

## **SPECIAL COMMITTEE**

**TUESDAY, 23 FEBRUARY 2010**

**PRESENT:-** Councillors Roderick Bluh (Chair), Fionuala Foley (Vice-Chair), Brian Mattock, David Renard, Stan Pajak, Derique Montaut and Des Moffatt (Deputy).

An apology for absence was received from Councillor James Grant.

### **16. Declarations of Interest**

The Chair reminded Members of the need to declare any known interests in any matters to be considered at the meeting.

### **17. Minutes**

Resolved – That the minutes of the meeting held on 9<sup>th</sup> February 2010 be confirmed and signed as a correct record.

### **18. Public Question Time**

No public questions were asked under Standing Order 28.

### **19. Appointment of Directors to Swindon Commercial Services Ltd. (SCS)**

The Director of Law and Democratic Services reported that the Council's Cabinet on 9<sup>th</sup> December 2009 had approved the establishment of Swindon Commercial Services Limited (SCS) as an "Arms Length Company" from 1<sup>st</sup> January 2010 (Minute 75 of the Cabinet refers). The Council, as shareholder, was required to appoint the Chair and directors of the company, including one Councillor representative to serve on the new company's Board, together with such number of officer representatives as should be agreed with the new company. He circulated at the meeting details of those individuals that it was proposed should serve as executive and non-executive directors on the Board of the company.

Councillor Derique Montaut referred to the remuneration to be paid to non-executive directors. The Director of Law and Democratic Services explained that a decision on the remuneration of directors would be a subject for the new company and that a Remuneration Committee had been established as part of the new company's governance arrangements. Mr. Bill Fisher, Managing Director of Swindon Commercial Services, commented on the role and structure of the Remuneration Committee and advised that no decision had yet been made on this issue. He explained that benchmarking would be undertaken on remuneration levels within other local authority "arms length" companies, and other public sector bodies with non-executive directors. He reminded the Committee that the Council, as shareholder of the company, and retained the ability to remove directors at any time if necessary.

Resolved – (1) That, on behalf of the Council, Mr. Bill Fisher (Managing Director), Mr. Mike Fitzgerald (Finance Director), Mr. Andrew Sims (Business Development Director), and Mr. Frederick Psyk (Commercial Director) be appointed as Executive Directors, and Mr. Neil Holt, Mr. Peter Heath and Councillor Garry

Perkins be appointed as Non Executive Directors of Swindon Commercial Services Limited (SCS).

(2) That it be noted that, at this stage, no appointment will be made of a Council officer representative to serve on the Board of Swindon Commercial Services Limited (SCS), but that the relevant Council Directors attend meetings of the Board to support Councillor Garry Perkins, the Councillor representative on the Board.

(3) That Mr. Neil Holt be appointed as Chair of the Board of Swindon Commercial Services Limited (SCS).

## **20. Appointment to Committees and Other Council Bodies - Standards Committee**

The Director of Law and Democratic Services reported that the Council's Standards Committee had on 8<sup>th</sup> February 2010 recommended to the Council that the membership of the Standards Committee be increased to include an additional parish council representative, increasing parish council representation from two to three representatives, in line with Standards for England recommended best practice. If approved, the Swindon Area Committee of the Wiltshire Association of Local Councils would be requested to nominate a representative to serve on the Standards Committee from May 2010.

Resolved – That, on behalf of the Council, approval be given to the membership of the Standards Committee being increased from the Annual Council meeting on 21<sup>st</sup> May 2010 to include an additional parish council representative (from two to three representatives), and the Swindon Area Committee of the Wiltshire Association of Local Councils be asked to nominate a representative to serve on the Committee.