

To: POLICY AND RESOURCES (FINANCE AND CUSTOMER SERVICES) SUB COMMITTEE		Subject: TOWN CENTRE ACTIVITIES (TCA) LTD – CHANGE OF ARTICLES OF ASSOCIATION
From: HEAD OF REGENERATION AND INFRASTRUCTURE SERVICES		
Date: 6 th September 2012	Ref: 1683/EW	

1. Purpose of Report

- 1.1 The purpose of this report is to seek approval to amend the articles of association of TCA Limited, to homologate the appointment of independent directors to the board of TCA and to nominate the Executive Director of Environmental Services, Paul Jukes as Partner Director to the Board of TCA.

2. Background

- 2.1 Town Centre Activities Limited (TCA) is a company limited by guarantee with charitable status. TCA is an arms length external organisation of the council and is responsible for the provision of a remote monitoring service for all public space CCTV cameras in North Lanarkshire, delivery of a town centre management and Shopmobility service in North Lanarkshire.
- 2.2 As previously approved by the Regeneration Committee in September 2009 North Lanarkshire CCTV Ltd and Town Centre Initiatives Ltd underwent an organisational restructure and company merger to form Town Centre Activities Ltd (TCA). The merger entailed using North Lanarkshire CCTV Ltd as the legal entity to receive the assets and operations of the other.
- 2.3 Whilst the organisation is wholly owned by the Council, it is managed by a Board of nine Directors as follows:-

Independent Directors

- North Lanarkshire Partnership 1 member
- Town Centre Stakeholders 4 members (2 Directors from the North Lanarkshire Business Community and 2 representing North Lanarkshire residents)

Partner Directors

- North Lanarkshire Council 4 members (3 elected members and 1 officer)

3. Proposed Director Structure and Membership

- 3.1 The newly formed TCA has been in operation for two years with a number of changes in Director representation over that time. This report seeks to homologate the appointment of 2 independent directors to the Board of Superintendent Alick Irvine of Strathclyde Police and Scott Duguid, local resident with a background in property development and management.

3.2 There is currently one vacancy among independent Directors on the Board. The company has ambitious plans to grow, develop and provide greater integration of CCTV and remote monitoring services across North Lanarkshire and in addition will continue to play a key role in the development of our town centres. The company is seeking to recruit additional members to the Board who can provide the strategic and management direction to govern the company.

3.3 It is proposed to amend the articles of association in order to increase the total number of directors from 9 to 11 in line with OSCR (Office of Scottish Charity Regulator) guidance that there should be a majority of independent Directors.

The changes proposed would result in there being 5 partner directors (two of whom can be employees of North Lanarkshire Council) and 6 independent directors. It is proposed to nominate the Executive Director of Environmental Services, Paul Jukes as a director to the Board.

3.4 In relation to independent directors, it is also proposed to amend the articles to allow, for this category of director to be appointed on the basis of their having relevant skills and experience which would allow them to make a substantial contribution to the work of the board. The independent directors may be drawn from the business sector, residents of North Lanarkshire or individuals nominated by the North Lanarkshire Partnership. The proposed changes relate to specifically Articles 53, 58 and 61 of the TCA Articles of Association. The changes proposed would result in there being 2 vacancies for independent directors on the board and a recruitment exercise to select appropriate candidates would be undertaken, with nominees coming back to the committee for approval.

3.5 Burness Solicitors have been appointed to advise the Board of Directors on how to best to implement the proposed changes from a technical legal perspective. On approval from committee a written resolution is to be signed by NLC approving the changes to the TCA Articles of Association as outlined in section 3.2 and 3.3 above.

3.6 A full copy of the amended TCA Articles of Association and written resolution will be submitted to Corporate Services for review.

4. Recommendations

4.1 It is requested that the Policy and Resources (Finance and Customer Services) Sub Committee

(i) Approve in accordance with sections 288 to 300 of the Companies Act 2006, with NLC, being the sole member of the Company to amend the articles of association of TCA Ltd in order to increase the number of Directors from 9 to 11 Directors

(ii) That Paul Jukes, Executive Director of Environmental Services, is nominated by the Council as the additional Partner Director.

(iii) That appointments of Superintendent Alick Irvine and Scott Duguid to the board of TCA is homologated.



Eric Hislop
Head of Regeneration and Infrastructure Services