

## **Belfast Waterfront and Ulster Hall Ltd. Shareholders' Committee**

Monday, 20th January, 2025

### **HYBRID MEETING OF THE MEMBERS OF THE BELFAST WATERFRONT AND ULSTER HALL LTD. SHAREHOLDERS' COMMITTEE**

Members present: Councillor Ferguson (Chairperson); and  
Councillors Bell, Bower, Brennan, R. Brooks, Canavan,  
Collins, S. Douglas, Flynn, Maghie, McCabe, McCallin,  
McCann, McDowell, McKay, Ó Néill and Verner.

In attendance: Mr. D. Martin, Strategic Director of Place and Economy;  
Mrs. L. Toland, Senior Manager, Economy;  
Mr. C. Campbell, Divisional Solicitor;  
Mrs. C. O'Prey, Head of Audit, Governance and Risk  
Services; and  
Mr. C. Mealey, Committee Services Officer.

#### **Apologies**

Apologies were reported on behalf of Alderman Copeland and Councillor Doherty.

#### **Minutes**

The minutes of the meeting of 19th December, 2024, were taken as read and signed as correct. It was reported that those minutes had been adopted by the Council at its meeting on 9th January.

#### **Declarations of Interest**

No declarations of interest were reported.

#### **Restricted Items**

**The information contained in the reports associated with the following three items are restricted in accordance with Part 1 of Schedule 6 of the Local Government Act (Northern Ireland) 2014.**

Resolved – That the Committee agrees to exclude the members of the Press and public from the meeting during discussion of the items as, due to the nature of the items, there would be a disclosure of exempt information as described in Section 42(4) and Section 6 of the Local Government Act (Northern Ireland) 2014.

The Members were also reminded that the content of 'restricted' reports and any discussion which took place during closed session must be treated as 'confidential information' and that no such information should be disclosed to the public as per Paragraph 4.15 of the Code of Conduct.

### **Governance Overview - Presentation**

The Senior Manager, Economy, reminded the Members that at its special meeting on 25th November, 2024, the Committee had agreed that an overview be provided in relation to the governance arrangements between Belfast City Council and Belfast Waterfront and Ulster Hall Ltd. (BWUH Ltd.).

The Divisional Solicitor presented the Committee with a detailed overview of BWUH Ltd.'s status as a company and its relationship with the Council. He highlighted that BWUH Ltd. was a private limited company founded in 2016, in which the Council was a sole shareholder. He further highlighted to the Committee, that the relationship between BWUH Ltd. and the Council was governed by a Services Contract and Shareholders' Agreement, with the agreement containing a list of reserved matters that required Council approval.

The Senior Manager, Economy, provided further detail in respect of the governance relationship between the Committee, Council Departments, the BWUH Ltd. Board, and the BWUH Ltd. Management Team.

She highlighted that the Council was responsible for approving BWUH Ltd.'s Annual Business Plan and reminded the Members that the Business Plan for 2024/25 was agreed by the Committee at its meeting in January, 2024. She advised the Committee that, given the recent appointment of a new Chief Executive to BWUH Ltd., the Annual Business Plan for 2025/26 would be presented at a future meeting of the Committee.

Noted.

### **Governance Review - Draft Terms of Reference**

The Strategic Director of Place and Economy reminded the Members that, at its meeting on 13th December, 2024, the Strategic Policy and Resources Committee had agreed that the governance arrangements between the Council and BWUH Ltd be added to the assignments to be undertaken by Audit, Governance and Risk Services.

He advised the Committee that officers had been engaging with Audit, Governance and Risk Services to define the scope of the proposed review and consider appropriate timelines. He outlined the review process, for Members information.

In response to a Member's question in respect of the review process, the Head of Audit, Governance and Risk Services advised the Members that the review would be conducted in line with the Council's established governance arrangements. She provided the Members with further information on the review process including the role of the Audit Assurance Board and the Audit and Risk Panel.

After discussion, the Committee noted the proposed review of governance arrangements between the Council and BWUH Ltd., to be undertaken by Audit, Governance and Risk Services.

**Annual Business Plan Timeline - Verbal Update**

The Strategic Director of Place and Economy advised the Committee that BWUH Ltd.'s new Chief Executive would present its Annual Business Plan for 2025/26 at a future meeting of the Committee.

Noted.

Chairperson