

WIRRAL COUNCIL

CABINET – 4 SEPTEMBER 2008

REPORT OF THE DEPUTY CHIEF EXECUTIVE/DIRECTOR OF CORPORATE SERVICES

WIRRAL PARTNERSHIP HOMES – PROPOSED AMENDMENTS TO CONSTITUTION

1.0 EXECUTIVE SUMMARY

1.1 The purpose of this report is to advise Cabinet of proposals put forward by Wirral Partnership Homes to amend its constitution and to seeks Cabinet's endorsement of those changes.

2.0 BACKGROUND

2.1 In February 2005 the Council transferred its housing stock to two newly created not for profit Registered Social Landlords; Wirral Partnership Homes ("WPH") and Beechwood and Ballantyne Community Housing Association (BBCHA).

2.2 WPH is a company limited by guarantee. When it was created its constitution made up of Memorandum and Articles of Association were endorsed by the Council and the Housing Corporation amongst others. The Constitution of Wirral Partnership Homes can only be amended by a special resolution at a General Meeting of the Company. This requires that 75% of the membership vote in favour. The Council as a member of Wirral Partnership Homes holds one third of the votes. This effectively means that the constitution cannot be amended unless the Council votes in favour of doing so.

2.3 The Council is represented at General Meetings of WPH by the Head of Legal and Member Services (currently the Acting Monitoring officer and Proper Officer) or his nominee. The membership of WPH is separate from the Council's right to nominate five Board Members of WPH.

2.4 WPH is now over three years in to its operations and has carried out a review of its constitution in the light of its experience over that period. A number of amendments have already been made. These were the subject of a report to Cabinet on 14 December 2006, (minute 202 refers). In the light of further issues which have subsequently arisen WPH wishes to amend its constitution. Copies of two letters from WPH explaining the proposed change and the reasons for it are attached as Appendices 1 and 2 to this report.

3.0 PROPOSED AMENDMENT

3.1 The Board of WPH consists of 15 Directors. Five tenant Board members elected by the tenants, five independent Board members selected by WPH through an open competitive process and five Board members appointed by the Council. WPH's rules currently require at least six Directors to be present at a Board Meeting in order for it to be quorate. This must consist of at least two from each of the categories of Board Member (independent, tenant and Council nominated). This has caused some difficulties in the past in that some meetings have not been quorate.

3.2 As a result WPH proposed that the quorum consist of any 6 Board members. This would mean that at least two of the constituent groups on the Board would need to be represented. As well as approval by the membership any amendments to WPH's constitution must also be approved by the Housing Corporation. WPH has indicated that the Housing Corporation were unwilling to agree to its initial proposal. However, it would consent to an amendment that the quorum be six Board members provided that at least two are independent members. Therefore, this is the proposal that WPH will be putting to its members at its AGM on 30 September 2008

4.0 FINANCIAL & STAFFING IMPLICATIONS

4.1 There are none arising from this report.

5.0 EQUAL OPPORTUNITIES IMPLICATIONS

5.1 There are none arising from this report.

6.0 LOCAL AGENDA 21 IMPLICATIONS

6.1 There are none arising from this report.

7.0 LOCAL MEMBER SUPPORT IMPLICATIONS

7.1 The contents of this report apply to all wards.

8.0 HUMAN RIGHTS IMPLICATIONS

8.1 There are none arising from this report.

9.0 COMMUNITY SAFETY IMPLICATIONS

9.1 There are none arising from this report.

10.0 PLANNING IMPLICATIONS

10.1 There are none arising from this report.

11.0 BACKGROUND PAPERS

11.1 Wirral Partnership Homes constitution.

12.0 RECOMMENDATION

That the Council member vote in favour of the amendments to the Articles of Association of Wirral Partnership Homes Limited.

Jim Wilkie
Deputy Chief Executive/Director of Corporate Services

This report was prepared by Simon Goacher who can be contacted on 691 8600.