

**Report To:** Full Council

**Date of Meeting:** 26<sup>th</sup> April 2023

**Report Title:** Interim appointment of directors to the Hastings Housing Company

**Report By:** Mary Kilner, Chief Legal Officer and Monitoring Officer

**Key Decision:** N/A

**Classification:** Open

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### **Purpose of Report**

To confirm the interim appointment of directors and a company secretary to the board of the Hastings Housing Company.

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### **Recommendation(s)**

**To confirm:**

- 1. the appointment of Victoria Conheady, Stephen Dodson, Simon Jones, and Amy Terry as Directors to the board of the Hastings Housing Company; and**
- 2. the appointment of Will Baker as Company Secretary.**

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### **Reasons for Recommendations**

To ensure that the Hastings Housing Company board has a minimum complement of directors as required by the Articles of Association and to avoid a potential breach of the Companies Act 2006.

## Introduction

1. The Hastings Housing Company Ltd is wholly owned by the Council and was established to purchase, develop, and deliver housing.
2. Article 20 of the Company's Articles of Association states that the minimum number of directors shall be four.
3. Article 13.2 of the Company's Articles of Association states that the quorum for the transaction of business by the Board of Directors shall be three.
4. The Company currently has one director, Andrew Palmer, who is stepping down from a substantive post at Hastings Borough Council and tendering his resignation as a Director of the Company.
5. Should the Council not appoint any new directors before the resignation takes effect the Company will be breach of the Companies Act 2006 which requires private limited companies to have at least one director and the Board will be unable to transact any business.
6. It is therefore recommended that officers of the council: Victoria Conheady, Stephen Dodson, Simon Jones, and Amy Terry be appointed as Directors to the board of the Company and Will Baker be appointed as Company Secretary.
7. These appointments are made on an interim basis and subject to a detailed review of the future purpose of the Company and a review of the permanent Company Directors.

## Timetable of Next Steps

8. Please include a list of key actions and the scheduled dates for these:

Action	Key milestone	Due date (provisional)	Responsible
Companies House be informed of the new Directors		ASAP after council decision is made	Mary Kilner

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## Wards Affected

None.

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## Policy Implications

Reading Ease Score:

Have you used relevant project tools?: N/A

**Please identify if this report contains any implications for the following:**

Equalities and Community Cohesiveness	N
Crime and Fear of Crime (Section 17)	N
Risk Management	N
Environmental Issues & Climate Change	N
Economic/Financial Implications	N
Human Rights Act	N
Organisational Consequences	N
Local People's Views	N
Anti-Poverty	N
Legal	Y – Failure to appoint directors could put the
company in breach of the Companies Act 2006	

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## Additional Information

The Hastings Housing Company Limited Articles of association

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## Officers to Contact

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