



# Shareholder Committee for Care Dorset Holdings Ltd

**Date:** Friday, 30 September 2022  
**Time:** 9.00 am  
**Venue:** Council Chamber, County Hall, Dorchester, DT1 1XJ

**Members (Quorum: 3)**

Cllrs Laura Beddow, Spencer Flower, Andrew Parry, Gary Suttle and Peter Wharf

**Chief Executive:** Matt Prosser, County Hall, Dorchester, Dorset DT1 1XJ

For more information about this agenda please contact Democratic Services  
Meeting Contact [kate.critchell@dorsetcouncil.gov.uk](mailto:kate.critchell@dorsetcouncil.gov.uk)

Members of the public are welcome to attend this meeting, apart from any items listed in the exempt part of this agenda.

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## Agenda

Item	Pages
<b>1. APOLOGIES</b>	
To receive any apologies for absence.	
<b>2. CHAIRMAN AND VICE-CHAIRMAN OF THE COMMITTEE</b>	
To announce the Chairman and Vice Chairman of the Committee for the remainder of 2022/23.	
<b>3. DECLARATIONS OF INTEREST</b>	
To disclose any pecuniary, other registrable or non-registrable interest as set out in the adopted Code of Conduct. In making their disclosure councillors are asked to state the agenda item, the nature of the interest and any action they propose to take as part of their declaration.	

If required, further advice should be sought from the Monitoring Officer in advance of the meeting.

#### **4. PUBLIC PARTICIPATION**

Representatives of town or parish councils and members of the public who live, work, or represent an organisation within the Dorset Council area are welcome to submit up to two questions or two statements for each meeting. Alternatively, you could submit one question and one statement for each meeting.

All submissions must be emailed in full to [kate.critchell@dorsetcouncil.gov.uk](mailto:kate.critchell@dorsetcouncil.gov.uk) by 8.30am on 27 September 2022.

When submitting your question(s) and/or statement(s) please note that:

- no more than three minutes will be allowed for any one question or statement to be asked/read
- a question may include a short pre-amble to set the context, and this will be included within the three-minute period
- please note that sub divided questions count towards your total of two
- when submitting a question please indicate who the question is for (e.g. the name of the committee or Portfolio Holder)
- Include your name, address, and contact details. Only your name will be published but we may need your other details to contact you about your question or statement in advance of the meeting.
- questions and statements received in line with the council's rules for public participation will be published as a supplement to the agenda
- all questions, statements and responses will be published in full within the minutes of the meeting.

[Dorset Council Constitution](#) Procedure Rule 9

#### **5. COUNCILLOR QUESTIONS**

To receive questions submitted by councillors.

Councillors can submit up to two valid questions at each meeting and sub divided questions count towards this total. Questions and statements received will be published as a supplement to the agenda and all questions, statements and responses will be published in full within the minutes of the meeting.

The submissions must be emailed in full to [kate.critchell@dorsetcouncil.gov.uk](mailto:kate.critchell@dorsetcouncil.gov.uk) 8.30am on 27 September 2022.

[Dorset Council Constitution](#) – Procedure Rule 13

**6. TERMS OF REFERENCE** 5 - 8

To confirm the committee's terms of references.

**7. SCHEDULE OF MEETINGS FOR 2022/23**

To confirm the committee's calendar of meetings for the remainder of 2022/23 and agree the following proposed dates.

23 November 2022 – 10.00am

12 April 2023 – 10.00am

29 June 2023 – 10.00am

**8. FORWARD PLAN** 9 - 12

To consider the draft Forward Plan.

**9. URGENT ITEMS**

To consider any items of business which the Chairman has had prior notification and considers to be urgent pursuant to section 100B (4) (b) of the Local Government Act 1972. The reason for the urgency shall be recorded in the minutes.

