

To: Councillor Brock (Chair)
Councillors Page, Barnett-Ward, Emberson,
Ennis, Hoskin, Leng, McElroy, McEwan,
Mitchell, Robinson, Rowland, Terry,
Thompson and White

Direct: ☎ 0118 9372303

20 February 2023

Your contact is: **Simon Hill - Committee Services (simon.hill@reading.gov.uk)**

POLICY COMMITTEE 20 FEBRUARY 2023

Further to the agenda for the meeting of the Policy Committee on Monday, 20 February 2023 please see attached an urgent item which has been added to the agenda.

Urgent item - to be considered by the Committee Acting as Sole Member of Brighter Futures for Children Limited

In accordance with Section 100B (4) (b) of the Local Government Act 1972, the Chair has agreed that the item of business below can be considered as a matter of urgency, on the grounds that a delay in making an appointment could lead to the Brighter Futures for Children Board not having sufficient members to operate.

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This report informs the Committee, in its role as sole member of Brighter Futures for Children Limited, of a vacancy for a Council-appointed Director and seeks approval to the proposed appointment.

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READING BOROUGH COUNCIL

EXECUTIVE DIRECTOR OF RESOURCES

TO:	POLICY COMMITTEE (ACTING AS SOLE MEMBER FOR BRIGHTER FUTURES FOR CHILDREN)		
DATE:	20 FEBRUARY 2023		
TITLE:	BRIGHTER FUTURES FOR CHILDREN LIMITED - RESERVED MATTERS		
LEAD COUNCILLORS:	CLLR JASON BROCK CLLR GRAEME HOSKIN CLLR RUTH MCEWAN	PORTFOLIOS:	CORPORATE GOVERNANCE CHILDREN EDUCATION AND PUBLIC HEALTH BOROUGHWIDE
SERVICE:	N/A	WARDS:	BOROUGHWIDE
LEAD OFFICER:	MIKE GRAHAM	TEL:	
JOB TITLE:	ASSISTANT DIRECTOR OF LEGAL AND DEMOCRATIC SERVICES	E-MAIL:	michael.graham@reading.gov.uk

1. PURPOSE OF REPORT AND EXECUTIVE SUMMARY

- 1.1 To report to the Policy Committee in its capacity as the sole member of Brighter Futures for Children Ltd (BFfC) the vacancy for a Council appointed Director, and as sole member to seek the Committee's agreement to the proposed appointment.

2. RECOMMENDED ACTION

That Policy Committee in its capacity as sole member for BFfC agrees:

- 2.1 the appointment of Mike Graham, Assistant Director for Legal and Democratic Services as the interim Council Nominated Director until such time as a new permanent Executive Director of Adult Care and Health Services is in post.

3. BACKGROUND

- 3.1 In October 2018 the Council approved the formation of a separate Company for the delivery of Children's Services in Reading; Brighter Futures for Children Limited (BFfC). The Company subsequently began delivery of services in December 2018.
- 3.2 BFfC is a company limited by guarantee without share capital and its sole member is Reading Borough Council. The Company's Articles of Association set out its obligations in terms of reporting to the Council as Sole Member as well as the matters which are reserved to the Sole Member.
- 3.3 Until 3 January 2023, Seona Douglas the former Executive Director of Adult Care and Health Services was the Council Nominated Director on the Board of Brighter Futures for Children Ltd. Her tenure as BFfC Board Director ceased upon her retirement from the Council.

- 3.4 Pending the appointment of a new permanent Executive Director later in the year, the Council needs to appoint a Nominated Director on an interim basis.
- 3.5 The employment of a new Council Nominated Director is listed as a Reserved Matter in the Articles, hence this report requesting the Committee's consideration and agreement as sole member.
- 3.6 The minimum requirements for the Board are specified in the Company's Articles of Association (Article 9.2) as follows:
- The Chair
 - At least one Executive Director in addition to the DCS
 - At least one Non-Executive Director
 - The Council Nominated Director
- 3.7 If Policy Committee accepts this recommendation, it means that the Board will be comprised of the following Directors:
- The Chair (a Non-Executive Director)
 - Executive Director of Children's Services
 - Executive Director of Finance and Resources
 - The Council Nominated Director
 - Four other independent Non-Executive Directors
- 3.8 These minimum requirements were built into the Articles to ensure a balanced Board and are still seen as appropriate. Article 9.3(b) specifies that whilst there are fewer Directors than specified by Article 9.2 then the only business that the BFfC Board can transact is the appointment or replacement of Directors.

4. PROPOSALS

- 4.1 The proposal is to make an interim appointment pending the recruitment of a new permanent Executive Director. At such time as the new Executive Director assumes their role, it is anticipated that Mike Graham, as interim Council Nominated Director, will be replaced by the new Executive Director on the Board of BFfC.

5. CONTRIBUTION TO STRATEGIC AIMS

- 5.1 The Council's new Corporate Plan outlines its vision and priorities for Reading for the next three years (2022/25). The Council's vision is to help Reading realise its potential and to ensure that everyone who lives and works here can share the benefits of its success. To make this vision happen, the work of the Council is focused around three Corporate Plan themes:

- Healthy Environment
- Thriving Communities
- Inclusive Economy

- 5.2 These themes are underpinned by the TEAM Reading principles which explain the way we work at the Council:

- Team
- Efficiency
- Ambitious
- Making a difference

- 5.3 Full details of the Council's Corporate Plan and the projects which will deliver these priorities are published on the Council's website [Corporate Plan-2022-25](#).

5.4 This proposal aligns with the delivery of the BfFC Business Plan, which forms part of the Thriving Communities theme.

6. ENVIRONMENTAL AND CLIMATE IMPLICATIONS

6.1 The Council declared a Climate Emergency at its meeting on 26 February 2019 (Minute 48 refers).

6.2 There are no environmental or climate change implications arising from this report.

7. COMMUNITY ENGAGEMENT AND INFORMATION

7.1 Not applicable

8. EQUALITY IMPACT ASSESSMENT

8.1 Under the Equality Act 2010, Section 149, a public authority must, in the exercise of its functions, have due regard to the need to:

- eliminate discrimination, harassment, victimisation and any other conduct that is prohibited by or under this Act
- advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it
- foster good relations between persons who share a relevant protected characteristic and persons who do not share it.

8.2 An Equality Impact Assessment is not relevant to the requested decision.

9. LEGAL IMPLICATIONS

9.1 As stated within the report, the appointment of a Council Nominated Director is a Reserved Matter within the Company Articles, hence this report seeks the required agreement prior to formal appointment.

10. FINANCIAL IMPLICATIONS

10.1 There are none.

11. BACKGROUND PAPERS

11.1 There are none.

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