

## Rother District Council

Report to	-	Council
Date	-	18 September 2023
Report of the	-	Chief Executive
Subject	-	To approve the appointment of two non-executive directors to board of Rother DC Housing Company Ltd

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**Recommendation:** It be **RESOLVED:** That:

- 1) John Cudd be appointed a non-executive director of Rother DC Housing Company Ltd with effect from 18 September 2023; and
  - 2) Paul Whitnall be appointed a non-executive director of Rother DC Housing Company Ltd with effect from 18 September 2023.
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### Introduction

1. The Council established a wholly owned local authority housing company, Rother DC Housing Company Ltd (the Company), in October 2020 to increase supply of all housing across the district, to include affordable housing. The purpose of this report is to regularise the position concerning the appointment of two Non-Executive Directors (NEDS) to the Company Board, as recently published in the full Council report 31 July 2023 ([Report](#)).
2. Paragraph 5 of the Report states *'In Consultation with the Shareholder Representative, the Company has undertaken a recruitment process for Non-Executive Directors to increase the skills and expertise of the Board. Two Non-Executive Directors have been formally appointed by the Company, to include John Cudd and Paul Whitnall and the first Board meeting was held successfully on the 30 June this year.'*
3. The Articles of Association of the Company (Articles) reserves the right for the Council, as majority shareholder of the Company, to appoint any person to the Company's board of directors (notwithstanding any other provision within the Articles).

### New Directors

4. It has always been the intention of the Council as majority shareholder for the Company to appoint Directors to the Company that are independent of the Council. The Local Partnerships' Local Authority Company Review Guidance (2021) states that *'...Board skills and expertise can be improved through the effective use of independent directors with both public sector and market specific experience.'*
5. The Council has endorsed and been fully consulted upon a Company-led recruitment process undertaken between February and June of this year, that defined the preferred skills, knowledge and expertise required to support the

Company Board. The outcome of this recruitment process resulted in two high calibre applicants being nominated by the Company on terms of three years.

6. In Consultation with the Shareholder Representative and Leader of the Council, John Cudd and Paul Whitnall are nominated to be appointed by the Council to provide independent knowledge, skills and experience that supports Company decision making and its capacity to meet its Business Plan objectives. The new proposed appointments have a range of experiences working in the private sector to successfully develop new housing as summarised below.
7. John Cudd is a highly skilled consultant/director and has over 40 years' experience within the development sector. Having led multi-disciplinary teams to secure new business opportunities across the Southeast, John has come highly recommended as a key attribute to the Board, providing vital knowledge within construction, acquisition, feasibility and affordable homes.
8. Paul Whitnall, an experienced business development manager within the voluntary sector, has played a key role in the development of new homes across East London, focusing on providing affordable homes and committing his time to delivering much needed housing in the Rother district, having more recently been involved with the St Barnabas Church project. Paul brings to the board extensive governance, financial and business development experience.

## **Conclusion**

9. In accordance with the Company's Articles, the Council is required to appoint all directors to the Board of the Company. Following a comprehensive recruitment process in consultation with the Shareholder Representative and Leader of the Council, it is recommended John Cudd and Paul Whitnall be appointed the Board of directors to provide independent knowledge, skills and expertise required to enable the Company to operate effectively as a commercial entity.

Lorna Ford  
Chief Executive