**10. EXEMPT BUSINESS**

To move the exclusion of the press and the public for the following items in view of the likely disclosure of exempt information within meaning of paragraph(s) 3 of Part 1 of schedule 12 A to the Local Government Act 1972 (as amended)

The public and the press will be asked to leave the meeting whilst the item of business is considered.

**11. OPERATIONAL REPORT**

*Para 3*

To consider a report of the Corporate Director for Commissioning. To follow

**12. REPORT OF CARE DORSET** 13 - 30

*Para 3*

To consider a report of the Care Dorset Board Chairman.

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## The Shareholder Committee for Care Dorset Holdings Limited

### Terms of Reference

#### 1. Role/Terms of Reference and Membership

- a. The Shareholder Committee for Care Dorset Holdings Limited shall be primarily responsible for the following delegated functions except where specific functions have been delegated to an Officer:
  - monitoring the performance of Care Dorset Holdings Limited (including in relation to Business Plans and associated budgets);
  - monitor the business affairs, finances, and accounts of Care Dorset Holdings Limited;
  - overseeing the strategic direction of Care Dorset Holdings Limited or proposed and adopted business plans and budgets for future years to be presented in draft as they are developed or the review of future service developments and opportunities;
  - considering the risks and opportunities faced by Care Dorset Holdings Limited and impact on the Council (including, for example, in relation to commercial factors, governance issues, and health and safety records);
  - monitoring Care Dorset Holdings Limited compliance with relevant legislation;
  - assuring that Care Dorset Holdings Limited status as a 'Teckal' company is maintained;
  - taking decisions that relate to any matter identified as being reserved to be taken by the Shareholder ("Reserved Matters") listed within Appendix 1, within the Articles of Associations and/or the Shareholder Agreement for Care Dorset Holdings Limited. Provided that where a decision affects the Council budgetary framework the Shareholder Committee will consider the decision and provide a recommendation to Full Council.
  - exercising the Shareholders reserve power by Special Resolution (in accordance with the Articles of Association).
  - reporting and making recommendations to the Cabinet on areas outside of the Shareholder Committee's delegated authority.
  - reporting to Full Council annually on the performance of the trading activities of Care Dorset Holdings Limited.
  - reviewing these Terms of Reference annually and make any necessary recommendations to Cabinet.
- b. The Shareholder Committee will not have operational control over Care Dorset Holdings Limited. All decisions regarding the day to day operation and management of Care Dorset Holdings Limited rests with the Care Dorset Holdings Limited board of directors, which must ensure that Care Dorset Holdings Limited business is conducted in accordance with the terms of the Shareholders' Agreement entered into between the Council and Care Dorset Holdings Limited (Shareholders' Agreement) and in accordance with Care Dorset Holdings Limited Articles of Association.
- c. The Shareholder Committee shall comprise of 5 Members drawn from the Cabinet to be appointed by the Leader of the Council/Cabinet.
- d. The quorum of the Shareholder Committee shall be 3 Members.
- e. There shall be no power to appoint substitutes to the Shareholder Committee.
- f. The Chief Executive, Section 151 Officer, Monitoring officer and Executive Director People – Adult (or their nominees) will be advisors to the Shareholder Committee.

Additional advisors and Care Dorset Holdings Limited officers and directors may be invited to attend the Shareholder Committee as required.

**2. Appointment of Chairman and Vice-Chairman**

The Leader of the Council/Cabinet will appoint the Chairman and Vice-Chairman of the Shareholder Committee.

**3. Meetings**

- a. The number of ordinary meetings of the Shareholder Committee each year will normally be quarterly unless otherwise determined by the Leader of the Council.
- b. The Chairman of the Shareholder Committee shall have the power to call one or more special meeting(s) of the Shareholder Committee.
- c. The Chairman of the Shareholder Committee may determine that a meeting should be cancelled for insufficient business.

**4. Delegated powers and powers of recommendation of the Shareholder Committee**

- a. The Shareholder Committee shall have the powers as set out in Functions of the Council - Part 3(1) of the Constitution.
- b. For the avoidance of doubt the Shareholder Committee can delegate any of their powers to any Officer.

