

**SOUTH TEES DEVELOPMENT CORPORATION BOARD**

**AGM MEETING**

**Date:** Thursday 18 July 2024

**Time:** 10:00am

**Venue:** Teesworks Skills Academy

<b>Attendees:</b>		<b>Apologies:</b>
<b>Members</b>		
Mayor Ben Houchen (BH)	Tees Valley Mayor (Chair)	John Baker (JB)
Cllr Alec Brown (AB)	Leader Redcar & Cleveland Borough Council (Vice Chair)	Allan Armstrong (AA)
David Smith (DS)	Independent Member	Jason Faulkner (JS)
Kevin Shakesheff (KS)	Independent Member	
Carole Morgan (CM)	Independent Member	
Lyndsay Hogg (LH)	Independent Member	
Carolyn Curr (CC)	Independent Member	
<b>Associate Members</b>		
Julie Gilhespie (JH)	Group Chief Executive, TVCA, STDC	
John Sampson (JS)	Recar & Cleveland Borough Council	
Tom Smyth(TS)	City and Local Growth Unit	
<b>Officers</b>		
John Barnes (JBa)	Chief Operating Officer, South Tees Development Corporation	
Gary Macdonald (GM)	Group Director of Finances & Resources	
Emma Simson (ES)	Acting Chief Legal Officer & Monitoring Officer	
Elaine Braham	Governance Officer	

No.	Agenda Item	Summary of Discussion	Actions Required	Responsibility
STDC 01/2024/25	<b>Apologies for Absence</b>	Apologies for absence had been received from John Baker, Allan Armstrong and Jason Faulkner.		
STDC 02/2024/25	<b>Declarations of Interest</b>	Cllr Alec Brown, Leader Redcar & Cleveland Borough Council, (AB), declared an interest in respect of his proposed appointment to South Tees Site Company, as detailed at point 18 of the Governance and Appointments paper.		
STDC 03/2024/25	<b>Governance and Appointments</b>	<p>The Board had received a report from Emma Simson, Acting Chief Legal Officer and Monitoring Officer, (ES), detailing the constitutional requirements for the Annual General meeting of the South Tees Development Corporation (STDC).</p> <p>ES took members through the paper firstly confirming that the meeting constituted the Annual General Meeting of STDC as required by the Constitution. Board Members were asked to:</p> <p>The Board:</p> <ul style="list-style-type: none"> <li>i. note that following its Annual General Meeting on 27 June 2024, Cabinet approved the appointments to the STDC Board, as detailed in Appendix 1.</li> <li>ii. note the membership of STDC Audit &amp; Governance Committee and that there will shortly be a need to commence a recruitment campaign to ensure there is provision for succession planning.</li> <li>iii. note the appointment of Mike Sharp as the Chair of the South Tees Development Corporation Audit and Governance Committee</li> <li>iv. approve the appointment and removal of Directors of South Tees Site Company Limited as detailed in paragraph 18;</li> <li>v. approve the recommendations in Paragraph 26 in relation to the transfer of Health &amp; Safety responsibilities and consequential governance changes; and</li> <li>vi. nominate the South Tees Development Corporation's Board member representative for the Freeport Board for Cabinet approval.</li> </ul>		

