

HIF Board Meeting

Tuesday, 22 June 2021

HDFT Board Changes to Harrogate Healthcare Facilities Management Limited

(t/a Harrogate Integrated Facilities (HIF))

Company No: 11048040

Articles of Association and
Appointment of Managing Director

Agenda Item Number:	5.1	
Presented for:	Note and Discussion	
Report of:	Chairman	
Author (s):	Interim Company Secretary	
Report History:	HDFT Board	
Publication Under Freedom of Information Act:	This paper can be made available under the Freedom of Information Act 2000 if requested.	
Links to HIF's Objectives		
Deliver an efficient and effective service offering to Harrogate and District Foundation Trust	√	
Create strong sustainable partnerships	√	
Develop sustainable organisational systems	√	
Develop and maintain a strong, efficient and agile workforce	√	
Strengthen the local community through collaboration		

Recommendation:
The Board is asked to: <ul style="list-style-type: none"> i) note the changes to Articles of Association and note the decision made for Angie Gillett to be a shareholder director to cover the position of HIF Managing Director on an interim basis, which were approved by HDFT Board at its 26 May 2021 meeting.

1.0 Background

- 1.1 The HDFT Board approved changes to Harrogate Healthcare Facilities Management Limited (t/a Harrogate Integrated Facilities) (HIF) Articles of Association. These changes were agreed to take into account the management restructure of HIF following the agreement made for Angie Gillett who had previously held the position of Deputy Director of Planning at HDFT to cover the Management Director position on an interim basis.
- 1.2 To ensure that there is a majority of independent Directors on HIF Board and the HIF Board Chairman has the casting vote, HDFT Board at its meeting held in Private on 26 May 2021 agreed that the appointment of the Interim Managing Director would be as a shareholder director on an interim basis and the approved changes to the Articles of Association would enable HIF Board to appoint an additional independent Director if it chose to do so.

3.0 Agreed Changes to the Articles of Association

- 3.1 The following changes were agreed to be made to the Articles of Association:

- 4.2, was changed from:

‘Unless and until otherwise determined by the Shareholder, there shall a maximum of seven Directors of the Company.’

to:

‘Unless and until otherwise determined by the Shareholder, there shall no maximum or minimum number of Directors of the Company.’

- 13.4, was added to include:

‘The Chairman shall at all times be a Non-shareholder Director.’

- 3.2 The following narrative was deleted:

- 20.3 the company is to have seven Directors. This is to ensure the Chair continues to have a casting vote.
- 20.4 the shareholder will, in addition to the Chair, appoint a maximum of three Directors.
- 20.6 the company will appoint a maximum of three Directors.

4.0 Recommendation

- 4.1 HIF Board is asked to:

1. Note the changes to the Articles of Association;
2. Note that as requested by **xxxxxxx's** the updated Articles have been provided to **xxxxxxxxxxx** to file with Companies House; and
3. Note that HDFT Board agreed Angie Gillett's appointment as a shareholder director to cover the HIF Managing Director position on an interim basis.