## Appendix 1

### Reserved Matters (Shareholder Agreement Schedule 2)

1. The following matters must be determined by the Shareholder:
  - 1.1 Issue or allot any share capital;
  - 1.2 alter or amend the articles of association
  - 1.3 Issue or amend any share or shareholder rights
  - 1.4 appoint the Director to act as Chair in accordance with the Articles;
  - 1.5 make any loan (otherwise than by way of deposit with a bank or other institution the normal business of which includes the acceptance of deposits) or grant any credit (other than in the normal course of trading) or giving any guarantee or indemnity;
  - 1.6 make any borrowing (other than normal trade credit);
  - 1.7 change its financial year end;
  - 1.8 create or permit to be created any mortgage, charge, encumbrance or other security interest whatsoever on any asset or its business in whole or in part;
  - 1.9 establish or amend any profit-sharing, share option, bonus, or other incentive scheme of any nature for directors, officers, or employees;
  - 1.10 adopt or amend save in accordance with clause 8, or engage in activity outside of its annual Business Plan or enter into any contract or commitment not provided for in the Business Plan under which it may incur costs in excess of £100,000;
  - 1.11 form any Subsidiary or acquire shares in any other company or participate in any partnership or joint venture (incorporated or not);
  - 1.12 amalgamate or merge with any other company or business undertaking;
  - 1.13 alter its name or registered office;
  - 1.14 approve the Remuneration Policy and any subsequent variations to the Remuneration Policy;
  - 1.15 agree to remunerate (by payment of fees, the provision of benefits-in-kind or otherwise) any director, employee or consultant to the Company save in accordance with the Remuneration Policy;
  - 1.16 amending in any material respect the terms and condition on which any employee of the Company is employed;
  - 1.17 except where the restructure is approved in the business plan, dismiss any director, officer, or employee in circumstances in which it incurs or agrees to bear redundancy or other costs in excess of **£10,000**;
  - 1.18 make any agreement with any revenue or tax authorities or make any claim, disclaimer, election, or consent exceeding £25,000 for tax purposes in relation to the Company or its business;
  - 1.19 change the nature of the Business or commence any new business by any Group Member which is not ancillary or incidental to the Business;
  - 1.20 make or permit to be made any change in the accounting policies and principles adopted in the preparation of its audited or management accounts except as may be required to ensure compliance with relevant accounting standards under the Companies Act 2006 or any other generally accepted accounting principles in the United Kingdom;
  - 1.21 ***[Something around approval of key members or staff and removal of key members of staff once level of intervention determined]***
  - 1.22 institute, settle or compromise any material legal proceedings instituted or threatened against it or submitting any dispute to arbitration or alternative dispute resolution, save in relation to any legal proceedings, arbitration or alternative dispute resolution between the Company and the Council;
  - 1.23 make any acquisition, disposal, or structural modifications of any material asset(s), leases, or land interests;
  - 1.24 enter into an agreement to do any of the above.

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## Shareholder Committee for Care Dorset Holdings Ltd DRAFT Forward Plan - November 2022

### Explanatory Note:

This Forward Plan contains future items to be considered by the Shareholder Committee for the Dorset Centre of Excellence. It is published 28 days before the next meeting of the Committee. The plan includes items for the meeting including key decisions. Each item shows if it is 'open' to the public or to be considered in a private part of the meeting.

### Definition of Key Decisions

- Key decisions are defined in Dorset Council's Constitution as decisions which are likely to -
- (a) to result in the relevant local authority incurring expenditure which is, or the making of savings which are, significant having regard to the relevant local authority's budget for the service or function to which the decision relates (**Thresholds - £500k**); or
  - (b) to be significant in terms of its effects on communities living or working in an area comprising two or more wards or electoral divisions in the area of the relevant local authority."

