



City of Westminster

Shareholder Committee

Meeting or Decision Maker:	Shareholder Committee
Date:	27 November 2023
Classification:	General Release
Title:	Appointment of Board Members
Wards Affected:	All
Company Affected:	Westminster Community Homes
Fairer Westminster/Policy Context:	Good governance of council-owned companies
Key Decision:	No
Report of:	Neil Tryner Chief Executive Officer

1. Executive Summary

- 1.1 In August 2022 WCH engaged Campbell Tickell to undertake an independent skills audit of the existing Board and to recommend areas of skills that could be strengthened. This is particularly pertinent in the context of 2 existing board member, James Green, Director of Regeneration at WCC and Olivia Harris, Chief Executive at Dolphin Living stepping down having served the maximum of 6 years in line with the Regulators expectations and Code of Governance for providers. Tom Harding, Head of Responsible Economy at WCC will remain as a Board member.
- 1.2 The conclusion of this assessment was that WCH needs to take into consideration, in any succession planning, what diversity, competencies and behaviours are needed to complement these skills and to avoid any sense of groupthink and complacency. It also should consider what key skills will be leaving the Board when members retire and decide whether these need to be replaced, and if so, at what level of expertise.
- 1.4 Once in place, the Skills and Succession Plan will be reviewed at least annually to provide assurance to the Board, and onwards to the shareholder as required, that a strong skill set remains in place and future skills requirements are being met. Skills that need be strengthened on the Board from the skills assessment results and comments by WCH Board members, it was concluded that the high priority areas that need strengthening are and recognising that no person will only bring one skill to the table.
 - a) Overall senior housing association experience with strong skills and competency around housing management including strategic asset management and repairs and maintenance.
 - b) Experience and skill in knowledge of health and safety regulation and health and safety compliance.
 - c) Social housing/charity governance.
 - d) Housing Finance to replace the current Board member reaching the end of her term.
 - e) Chair experience to replace the current Chair reaching the end if his term.
 - f) A skill set for the Board from someone who has a good understanding of social housing tenants including local communities and customer service. This may or may not be a resident from WCH or another housing association.
- 1.5 WCH have undertaken a recruitment exercise, with a search taking place in July 2023, with longlisting interviews taking place in August 2023 and final interviews in September 2023.

- 1.6 At the Shareholder committee meeting on the 24th July, the search criteria listed was approved, above and it is on this basis that this report presents to the committee the preferred candidates for approval and appointment.
- 1.7 Oversight and control of the activity of WCH by WCC will be delivered through the Shareholder Committee, the appointment of two Shareholders and also by the nomination of an Elected Member or additional Council Officers if WCC were minded.
- 1.8 The preferred candidates and a summary of each is detailed at Appendix 1.

2. Recommendations

- 2.1 The Shareholder Committee holds delegated authority to act on behalf of the Council for a number of decisions, including the nominations of Board members to be appointed to the Board of a subsidiary in accordance with its terms of reference, paragraph 3.4.1.
- 2.2 The new appointees will become a regular Board member.
- 2.3 It is recommended that:
 - **Mark Davies** is appointed as Chair of the Board of Westminster Community Homes, subject to the provisions of the community benefit society under the Co-operative and Community Benefit Societies Act 2014 registered with the Financial Conduct Authority (registered with number 30604R) and whose registered office is at City Hall, 64 Victoria Street, London SW1E 6QP
 - **Boe Williams** is appointed as a Board Member of Westminster Community Homes subject to the provisions of the community benefit society under the Co-operative and Community Benefit Societies Act 2014 registered with the Financial Conduct Authority (registered with number 30604R) and whose registered office is at City Hall, 64 Victoria Street, London SW1E 6QP
 - **Victoria Elvidge** is appointed as a Board Member of Westminster Community Homes subject to the provisions of the community benefit society under the Co-operative and Community Benefit Societies Act 2014 registered with the Financial Conduct Authority (registered with number 30604R) and whose registered office is at City Hall, 64 Victoria Street, London SW1E 6QP
 - **Gary Preston** is appointed as a Board Member of Westminster Community Homes subject to the provisions of the community benefit society under the Co-operative and Community Benefit Societies Act 2014 registered with the Financial Conduct Authority (registered with number 30604R) and whose registered office is at City Hall, 64 Victoria Street, London SW1E 6QP

- **Andy Whitley** is appointed as a Board Member of Westminster Community Homes subject to the provisions of the community benefit society under the Co-operative and Community Benefit Societies Act 2014 registered with the Financial Conduct Authority (registered with number 30604R) and whose registered office is at City Hall, 64 Victoria Street, London SW1E 6QP
- The secretary of the Company is instructed to make the necessary entries in the statutory books of the Company and to make the necessary filings at Companies House.

