



Border to Coast Joint Committee

Date of Meeting: 21st March 2023

Report Title: Shareholder Nominated Non-Executive Director Appointments

Report Author: George Graham (Director – SYPA)

1.0 Executive Summary:

1.1 This report proposes arrangements to extend the term of office of one shareholder nominated Non-Executive Director in order to bring terms of office into line with the agreed three year term and ensure that the terms of the two directors do not end at the same time.

2.0 Recommendation:

2.1 It is recommended that the term of office as a Non-Executive Director of Border to Coast of Cllr John Holtby be extended until September 2024.

3.0 Election Results

3.1 The Joint Committee have previously agreed that:

- Shareholder Nominated Non-Executive Directors should serve for up to two three-year terms

- The terms of office of the two Non-Executive Directors should be arranged so that they do not come to an end at the same time

3.2 These arrangements were made to provide the opportunity for Non-Executive Directors to gain sufficient knowledge and experience and also to provide the company's board with some consistency in membership.

3.3 Following the election of Cllr David Coupe as the most recent Non-Executive Director for a three-year term which ends in September 2025 it is now necessary to consider the other non-Executive role currently held by Cllr John Holtby whose term unless extended will end in September 2023 after two years.

3.4 The Company's Board are concerned to achieve some stability and a regular pattern of appointments for the Shareholder Nominated Non-Executives who play an important role in ensuring the company remains connected to its public sector roots.

3.5 Cllr Holtby will by September 2023 have completed two terms of two years and would be due to stand down and under the rules when he was elected would not be eligible for a further term without a break between terms. The current rules allow 2 consecutive terms of three years. Given the important role that Cllr Holtby plays within the Board and the need to achieve Board stability, the Board would like to explore with Partner

Funds a transitional arrangement to achieve a position where the terms of the two Non-Executives do not end together. The means to achieve this would be to extend Cllr Holtby's current term be extended until Sept 2024 at which point, he will have served for 5 years which is still less than the permitted maximum. Cllr Holtby has indicated his willingness to continue if requested. From the point of view of the Joint Committee this would involve a decision not to nominate a new shareholder non-Executive during the coming municipal year.

4.0 Recommendation

- 4.1 It is recommended that the Joint Committee agree not to recommend a new shareholder non-Executive Director to the Company until the 2024/25 Municipal Year allowing the Board to extend the term of office of Cllr John Holtby until September 2024 for the reasons given in the body of this report.

Report Author:

George Graham – Director - South Yorkshire Pensions Authority.

ggraham@sypa.org.uk

01226 666439
