



## PUBLIC EXCLUDED

Report PE 05.255  
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Committee Policy, Finance and Strategy  
Author Ian Buchanan Chairperson

### Appointment of External Directors - WRC Holdings Limited

#### 1. Purpose

To approve appointments of two external Directors of WRC Holdings Limited, to take effect from 1 May 2005.

#### 2. Public Excluded

Grounds for exclusion of the public under section 48(1) of the Local Government Information and Meetings Act are:

*That the public conduct of the whole or relevant part of the proceedings of the meeting would be likely to result in the disclosure of information for which good reason for withholding exists (i.e. to protect the privacy of natural persons).*

#### 3. Significance of decision

The matters in this report do not trigger the significance policy of the Council or otherwise trigger section 76(3)(b) of the Local Government Act 2002

#### 4. Background

Council on 30 June 2003 adopted a policy on the appointment and remuneration of directors. This policy provided for three councillors, comprising of the Council Chairperson, Deputy Chairperson, one other councillor, and two external directors. This policy was amended on 29 November 2004 to allow for four Councillors and two external Directors to be appointed.

The Council appointed the Council Chairperson, Deputy Chairperson and Councillors Shields and Long as Directors of WRC Holdings Limited, Port Investments Limited and Pringle House Limited effective from 1 January 2005.

## 5. Appointment of external Directors

The term of the current external Directors ended on 30 April 2005. The process for appointment of two new Directors commenced in the new year. The process for appointment was as outlined in the policy on appointment and remuneration of directors or council organisations. We used the Institute of Directors to select candidates. The Screening Group was the Council Chairperson and the Chief Financial Officer.

The candidates were:

Anne Blackburn  
Peter Blades  
Michael Gross  
Stuart Macaskill

The Screening Group's recommendations are made after full consideration of the key attributes sought. The Screening Group's recommendations for the appointments are Mrs Anne Blackburn and Mr Peter Blades.

Mrs Blackburn has been a Director of WRC Holdings Limited, Port Investments Limited and Pringle House Limited since 1 May 2002. She has proved to be a very competent Director who brings particular skills in the areas of governance and finance.

Mr Peter Blades will not be known to most Councillors, his curriculum vitae is attached (**attachment 1**).

In terms of particular skills each Director would bring, both are considered to offer the necessary strategic view and good understanding of Statement of Corporate Intent/Accountability processes. Between them the new Directors also offer a balance of sound commercial, property and financial expertise.

The Screening Group is also of the view that terms of the appointment should be for three years (as with Councillors)

Because these appointments are made under the Companies Act 1993, there is a formal process of appointment by way of special resolutions. These will be as follows:

- a) As a sole shareholder in the WRC Holdings Limited, the Council is required to resolve by way of special resolution that:
  - Mrs Anne Blackburn; and
  - Mr Peter Blades

be appointed as Directors of WRC Holdings Limited with effect from 1 May 2005.

- b) It should be noted also, that WRC Holdings Limited, as the sole shareholder of Pringle House Limited and Port Investments Limited will also need to pass special resolutions appointing the same persons

as Directors of Pringle House limited and Port Investments Limited with effect from 1 May 2005. A meeting of the Board of WRC Holdings Limited will be convened on 14 June 2005 to pass these resolutions.

## **6. Communications**

Once the decisions are made and all candidates notified of the outcome, a press release will be issued announcing the appointments.

## **7. Recommendations**

*That the Council:*

- a) As the sole shareholder of WRC Holdings Limited, resolve as a special resolution that Anne Blackburn and Peter Blades be appointed as Directors of WRC Holdings Limited with effect from 1 May 2005.*
- b) Agree that the appointments be for terms of three years from 1 May 2005.*
- c) Note that WRC Holdings Limited, as sole shareholder of Pringle House Limited and Port Investments Limited, will need to resolve as a special resolution that Anne Blackburn and Peter Blades and be appointed as Directors of Pringle House Limited and Port Investments Limited with effect from 1 May 2005 for the same terms as in b).*

IAN BUCHANAN  
Chairperson

**Attachment: 1. Mr Blades' curriculum vitae**