3. Reasons for Decision

- 3.1 The nominee's knowledge and experience ensure that WCH Board is appropriately resourced to ensure the requirements of the Regulator of Social Housing are met and are able to set strategic direction of the company and provide oversight and scrutiny of the operational activity.

4. Financial Implications

- 4.1 WCH will remunerate Board members to the value of £6k per year for the Chair and £2,500 per year for Board members. This expenditure will be met from the existing budgets within WCH. Board members will attend four meetings a year in addition to two Strategy away days and ongoing involvement and support to the CEX throughout the year.

5. Legal Implications

- 5.1 The authority for the Shareholder Committee to make appointments to the boards of the council's wholly owned companies was delegated by decision of Cabinet on 12 July 2021. The Council has power to appoint all members of the WCH board under rule D3 of the rules of the society.

6. Carbon Impact

- 6.1 There are no direct carbon implications from the appointment of an existing council employee to the Board of Westminster Community Homes.

7. Equalities implications

- 7.1 The roles were advertised via the Campbell Tickell's weekly bulletin that reaches out to over 6,500 professionals across housing and the charity sector.
- 7.2 The roles were also advertised via LinkedIn and a range of NED media options.
- 7.3 In terms of diversity, there was a mix of gender, age, ethnicity, sexuality at application stage. To ensure all candidates were evaluated on skills all diversity aspects were removed for the selection panel.

If you have any queries about this Report or wish to inspect any of the Background Papers, please contact:

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APPENDICES

Appendix 1 – Summary of recommended appointees' experience

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Mark Davies - Chair

- Mark offers non-executive experience in the social housing sector over 10 years and 20 years executive experience in the private and consultancy sectors where he has worked with Registered Providers, local authorities, and infrastructure investors and managers. He spent 10 years with Platform Housing Group / Fortis Living (2009-19), his tenure began as Board Member with Worcester Community Housing which merged with Festival Housing to form Fortis Living (2014) where they managed 14,000 homes. In 2016 he became Vice Chair of Fortis Living Group Board and also chaired the Audit and Risk committee, in 2017 Fortis Living and Waterloo Housing Group began discussions about a merger and he began working as a group of 8 executives and non-executives to discuss the merger and subsequently became a member of the Shadow Board. Following the merger he was appointed to the Board of Platform Housing Group and was Vice Chair of the Audit & Risk Committee.
- Mark is a founding Director of Integer Advisory and has over 12 years' experience of advising housing associations and other organisations on housing, care and the wider public sector. They have supported HA on governance effectiveness including preparations for IDA, regeneration and new build development schemes, establishment of a development partnership, development of close strategic partnerships with LA's, on growth strategies, regeneration schemes, development and on management of supported housing and extra care portfolios.
- Prior to this he was a Partner with PKF UK LLP (2008-13) joining the housing and infrastructure consultancy as a Director and then becoming a Partner; in addition to the advisory work undertaken with a range of Registered Providers he advised the Homes and Communities Agency on both the 'Kickstart' development initiative and on a review of gap-funded stock transfer associations. Mark holds a BA (Hons) Economics.

Boe Williams – Board member

- Boe is a chartered surveyor and experienced housing professional with 30 years' experience gained in social housing, construction and regeneration. She has executive experience, including directing construction programmes, planning and implementing large scale transformation programmes and overseeing a range of resident focused services. Boe also has 12 years' experience gained across RP's and ALMO's as Chair, Vice Chair, Board Member and Committee Chair. She is currently Board Member and Operations Committee Member with Arhag HA (since Oct' 17, 1,500 units) and was previously Chair of their Audit & Risk Committee. Her executive career began in housing services and business development with Paddington

Churches HA and later, when merged with Genesis she became Group Head of Continuous Improvement (1998 – 2008). She is currently Management Consultant/ Head of the Building Safety Fund with Homes England (since Aug'20) where she is responsible for overseeing the National Fund to remediate unsafe cladding on buildings over £18m.

