

Bolsover District Council

Meeting of Executive on 4th November 2024

Dragonfly Group - Appointment to the Board of Directors

Report of the Chief Executive Officer

Classification	This report is Public
Report By	Karen Hanson, Chief Executive Officer

PURPOSE/SUMMARY OF REPORT

- To seek approval for the nomination of a Director(s) to the Board of Directors for Dragonfly Development Ltd and Dragonfly Management (Bolsover) Ltd.

REPORT DETAILS

Background

- 1.1 On 1st February 2023, Council approved the full Business Case for the development of 2 wholly owned companies, Dragonfly Development Ltd and Dragonfly Management (Bolsover) Ltd, including the recommended business and governance model outlined within the report. In June 2023, Executive approved the nominations for the Board of Directors for both companies.
- 1.2 Councillor Steve Fritchley has announced he has resigned as Chair and Director on the Dragonfly Group Board of Directors. Companies House has been notified, and Councillor Deborah Watson has been elected as Chair of the Board.
- 1.3 This resignation has created a vacancy on the Board of Directors of both companies and therefore, all Councillors were invited to express an interest in becoming a Director on the Boards.

2 Details of Proposal or Information

- 2.1 It is essential Board Directors offer the company and existing Directors stability. This is to ensure consistency of decision making and a thorough level of understanding and experience of the Dragonfly Group operations.
- 2.2 Currently, there are five remaining Directors of the Dragonfly companies: Councillors Deborah Watson (Chair), Janet Tate, Emma Stevenson, Carol Wood, and Grant Galloway (CEO Dragonfly Group).

- 2.3 There is no set rule regarding the maximum number of Directors on the Board, however, accepted practice suggests this should be between 4 and 7 (up to 10 in some guidance).
- 2.4 The role of a Director on the Boards includes the following:
- General duties and acting within powers.
 - Duty to exercise independent judgement.
 - Duty to exercise reasonable care, skill and diligence.
 - Duty to avoid and declare conflicts of interest.
 - Director training.
 - Commitment
- 2.5 Members expressing an interest are as follows:
- Councillor Duncan Haywood
 - Councillor Anne Clarke
- 2.6 On 23rd October 2024, the Dragonfly Board held informal interviews with both Councillors and have requested Executive ratify their decision to formally nominate Councillor Anne Clarke to the Board of Directors (Appendix 1).

3 Reasons for Recommendation

- 3.1 Appointment to the Dragonfly Group Boards of Directors is undertaken in accordance with the agreed governance arrangements within the Shareholder Agreement dated 2nd May 2023.

4 Alternative Options and Reasons for Rejection

- 4.1 It is a requirement for the Executive to formally nominate Members to the Boards of Directors for the wholly owned companies, however, there is no set number of Directors required.
- 4.2 Executive may decide to formally nominate either or both Councillors who have expressed an interest, however, the existing Dragonfly Board have expressed their preference at Appendix 1.

5 RECOMMENDATION(S)

- 5.1 Executive consider the expressions of interest submitted by Councillor Duncan Haywood and Councillor Anne Clarke, alongside the preference from the Dragonfly Boards at Appendix 1 and agree the formal nomination to sit on the Boards of Dragonfly Development Ltd and Dragonfly Management (Bolsover) Ltd.
- 5.2 Executive delegate the Council's Chief Executive, in consultation with the Portfolio Holder for Growth, the power to formally approve the appointments of the Members nominated by Executive and formally accepted by Dragonfly Development Ltd and Dragonfly Management (Bolsover) Ltd to the Boards of Directors.

IMPLICATIONS:

Finance and Risk: Yes No

Details: There are no financial implications associated with this report.

On behalf of the Section 151 Officer

Legal (including Data Protection): Yes No

Details: Board Members of Dragonfly Development Ltd and Dragonfly Management (Bolsover) Ltd shall be nominated by the Council and appointed by the relevant company in accordance with the Group Shareholder Agreement dated 2nd May 2023.

On behalf of the Solicitor to the Council

Environment: Yes No

Details: There are no environmental implications arising from this report.

Staffing: Yes No

Details: There are no staffing implications contained within this report.

On behalf of the Head of Paid Service

DECISION INFORMATION

Is the decision a Key Decision? A Key Decision is an executive decision which has a significant impact on two or more District wards or which results in income or expenditure to the Council above the following thresholds: Revenue - £75,000 <input type="checkbox"/> Capital - £150,000 <input type="checkbox"/> <input checked="" type="checkbox"/> <i>Please indicate which threshold applies</i>	No
Is the decision subject to Call-In? <i>(Only Key Decisions are subject to Call-In)</i>	No

District Wards Significantly Affected	(please state which wards or state All if all wards are affected)
Consultation: Leader / Deputy Leader <input checked="" type="checkbox"/> Executive <input checked="" type="checkbox"/> SLT <input checked="" type="checkbox"/> Relevant Service Manager <input type="checkbox"/> Members <input type="checkbox"/> Public <input type="checkbox"/> Other <input type="checkbox"/>	Details:

Links to Council Ambition: Customers, Economy and Environment.

DOCUMENT INFORMATION	
Appendix No	Title
1	Email from Councillor Deborah Watson dated 24 th October 2024.

Background Papers

(These are unpublished works which have been relied on to a material extent when preparing the report. They must be listed in the section below. If the report is going to Executive, you must provide copies of the background papers).