

Meeting	Shareholder Committee
Date	19 December 2023
Present	Councillors Lomas (Chair) and Douglas
Apologies	Councillor Ayre (Leader of the Lib Dem Group)
In Attendance	Councillor Widdowson (Substitute for Cllr Ayre) Dan Moynihan, Senior Solicitor, Contract and Commercial (CYC) Karen Bull, Managing Director (City of York Trading Ltd) Helen Whiting, Head of Human Resources & Organisational Development (CYC)

19. Declarations of Interest (4:30 pm)

Members were asked to declare at this point in the meeting any disclosable pecuniary interests or other registerable interests they might have in respect of business on the agenda, if they had not already done so in advance on the Register of Interests. None were declared.

20. Exclusion of Press and Public (4:30 pm)

Resolved: That the press and public be excluded from the meeting during any discussion arising on the following documents:

- Agenda item 4: Annex A on the grounds that it contains information relating to any individual and information likely to reveal the identity of an individual (This information is classed as exempt under Paragraphs 1 and 2 of Schedule 12A to Section 100A of the Local Government Act 1972, as amended by the Local Government (Access to information) (Variation) Order 2006).
- Agenda item 4: Annex B on the grounds that it contains information relating to the financial or business affairs of any particular person (including the authority holding that information) and information relating to any consultations or negotiations, or contemplated consultations or negotiations, in

connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders under, the authority. (This information is classed as exempt under Paragraphs 3 and 4 of Schedule 12A to Section 100A of the Local Government Act 1972, as amended by the Local Government (Access to information) (Variation) Order 2006).

21. Public Participation (4:30 pm)

It was reported that there had been no registrations to speak at the meeting under the Council's Public Participation Scheme.

22. City of York Trading Limited Update (4:31 pm)

The Managing Director of City of York Trading Ltd (CYT) gave an overview of the reasons the meeting had been requested. This was firstly to approve the appointment of two new Independent Non-Executive Directors, following a recruitment process after the resignation of a previous Independent Non-Executive Director in September. She noted that the Shareholders Agreement permitted the appointment of two Non-Executive Directors. The second reason was to approve in principle the acquisition of the assets of a third-party company. It was part of CYT's business plan to consider the acquisition of appropriate businesses which could add to its portfolio, particularly in the commercial sector, and productive discussions had taken place with the present owner. The third reason was for the Shareholder to nominate a Chair of the Board of Directors of the Company as required by the Shareholders Agreement.

[The meeting then went into private session at 4:34 pm].

Resolved:

- i. To approve the appointment to the Company of two new Independent Non-Executive Directors whose CVs are contained within Exempt Annex A, and delegate authority to the Board of Directors of the Company and the Company Secretary to pass any necessary Board resolutions, make all necessary filings with the Registrar of Companies and all necessary updates to the statutory registers, letterhead, website, etc. of the Company in relation to said appointments.

Reason: To ensure CYT has an appropriate number of Non-Executive Directors on its Board as required by the CYT Shareholders Agreement.

- ii. To approve in principle the acquisition of the identified assets of Company W by CYT in accordance with proposals in this report at Exempt Annex B, and delegate authority to the Board of Directors of CYT to take any necessary steps to negotiate the terms and conditions of and conclude the acquisition of Company W in line with the contents of and proposals set out within the report and the annexes hereto.

Reason: To enable further growth of CYT's non-Council recruitment business in line with the Company's business plan.

- iii. To inform the Board of Directors of CYT that the Shareholder wishes Councillor Cuthbertson to be appointed as permanent Chair of the Board of Directors of the Company as required by the Shareholders Agreement, and delegate authority to the Board of Directors of the Company and the Company Secretary to pass any necessary Board resolutions and make all necessary updates to the statutory registers, letterhead, website, etc. of the Company in relation to said appointment.

Reason: To ensure the CYT Board has a Chair nominated by the Shareholder as required by the Shareholders Agreement.

Councillor K. Lomas, Chair

[The meeting started at 4.30 pm and finished at 4.59 pm].

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