- Boe has undertaken a number of senior consultancy and interim roles in local government and the RP sector since 2008, including Assistant Director of Corporate Property and Construction with LB Hillingdon (2011-13), Management Consultancy with Orbit Group (2014-16), LB Haringey (2015-16), LB Hackney (2016-17), LB of Barking and Dagenham (2017-18), and Interim Head of Asset Management with RB Kensington and Chelsea (2018-20).
- Boe holds a BSc (Hons) in Economics, an MSc in Information Systems, an MBA and is a Full Member of the Royal Institute of Chartered Surveyors. Boe's previous non-executive positions have included Chair and Vice Chair of Hounslow Homes, Board Member of United Resident's HA, and Board Member with Kensington Housing Trust.

Victoria Elvidge - Board member

- Victoria is a qualified solicitor with over 10 years' as a commercial and property lawyer in the City, at the same time she worked with Citizens Advice Bureau advising on a wide range of issues including housing debt and the benefits system. She has been a chairing magistrate since 1999. For 10 years she was the Legal Chair of the Leasehold Valuation Tribunal (1996-2000) – a first tier tribunal for leasehold property issues, this required her to assimilate large tranches of evidence, both written and oral and, as Chair, to ensure that all parties, particularly those for whom it was unfamiliar.
- Victoria is also an experienced non-executive and committee chair and is currently a Member of the Board and Chair of the Audit & Risk and Remuneration Committees of LEASE (since 2017). She has previously served as a Board Member and Vice Chair of Sanctuary HA (2005-11) and Chair of the Social Sector (Building Safety) Engagement Best Practice Group (2019-22) put in place by DLHUC following Grenfell. Victoria brings significant board and committee experience both at national level in Government and with a large and complex registered provider, along with experience in property law.

Gary Preston – Board member

- Gary is an experienced financial controller with over 25 years post qualification experience across a range of sectors including 12 years at FTSE 250/AIM real estate companies. He has held his current executive role with Dolphin Living since March this year where he provides strategic financial leadership to the Group, reports to the Chief Executive, Board and subcommittees on all financial matters and leads on financial risk management. He was previously Group Financial Controller, on contract - Maternity leave for nearly 2 ½ years with a property investment company. He was worked at a senior level in a range of property and private organisations. He began his career as an auditor with Deloitte and Touche and has also been Interim MD for a family business based in South Africa.

Andy Whitley – Board member

- Andrew is an FCMA qualified accountant who specialises in business intelligence, analysis and forensic review gaining his experience over 40 years in public, private and third sector organisations. Since 2002 Andrew has been a freelance contractor providing finance, governance and specialist project management services. Since 2021, he has been working with Richmond Fellowship, a provider of specialist mental health care, support and housing services for statutory authorities, as Governance Manager and Company Secretary.
- He is responsible for ensuring that the management team and Board govern in accordance with good practice and compliant with legal and regulatory requirements, and the adopted Codes of Governance and Conduct. Since 2007 he has led on merger-related activity, including writing business cases, revised Articles, and Parent-Subsidiary Framework Agreements, Regulator liaison, due diligence and integration planning in pursuit of the mergers. He has also held positions with them as Senior Accountant and Interim Finance Director. Prior to this he was with Diageo plc for 11 years as a contractor/interim and 10 years with London Transport as a Group Accountant, in his last year with them he was seconded to BZW corporate team to deliver the sales of the 13 London Bus delivery subsidiaries.
- As a non-executive he has held positions including various non-executive appointments across London Buses Group, Vice Chair of Threshold Key Homes and Threshold Housing and Support before the merger to L&Q (1994-2007), Chair, Vice Chair and Chair of Audit Committee with City West Homes (2002-11), and Chair of Premises Committee with Westminster Primary Care Trust and Governor to the UCLH group of hospitals (2022-11).
- Most recently Andrew was a member of the Housing Commission set up by Westminster City Council in May 2022, a small group of independent people with close knowledge of the housing challenges in Westminster.