

SHAREHOLDER BOARD

CONSTITUTION

The Shareholder Board will be a subgroup of Cabinet and will comprise members of Cabinet. Its quorum will be 3.

The Board will be advised by the Managing Director, Director of Finance or their nominated representative, and the Group Head of Democracy and Governance or their nominated representative,

It will be expected that the Directors of the Companies or Board Members will attend as necessary, together with any other officer required.

The Shareholder Board will:

- Meet four times per annum on a quarterly basis.
- The Chair may call an extraordinary board giving appropriate notice
- The companies will ensure a representative attends to address issues on the agenda
- It will not have any decision making powers these being reserved to Cabinet but will provide recommendations to Cabinet and offer guidance to company representatives.

OBJECTIVES

- To oversee the running of the companies from a council perspective ensuring that the council's objectives as a shareholder/member are met and in particular consider recommendations being put forward to the Cabinet on company matters.
- To make recommendations to Cabinet as the decision-making body in relation to all shareholder/member matters which are delegated to Cabinet as shareholder/member.
- To hold regular meetings with nominated company representatives in relation to the strategic performance of each company including the current business plan and longer term objectives.
- To provide feedback to the companies on behalf of the shareholder/member
- To provide guidance in relation to any reserved matters for the shareholder/member, as stated in relevant governance documents, the final decision resting with Cabinet.
- To hold the companies to account to ensure that the interests of the council and its responsibilities are exercised in accordance with the shareholder's/member's wishes.
- To seek assurance from each company that there are appropriate controls in place for good governance and risk management matters
- To review the shareholder management agreements and articles of associations, in particular where there are areas of concern and make recommendations to Cabinet as necessary.

TERMS OF REFERENCE

The Shareholder Board will oversee company activity and make recommendations to Cabinet regarding such matters as:

- the constitution of the Board of Directors;
- the Business Plans and each annual Business Plan;
- the financial performance of the Companies ;

- how council should exercise its function as shareholder/member

The Shareholder Board will receive on a twice-yearly basis:

A report setting out the services provided by the companies and the performance compared to the agreed KPIs

- A report setting out the risks and mitigations
- Progress against the business plans
- Summary financial information including key financial metrics
- Forward look of future developments and opportunities

The Board will:

Review and comment on any matters such as the appointment or removal of directors, changing the nature of the business, entering into any new arrangement not set out in the business plan, the winding up of any company and make any recommendations to cabinet as necessary. Cabinet will retain responsibility for approving each company's annual business plan.