

OFFICER DECISION FORM

DECISION TO BE TAKEN BY: HEAD OF LEGAL SERVICES

KEY DECISION NO

DIRECTORATE: LAW AND GOVERNANCE

WARDS AFFECTED: All

SUBJECT: APPOINTMENT OF ADDITIONAL NON-EXECUTIVE DIRECTORS TO THE BOARD OF WIRRAL EVOLUTIONS LIMITED

1.0 DECISION:

The Head of Legal Services has agreed:

- (1) that the following council officers shall be appointed as Directors of Wirral Evolutions Limited with immediate effect and that notification of the appointments is made to the Registrar of Companies as soon as reasonably practicable:
 - Shaer Halewood, Director of Resources;
 - Graham Robert Hodgkinson, Director of Adults, Health and Strategic Commissioning; and
 - Robert Jason Oxley, Assistant Director (Care & Health Commissioning);
- (2) and to effect suitable Directors' and Officers' Liability Insurance in the event that the policy currently offered by the Company lapses or fails for any reason.

2.0 REASONS FOR THE DECISION

- 2.1 On 3 March 2022 Adult Social Care and Public Health Committee resolved that 'the transition of services currently delivered by Wirral Evolutions Limited to an in-house model of delivery by the Council be approved starting as soon as reasonably practicable with the intention that those services will be fully transferred back within six months of the 1 April 2022'. This decision was noted and endorsed by Shareholder Board on 25 March 2022.
- 2.2 The recommendations within this report (if approved) will facilitate the transfer of the Wirral Evolution's Limited's (the Company's) undertaking and ensure continuity to service users. The appointment of additional directors is important to enable necessary actions to effectively transfer the undertaking of the Company to the Council by 1 November 2022 including:
 - contract and lease terminations;
 - the transfer to the Council of all relevant supply and service contracts entered into by the Company;

- the transfer of all Company Employees to the Council in accordance with the Transfer or Undertakings (Protection of Employment) Regulations 2006; and
- that the transfer of software licences and all other intellectual properties (including the trading style 'Wirral Evolutions') are effectively discharged within the projected timescale of six months from 1 April 2022.

2.3 The Board of the Company currently comprises three directors. The Managing Director who is an employee of the Company is the only executive director. The remaining two directors are not employees of the Company and serve in a non-executive capacity.

2.4 The appointment of further non-executive directors with relevant experience and skill sets will provide appropriate strategic direction to the Company and support transition activities.

3.0 STATEMENT OF COMPLIANCE

3.1 The recommendations are made further to legal advice from the Monitoring Officer and the Section 151 Officer has confirmed that they do not incur unlawful expenditure. They are also compliant with equality legislation and an equality analysis and impact assessment has been completed. The recommendations reflect the core principles of good governance set out in the Council's Code of Corporate Governance.

4.0 DECLARATION OF INTEREST

4.1 Not applicable.

Signed:

Officer: Vicki Shaw

Title: Head of Legal Services

Date: 6.10.22

A list of background papers on this issue is held with:

Contact Officer: Steven Krempel

Date: 5.10.22

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