

Agenda item:

**ALEXANDRA PALACE & PARK BOARD**

**On 21<sup>st</sup> June 2011**

Report Title: **APPOINTMENT OF DIRECTORS TO THE BOARD OF ALEXANDRA PALACE TRADING LIMITED**

Report of: **Andrew Gill, Interim General Manager, Alexandra Palace & Park**

**1. Purpose**

- 1.1 To advise the Board of the resignation of Cllrs Egan (Chair) and Strickland from the Board of Directors of APTL on 25<sup>th</sup> May 2011
- 1.2 To seek two nominations and agreement of such nominees to act as Directors of APTL
- 1.3 To formally resolve, as sole shareholder of APTL, to appoint such nominees as directors under clause 8 of the Memorandum and Articles
- 1.4 To seek a nomination to act as bank signatory for the Trust.

**2. Recommendations**

- 2.1 That the Board notes the resignation of Cllrs Egan and Strickland
- 2.2 That the Board receives the nomination of two of the councillor members of the Board to be appointed as Directors to APTL.
- 2.3 That the Board, in its capacity as sole shareholder of APTL resolves, subject to the willingness of the nominees, that they be appointed directors of APTL.
- 2.4 That that Board nominates one of its members to act as bank signatory for the Trust to replace Cllr Egan.

Report Authorised by: **Andrew Gill, Interim General Manager**



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**3. Executive Summary**

- 3.1 The resignation of Cllrs Egan and Strickland from the Board of APTL requires two replacement nominees from amongst the councillor members of the board to serve as Directors of APTL and a formal resolution of the shareholder that such nominees be appointed as directors.

3.2 Following the resignation of Cllr Egan from the Board of trustees, the Board is asked to nominate a trustee to act as bank signatory to the Trust.

**4. Reasons for any change in policy or for new policy development (if applicable)**

4.1 N/A

**5. Use of Appendices / Tables / Photographs**

5.1 Appendix I – Memorandum and Articles, Alexandra Palace Trading Limited

**6. Local Government (Access to Information) Act 1985**

6.1 No specific background papers were used in compiling this report.

**6. Report**

6.1 Following their ceasing to be members of the APP Board and charity trustees and therefore not eligible to be directors of the Trading Company, Cllrs Egan and Strickland resigned as directors on 25<sup>th</sup> and 28<sup>th</sup> May 2011 respectively.

6.2 Appendix 1 contains the Memorandum and Articles of Association of APTL.

Article 7.1 provides that the APTL Board consist of a maximum of eight Directors of which up to four shall be trustees of the charity, one shall be an employee of the company, one shall be an officer of the Council and two shall not be officers or members of the Council, employees of the Company or trustees of the charity ('non-executive Directors')

6.3 The current Directors of the Trading Company are;

Cllr Bob Hare (as trustee)  
Cllr Nigel Scott (as trustee)  
Julie Parker (as officer of the Council)  
Richard Wills (non-executive Director)  
Kumar Muthalagappan (non-executive Director)

6.4 Under Article 8 of the company's Memorandum and Articles of Association, the Directors must be appointed by resolution of the sole member (Alexandra Park and Palace Charitable Trust). The political balance rules do not apply to the selection of Directors for APTL.

6.5 As Cllr Egan was also a bank signatory for the Trust, the Board is asked to nominate a trustee to act as signatory to the Trust's bank account. The current signatories are;

Andrew Gill

Cllr Nigel Scott  
Cllr Bob Hare

**8. Consultation**

8.1 N/A

**9. Legal and Financial Comments**

9.1 Trustees acting as Directors of APTL do not receive any remuneration and as such, appointment of a new Director from the trustees has no cost implications

The Trust's Solicitor's advice has been taken into account in preparing this report

The Acting Head of Legal Services has no comments on this report

The LBH CFO has no comment on this report

**10. Equalities Implications**

10.1 There are no perceived equalities implications in this report.