and recommend the preparatory work necessary.

5.2 **Recommendation**

- i) That the Board agrees in principle to the establishment of a Planning Conformity Panel as a sub committee of the Board
- ii) That the Regional Advisory Group be asked to consider the issues arising from this and to undertake a review of the Planning Conformity Protocol.
- iii) That legal advice is sought on the above.

5.3 **Background**

As Board members are aware the Assembly has been expanded to ensure that the Planning Chairs and Vice Chairs are full Board members. In light of the increasing workload around Conformity falling on those members the Board at the last meeting asked me to explore whether a wider pool of members could be available to undertake this task thorough the establishment of a Planning Conformity Panel. This is possible and detailed work needs to be undertaken to action it. In particular how we ensure its operation within Company structures and relationship with the Planning Partnership and Executive. The Planning Conformity protocol will also need to be considered. There would be merit in its wider review drawing on our body of experience to date and estimate of workload for the future.

The Regional Advisory Group have a critical role to play in this work, our lawyers should also be asked to advise on what modifications might be required or beneficial.

The Assembly submission to ODPM referred to previously indicated that the Assembly was considering the establishment of a Planning Conformity Panel.

6 **Audit Committee Membership**

6.1 **Purpose**

To address the outstanding membership issue and note the amendment to the meeting arrangements.

6.2 **Recommendation**

The Board is asked to consider the membership issue and note the amendment of future meeting arrangements.

6.3 **Background**

The Board had previously agreed to increase the size of the Audit Committee from four to eight members, to comprise two members from each sector, all drawn from the Board of Directors.

Following recent email communication concerning the issue of outstanding membership, Cllr Mrs. Jo Jones (Local Government) and David Littlemore (Other Stakeholders Group) agreed to serve on this committee. Therefore there is one 'local government' place to be considered.

The membership (to date) is set out below:-

Local Government (2) *Cllr Mrs. Jo Jones*

One vacancy

Business Sector (2) Dr Sarindar Singh Sahota OBE

Brian Summers

Other Stakeholders Group (2) Valerie Broom

David Littlemore

Meetings of the Audit Committee have previously taken place on the same day as the Board of Directors meetings but this is being reviewed to enable it to meet ahead of the Board and make recommendations for its consideration when necessary.

Any changes to future meeting arrangements would require a minor amendment to the Committee's terms of reference.

7 Exemption from using the word 'limited' in a company name

7.1 Purpose

To inform Board members of the requirements of the Companies Act 1985 and recommend that an exemption from using the word 'limited' in the company name be sought.

7.2 Recommendation

That subject to the receipt of legal advice, the Assembly takes the necessary steps to seek the exemption from using the word 'limited' in its company name.

7.3 Background

Limited companies must normally have the word 'limited' as part of their company name. Under section 30 of the Companies Act 1985, some company names need not include the word 'limited' if they satisfy certain criteria.

To be exempt, a company must be a private company limited by guarantee; the objects of the company must be the promotion of commerce, art, science, education, religion, charity or any profession; and the memorandum or articles of association must say that:

- Any profits, or other income, are to be spent in promoting the company's objects;
- No dividends are to be paid to members;
- If the company is wound up, all the assets are to be transferred to another body which has similar objects, or which promotes a charity.

To claim the exemption, the Company is required to pass a special resolution to change its name, by omitting 'limited'. When the exemption has been granted, the memorandum and articles of association may not be altered in such a way that they no longer satisfy the conditions for exemption.

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