

READING BOROUGH COUNCIL

REPORT BY DIRECTOR OF ECONOMIC GROWTH AND NEIGHBOURHOOD SERVICES

TO:	POLICY COMMITTEE (ACTING AS SHAREHOLDER OF HOMES FOR READING)		
DATE:	18 NOVEMBER 2019		
TITLE:	HOMES FOR READING - AMENDMENT OF ARTICLES		
LEAD COUNCILLOR:	COUNCILLOR BROCK	PORTFOLIO:	LEADERSHIP
SERVICE:	LEGAL & DEMOCRATIC SERVICES	WARDS:	BOROUGHWIDE
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1. EXECUTIVE SUMMARY

- 1.1 This report seeks approval for amendments to HfR's Articles of Association, to reflect the new and reduced composition of the company Board.
- 1.2 The proposed Articles of Association are attached to the report at Appendix A with changes marked. The proposed changes are to reduce the quorum for a Board meeting from five to three directors, including an officer director.
- 1.3 Attached at Appendix B is the wording of the Special Resolution to be passed by the Committee and signed by the Chair for filing at Companies House.

2. RECOMMENDED ACTION

- 2.1 That a Special Resolution be passed by the Committee, acting as the sole member of Homes for Reading, in order to approve the amended Articles of Association as attached to the report at Appendix A.

3. POLICY CONTEXT

- 3.1 The Council is the shareholder of HfR. The relationship between the Council as shareholder and the Board is set out in the Shareholder Agreement and the company's Articles of Association, which were authorised by the Policy Committee on 13 March 2017 (Minute 99 refers).

4. HOMES FOR READING BOARD

- 4.1 A report to Policy Committee on 26 September 2019 set out recent changes to the HfR Board including the resignations of the Managing Director and two officer directors. In addition the two Non-Executive Directors have stood down, given that the company's reduced activity no longer requires their

expertise. The Director of Economic Growth and Neighbourhood Services was appointed to the Board on 26 September 2019.

- 4.2 In order to facilitate the holding of Board meetings with the reduced number of directors the company's Articles of Association require amendment to reduce the quorum for meetings from five directors to three, one of which must be an officer director.

5. CONTRIBUTION TO STRATEGIC AIMS

- 5.1 Homes for Reading contributes to the priority of 'Improving access to decent housing to meet local needs' as set out in the Corporate Plan 2018-21.

6. LEGAL AND FINANCIAL IMPLICATIONS

- 6.1 None for this report.

7. ENVIRONMENTAL IMPLICATIONS

- 7.1 None for this report.

8. BACKGROUND PAPERS

- 8.1 Shareholder Agreement and Articles of Association of Homes for Reading.