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		<p>ES advised Board members that the Annual General Meeting had been convened in line with the STDC Constitution, following the confirmation of their appointment as members at the TVCA Cabinet on 27 June 2024.</p> <p><u>STDC Audit &amp; Governance Committee</u></p> <p>The STDC Audit &amp; Governance Committee is made up of independent members and a nominated member of the TVCA Audit &amp; Governance Committee, quorum is 3 and must include either the chair or vice chair. The Mayor appoints the chair of the committee, and Mike Sharp's appointment as Chair had been approved by TVCA Cabinet on 27 June 2024.</p> <p>A recruitment campaign will shortly be underway to appoint further independent members to build in resilience as some members near the end of their term.</p> <p>BH clarified that independent members are appointed to the STDC Audit &amp; Governance committee for a term, the current members are still within in their term hence there is no requirement for the Board to agree their appointment.</p> <p><u>South Tees Site Company – Health &amp; Safety</u></p> <p>ES explained that the responsibility for Health and Safety is currently delegated by STDC to South Tees Site Company (STSC) and following the removal of COMAH (Control of Major Hazards) status on 15 November 2024 the proposal is to transfer health and safety responsibilities back to STDC.</p> <p>JG clarified that when STDC took ownership of the site it was a COMAH site and the STDC Board at that time felt STSC was best placed to manage this as it managed staff and operations on site. However, as COMAH status has now been lifted the need to have a separate company to manage health and safety on the site is no longer required, hence the proposal that the delegation of health and safety to STSC be revoked.</p> <p>It was recommended that the Board:</p>		

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		<p>a. Approves the proposal to move the responsibility for the management of Health and Safety at the Teesworks site from STSC to STDC;</p> <p>b. Approves any required amendments to the Memorandum of Association and Articles of Association of STSC in order to permit the transfer of the responsibilities referred to at 26(a) above; and</p> <p>c. Delegates authority to the Chief Executive, S73 Officer and Monitoring Officer to ensure that all legal and other regulatory matters are in place to allow the effective and legal management of health and safety at the Teesworks site.</p> <p><b>RESOLUTION:</b> The Board approved the proposal to move the responsibility for the management of health and safety at the Teesworks site from STSC to STDC.</p> <p><b>RESOLUTION:</b> The Board approved the required amendments to the Memorandum of Association and Articles of Association of STSC in order to permit the transfer of responsibilities as referred to at 26(a),</p> <p><b>RESOLUTION:</b> The Board delegated authority to the Chief Executive, S73 Officer and Monitoring Officer to ensure that all legal and other regulatory matters are in place to allow the effective and legal management of health and safety at the Teesworks site.</p> <p><u>South Tees Site Company – Appointment of Directors</u></p> <p>ES advised that the Articles of Association for STSC (at 5.3.22) requires that as the sole shareholder STDC consents to the approval or removal of Directors. It was proposed that the former councillor Mary Lanagan be removed as director and that Cllr Alec Brown, the current Leader of Redcar &amp; Cleveland Borough Council be appointed.</p> <p><b>RESOLUTION:</b> The Board approved the removal of the former councillor Mary Lanagan and approved the appointment of Cllr Alec Brown to the STSC Board.</p> <p><u>Statutory Officers</u></p> <p>ES drew member attention to Appendix 1 which detailed the Statutory Officers. JG advised the Board that Gary Macdonald, Group Director of Finance and Resources, has statutory</p>		

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		<p>responsibilities pertaining to Finance and Emma Simson, has statutory responsibilities pertaining to Legal.</p> <p><u>Nomination to Freeport Board</u></p> <p>ES advised members that the TVCA Constitution provides for the appointment of a member of the STDC Board to the Freeport Board. The TVCA Cabinet meeting on 27 June 2024 approved this appointment and ES asked for nominations.</p> <p>BH noted that historically this role had been undertaken by David Smith, Independent Member, (DS), due to his breadth of specialist knowledge in this area, but that the Board was free to appoint any of its members to represent it on the Freeport Board. BH proposed that DS continue as the STDC Board representative on the Freeport Board. Carolyn Curr, Independent Member, (CC), seconded the nomination.</p> <p><b>RESOLUTION:</b> The Board agreed the appointment of David Smith to the Freeport Board.</p> <p><u>STDC Constitution</u></p> <p>ES advised members that the STDC Constitution is currently under review as part of the Tees Valley Review and would be brought to the meeting in September, along with the proposed approach to the recommendations from the Tees Valley Review, for approval.</p> <p>The Board had the opportunity to ask questions, and no further comment or questions were raised.</p>		
	<b>Date and Time of Next Meeting</b>	Thursday 18 July 2024 at 10:15am		