In determining the meaning of "*significant*" for these purposes the Council will have regard to any guidance issued by the Secretary of State in accordance with section 9Q of the Local Government Act 2000 Act. Officers will consult with lead members to determine significance and sensitivity.

### Committee Membership 2022/23

<b>Spencer Flower</b>	Leader / Governance, Performance and Communications
<b>Peter Wharf</b>	Deputy Leader / Adult Social Care and Health
<b>Gary Suttle</b>	Finance, Commercial and Capital Strategy
<b>Laura Miller</b>	Culture, Communities and Customer Services
<b>Andrew Parry</b>	Children, Education, Skills and Early Help

Subject / Decision	Decision Maker	Date the Decision is Due	Portfolio Holder	Officer Contact
<b>Standing Items for Consideration</b>				
<b>Dorset Council Commissioning Report Update</b>  <b>Key Decision</b> - No <b>Public Access</b> - Fully exempt	<b>Decision Maker</b> <b>Shareholder Committee for Care Dorset Holdings Ltd</b>	<b>Decision Date</b> <b>November</b>	Deputy Leader and Portfolio Holder for Adult Social Care and Health	<i>Executive Director, People - Adults</i>
<del> <b>Care Dorset Update</b>   <b>Key Decision</b> - Yes  <b>Public Access</b> - Fully exempt           </del>	<b>Decision Maker</b> <b>Shareholder Committee for Care Dorset Holdings Ltd</b>	<b>Decision Date</b> <b>November</b>	Deputy Leader and Portfolio Holder for Adult Social Care and Health	<i>Executive Director, People - Adults</i>
<b>Risk Report</b>  <b>Key Decision</b> - No <b>Public Access</b> - Open	<b>Decision Maker</b> <b>Shareholder Committee for Care Dorset Holdings Ltd</b>	<b>Decision Date</b> <b>November</b>	Deputy Leader and Portfolio Holder for Adult Social Care and Health	<i>Executive Director, People - Adults</i>
<b>Dorset Council delegation decisions</b>  <b>Key Decision</b> - No <b>Public Access</b> - Open	<b>Decision Maker</b> <b>Shareholder Committee for Care Dorset Holdings Ltd</b>	<b>Decision Date</b> <b>November</b>	Deputy Leader and Portfolio Holder for Adult Social Care and Health	<i>Executive Director, People - Adults</i>
<b>Annual Reports</b>				

Subject / Decision	Decision Maker	Date the Decision is Due	Portfolio Holder	Officer Contact
<p><b>Review of the Committee's Terms of Reference</b></p> <p><b>Key Decision</b> - Yes <b>Public Access</b> - Open</p>	<p><b>Decision Maker Shareholder Committee for Care Dorset Holdings Ltd</b></p>	<p><b>Decision Date September 2023</b></p>	<p>Deputy Leader and Portfolio Holder for Adult Social Care and Health</p>	<p><i>Executive Director, People - Adults</i></p>
<p><b>Report to Full Council on performance of the trading activities of the company</b></p> <p><b>Key Decision</b> - Yes <b>Public Access</b> - Open</p>	<p><b>Decision Maker Shareholder Committee for Care Dorset Holdings Ltd</b></p>	<p><b>Decision Date September 2023</b></p>	<p>Deputy Leader and Portfolio Holder for Adult Social Care and Health</p>	<p><i>Executive Director, People - Adults</i></p>

### **Private/Exempt Items for Decision**

Each item in the plan above marked as 'private' will refer to one of the following paragraphs.

1. Information relating to any individual.
2. Information which is likely to reveal the identity of an individual.
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).
4. Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the authority or a Minister of the Crown and employees of, or office holders under, the authority.
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.
6. Information which reveals that the shadow council proposes:-
  - (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or
  - (b) to make an order or direction under any enactment.
7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.

By virtue of paragraph(s) 3 of Part 1 of Schedule 12A of the Local Government Act 1972.

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