



Report of: Executive Member for Finance, Performance and Community Safety

Meeting of:	Date	Wards
Executive	19 July 2018	N/A

Delete as appropriate	Exempt	Non-exempt
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SUBJECT: APPOINTMENT OF NON-EXECUTIVE DIRECTOR TO ISLINGTON LTD (iCo)

1 Synopsis

- 1.1 Islington Ltd (trading as iCo) is the Council's commercial trading company, which has been established to generate income for the Council to help protect essential services. iCo is governed by a Board of Directors, which currently includes two Executive Members, one Corporate Director, and two service directors.
- 1.2 It is proposed to appoint a non-executive director to the iCo Board. Following an open interview process, it is recommended that Rizk Saade is appointed as a Non-Executive Director on the iCo Board with immediate effect.

2 Recommendations

- 2.1 To agree the appointment of Rizk Saade as a Non-Executive Director on the iCo Board, subject to the receipt of satisfactory references.
- 2.2 That, subject to the receipt of satisfactory references, the appended Shareholder Resolution be signed by the Leader of the Council.

3 Background

3.1 iCo is governed by a Board of Directors, as follows:

- Councillor Andy Hull, Executive Member for Finance, Performance and Community Safety;
- Councillor Claudia Webbe, Executive Member for Environment and Transport
- Kevin O’Leary, Corporate Director of Environment and Regeneration
- Bram Kainth, Director of Public Realm
- Steve Key, Director Service Finance

It is proposed to appoint a non-executive director to the iCo Board. The non-executive director will help to support and develop the Board through their commercial experience and entrepreneurial skills, and will provide impartial challenge on strategy and performance matters.

3.2 An open interview process was held from May – July 2018, managed by the recruitment agency Morgan Hunt in consultation with the Council’s Director of Human Resources. There were 25 formal applications to the role, and five candidates were interviewed by a recruitment panel comprised of Councillor Hull, Councillor Webbe and Kevin O’Leary on 10 July 2018.

3.3 Following the interview process, it is recommended to appoint Rizk Saade as a non-executive director, subject to the receipt of satisfactory references. Mr Saade has experience in investments, management consulting and entrepreneurship. Mr Saade also co-founded and invested in a technology business and a consumer goods business, and is a Trustee of The Philological Foundation, an educational charity in the City of Westminster and Camden.

3.4 iCo Directors do not receive any additional remuneration for their work. Accordingly, the Non-Executive Director will be appointed on a pro-bono, expenses-only basis.

3.5 The Council is the sole shareholder of the company. The Company’s Articles of Association state that Islington Council may appoint any person to be a director, which shall be effected by notice in writing to the Company and shall take effect immediately.

4 Implications

4.1 Financial Implications

The Non-Executive Director will be appointed on a pro-bono, expenses-only basis. There are no financial implications arising for Islington Council.

4.2 Legal Implications

The appointment of Directors to the board of Islington Ltd is a matter reserved to the Council as the sole shareholder (Article 16 of the Articles of Association). There is no limit on the number of directors that may be appointed (Article 15). Accordingly, the Executive may appoint Mr Saade as a Non- Executive Director of Islington Ltd subject to receipt of satisfactory reference.

Islington Ltd is a private company limited by shares. Company directors have various legal duties under the Companies Act 2006. As a Non-Executive Director, Mr Saade will not have operational or decision-making responsibility for iCo services, however will contribute to company strategy and provide commercial advice.

4.3 Resident Impact Assessment

The council must, in the exercise of its functions, have due regard to the need to eliminate discrimination, harassment and victimisation, and to advance equality of opportunity, and foster good relations, between those who share a relevant protected characteristic and those who do not share it (section 149 Equality Act 2010). The council has a duty to have due regard to the need to remove or minimise disadvantages, take steps to meet needs, in particular steps to take account of disabled persons' disabilities, and encourage people to participate in public life. The council must have due regard to the need to tackle prejudice and promote understanding.

There are no resident impacts associated with the proposed decision.

4.4 Environmental Impact Assessment

There are no significant environmental implications associated with the recommendation.

5. Conclusion and reasons for recommendations

- 5.1 This report recommends that Rizk Saade as a Non-Executive Director on the iCo Board, subject to the receipt of satisfactory references. This will help to develop the Board by providing commercial experience, entrepreneurial skills, and impartial challenge.

Appendices: Appendix A - Shareholder Resolution to be signed

Background Papers: None

Final report clearance:

Signed by:



10 July 2018

Executive Member for Finance, Performance and Community Safety Date

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APPENDIX A

COMPANIES ACT 2006

WRITTEN RESOLUTION

~ OF ~

ISLINGTON LTD

COMPANY NUMBER: 05303559

**WRITTEN RESOLUTION BY THE SHAREHOLDER ON THE
APPOINTMENT OF A NON-EXECUTIVE DIRECTOR**

I, Richard Watts, as Leader of Islington Council, agree to the following resolution on behalf of Islington Council, the sole shareholder of Islington Ltd:

That Rizk Saade be appointed as a Non-Executive Director on the Board of Islington Ltd.

Signed:

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Date