

**MINUTES OF THE SHAREHOLDER SUB COMMITTEE
HELD ON**

29 April 2025

7.00 - 8.40 pm

PRESENT

Sub Committee Members

Councillor Dan Swords (Chair)
Councillor David Carter (Vice-Chair)
Councillor Tony Edwards
Councillor James Leppard
Councillor Kay Morrison
Councillor Nicky Purse
Councillor Lanie Shears

Officers

James Gardner, Managing Director
David Pace, Interim Business Change Director - HTS
Adam Rees, Senior Governance Support Officer
Alan Townshend, Executive Director

46. **APOLOGIES FOR ABSENCE**

None.

47. **DECLARATIONS OF INTEREST**

None.

48. **MINUTES**

RESOLVED that the minutes of the meeting held on 29 January 2025 are agreed as a correct record and signed by the Leader.

49. **MATTERS ARISING**

None.

50. **SHAREHOLDER REPORT**

The Sub Committee received the latest Shareholder Report.

RESOLVED that the Sub Committee noted the performance HTS in quarter 4 of 2024/25.

51. **HTS GROUP - BUSINESS PLAN UPDATE**

The Sub Committee a business plan update report from HTS Group.

It was agreed that the updated target completion dates would be circulated to the Sub Committee.

RESOLVED that the Sub Committee noted the report.

52. **HTS GROUP - QUARTERLY BUSINESS REPORT**

The Sub Committee received a quarterly business report from HTS Group.

RESOLVED that the Sub Committee noted the report.

53. **HTS GROUP GOVERNANCE ARRANGEMENTS - UPDATED ARTICLES OF ASSOCIATION**

The Sub Committee received a report on updated Articles of Association for HTS Group, which sought approval for the revised Articles of Association and the appointment of Directors to the HTS Board.

RESOLVED that the Sub Committee:

- A** Approved the proposed Articles of Association for both HTS Group Limited and HTS P&E Company (attached as appendices A and B to the report)
- B** Approved the special resolutions (attached as appendices C and D to the report) for the adoption of the new Articles and authorised an appointed representative of the Shareholder to sign the special resolutions on the Shareholder's behalf.
- C** Approved the appointment of Giles Clarke and Julie Ellis, Council Executive Directors to the HTS Group Board with effect from 1 May 2025.
- D** Approved the re-appointment of Mark Everard as Independent Director to the HTS Board with effect from 1 May 2025.
- E** Noted that due to the changes to the Articles of Association for HTS Group and HTS P&E, the Governance Agreement and Delegations Matrix require consideration and subsequent revisions. These will be contemplated and brought forward for approval at a future meeting, to reflect the updated governance arrangements.
- F** Noted that upon approval and signature of the special resolutions, the new Articles of Association will be filed with Companies House in accordance with statutory requirements.

54. **HTS GROUP - STATUTORY ACCOUNTS 2023/24**

The Sub Committee received the statutory accounts for 2023/24.

RESOLVED that the Sub Committee noted the HTS Group Ltd Audited Statutory Accounts attached as Appendix A to the report.

55. **DATE OF NEXT MEETING**

The Leader noted that the dates would be included in the meeting schedule considered by Annual Council on 15 May 2025.

56. **MATTERS OF URGENT BUSINESS**

None.

57. **EXCLUSION OF THE PRESS**

RESOLVED that the following item be taken in private session on the grounds that it is likely to involve the disclosure of exempt information as specified under Paragraph 3 of Part One of Schedule 12A of the Local Government Act 1972, if and so long as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

Paragraph 3 - Information relating to the financial or business affairs of any particular person (including the authority holding that information).

58. **PARTNERING ADVISOR - PHASE 1 REPORT**

The Sub Committee received a report on the phase 1 work carried out by 4i Solutions on HTS' financial and operational performance.

RESOLVED that the Sub Committee:

A Reviewed and noted the 4i Solutions analysis.

B Noted the second phase of this project, aimed at introducing new contractual terms, performance indicators and payment mechanisms now commences with further recommendations being considered by this Committee in June 2025.

59. **HTS 2024/25 YEAR-END FORECAST**

The Sub Committee received a report on HTS' 2024/25 year-end financial forecast.

RESOLVED that the Sub Committee noted the report.

CHAIR OF THE SUB COMMITTEE