

CAMBRIDGESHIRE HORIZONS

Agenda Item No: 5

COMPANY SECRETARY REPORT

To: **Cambridgeshire Horizons Board**

Date: **17 September 2007**

From: **Company Secretary**

Purpose: **To update the Board on various matters of governance.**

Recommendation: **That the Board seek approval where necessary.**

Contact:

Name: Mike Parsons
Job Title: Company Secretary
E-mail address: mike.parsons@cambridgeshire.co.uk
Tel. No: 01223 717290

1. ARTICLES

- 1.1 At the Board meeting held on 22 June 2007 it was agreed to ask the Member Organisations to consider a proposal to amend the Articles of Association to allow a substitute to attend Board meetings on behalf of an absent Director.
- 1.2 The amendment (attached as appendix 1) was approved at a meeting of the Member Organisations held on 10 September 2007. Note that the amendment applies only to Member Organisations' Directors and enables substitutes to participate, but not to vote. The Board is recommended to endorse this change to the Articles with immediate effect.

2. ANNUAL RETURN

- 2.1 The annual return to Companies House (Form 363a) has been submitted and accepted by the deadline.

3. BOARD MEMBERSHIP

- 3.1 The Board is asked to note that, as part of the process of handing over and tidying up the Company Secretary records, Director's Undertakings have been signed and returned from all current Directors, with exception of:

Steve Cox, EEDA

The outstanding Undertaking is being followed up.

3.2 Member Organisation Directors

- 3.2.1 East Cambridgeshire District Council confirmed their nomination of Cllr Peter Moakes as their Director with effect from 26 June 2007.

3.3 University / Health / Housing / Utility / Developer Representative Directors

- 3.3.1 Janice Stead resigned as the Director representing Health on 1 September 2007. Cambridgeshire PCT has nominated Chris Banks, PCT Chief Executive, to become a Director to replace Janice. The Board is recommended to approve this appointment with immediate effect.

3.3.2 For information:

- Nigel Howlett, Cambridge Housing Society, resigned as the Director representing Housing on 10 April 2007. No replacement has yet been nominated.
- There remains no Director representing Utilities.

3.4 Other Directors

3.4.1 Note: Appointment of any other Directors is reserved for the Member Organisations.

3.4.2 Alistair Wayne, representing Greater Cambridgeshire Partnership (GCP), resigned as a Director on 25 July 2007.

3.4.3 The Horizons Chairman sees the relationship with GCP as important and he has asked the Member Organisations to consider the appointment of Robert Samson (biography attached as Appendix 2) as a Director. This request was approved at a meeting of the Member Organisations held on 10 September 2007. The Board is recommended to endorse this appointment with immediate effect.

3.4.4 Stephen Catchpole, Chief Executive, has announced he will be resigning as a Director with effect from 31 October 2007.

4. **AUDIT & RISK MANAGEMENT COMMITTEE**

4.1 The Membership of this Committee is currently

- John Bridge (Chairman)
- Cllr Alan Melton, Fenland District Council
- Cllr Ian Nimmo-Smith, Cambridge City Council
- Cllr Peter Moakes, East Cambridgeshire District Council

4.2 The Chairman has suggested that it would be helpful if Cllr Shona Johnstone were also a member of this Committee. The Board is recommended to approve this appointment with immediate effect.