

## Lothian Buses Plc: Board Appointments

The City of Edinburgh Council

29 April 2004

### 1. Purpose of report

- 1.1 To obtain the Council's instructions on appointments to the Board of Lothian Buses plc.

### 2. Main report

- 2.1 The Annual General Meeting of Lothian Buses is scheduled for 15 June 2004. At that meeting, the undernoted Directors of the company will be required to "retire" by rotation or have their previous appointments confirmed. All are offering themselves for re-appointment.

#### Executive Directors

Neil Renilson, Chief Executive  
Norman Strachan, Finance Director

#### Non- Executive Directors

Irene Kitson  
Alison Ross

The appendix to this report details the current membership of the board and the arrangements for the election/re-election of board members.

- 2.2 It is recommended that the re-appointment of Neil Renilson and Norman Strachan, as Executive Directors, be endorsed.
- 2.3 A separate report on the Council agenda provides an update on the development of a framework for the integration of transport services in the city. It might be appropriate in these circumstances to continue the appointments of Irene Kitson and Alison Ross as non-Executive Directors.

- 2.4 Should the Council agree to support this option, the re-appointment of these non-Executive Directors could be made for the usual three-year term or for a shorter period of, for example, one year.
- 2.5 Alternatively, the vacancies could either be filled by nomination or public advertisement, in keeping with the decision of the Council's Policy and Resources Committee in March 2000. If one or both of the vacancies were to be filled by public advertisement, the Council would require to advise the Company Secretary of Lothian Buses of an intention to move a resolution at the Annual General Meeting to that effect.

### 3. Recommendations

3.1 It is recommended that the Council:-

- (i) endorses the re-appointment of Neil Renilson and Norman Strachan as Executive Directors and
- (ii) supports the re-appointment of Irene Kitson and Alison Ross as non-Executive Directors and determines the period of their re-appointments.



Tom Aitchison  
Chief Executive

---

**Appendices**  
**Contact/tel**  
**Wards**  
**affected**  
**Background**  
**Papers**

Appendix - Board Membership of Lothian Buses plc  
Tom Aitchison – 0131-469-3002  
All

22/04/0

## LOTHIAN BUSES plc – APPOINTMENT OF DIRECTORS

### CURRENT BOARD POSITION

In terms of the Transport Act 1985, the Company (Lothian Buses plc) must have a minimum of three Executive Directors, and no more than seven Non - Executive Directors, at any time.

The current Board membership is as follows:

<u>Non- Executive Directors</u>	<u>First Appointed</u>	<u>Last Reappointed</u>
Pilmar Smith (Chairman)	1992	2002
Andrew Guest	2003	-
Brian Cox	2003	-
Jane Saren	2003	-
Alison Ross	2001	2001
William Gallagher	2001	2003
Irene Kitson	2001	2001
 <u>Worker Director</u>		
Jim Dixon	2001	2002
 <u>Executive Directors</u>		
Neil Renilson (Chief Executive)	1999	2002
William Devlin (Engineering Director)	1999	2002
William Campbell (Operations Director)	1999	2003
Norman Strachan (Finance Director)	2000	2001
Iain Coupar (Marketing Director)	2001	2002

### ELECTION/RE-ELECTION OF DIRECTORS

At the Annual General Meeting of the Company (which is to be held on 15 June 2004), the number of Directors falling due for re-election by “rotation” must be one-third of the Board members who are not up for re-election for other reasons. If the number of Directors is not a multiple of three, “the number nearest to, but not greater than, one-third” shall retire from office.

Four of the Directors therefore require to “retire” by rotation. Although re-appointed in 2002, Neil Renilson has agreed to be put forward for re-election.

Directors who are obliged to retire by rotation are eligible to be proposed for re-election, should the shareholders so wish.