

Report to: Bolton Cares Steering Committee

Date 27th June 2018

Report of: Chief Executive Officer: Bolton Cares

Report No:

Contact Officer: John Livesey

Tel No: 1111

Report Title: **Change of Company Secretary**

**Confidential /
Non Confidential:**

(Not confidential)

Purpose:

The purpose of this report is to seek approval from the Steering Committee for a change to the company secretary of Bolton Cares Ltd, Bolton Cares (A) Ltd and Bolton Cares (B) Ltd.

Recommendations:

The Bolton Cares Steering Committee is recommended to approve:

1. The removal of Helen Gorman (Bolton Council Borough Solicitor) as Company Secretary for Bolton Cares Ltd, Bolton Cares (A) Ltd and Bolton Cares (B) Ltd.
2. The appointment of Lisa Antoni (Finance, Audit and Resources Manager) as Company Secretary for Bolton Cares Ltd, Bolton Cares (A) Ltd and Bolton Cares (B) Ltd.

Background Doc(s):

1.0 Background

- 1.1 Bolton Cares Ltd, Bolton Cares (A) Ltd and Bolton Cares (B) Ltd were incorporated on 3 September 2015.
- 1.2 Upon incorporation, the Borough Solicitor, Helen Gorman, was appointed as the company secretary for all three of the Bolton Cares' companies.
- 1.3 Whilst this arrangement has served the companies well, it has been identified that there is a potential conflict of interest between the role of the Borough Solicitor and the role of Company Secretary.
- 1.4 The potential conflict of interest arises because of the Council's regulatory and enforcement functions in relation to local businesses. In the unlikely event that the Council would need to take enforcement action against Bolton Cares or to bring a prosecution against any of the Bolton Cares companies, it is the Borough Solicitor who would be responsible for leading such action.
- 1.5 To remove the potential for the conflict of interest it is proposed that the Borough Solicitor step down as the company secretary for Bolton Cares and that the role is taken up by the company's Finance, Audit and Resources Manager, Lisa Antoni.
- 1.6 To ensure that the new company secretary has a full understanding of the role of the company secretary she will attend a training and development course on the role of the company secretary provided by the Institute of Directors.
- 1.7 The company's records with Companies House will be updated to reflect the proposed change.

2.0 Recommendations

- 2.1 The Bolton Cares Steering Committee is recommended to approve:
 1. The removal of Helen Gorman (Bolton Council Borough Solicitor) as Company Secretary for Bolton Cares Ltd, Bolton Cares (A) Ltd and Bolton Cares (B) Ltd.
 2. The appointment of Lisa Antoni (Finance, Audit and Resources Manager) as Company Secretary for Bolton Cares Ltd, Bolton Cares (A) Ltd and Bolton Cares (B) Ltd.