Appendix 1

Membership and Terms of Reference of Torbay Council Holding Company Shareholder Panel

Membership:

a) Leader of Torbay Council (Councillor David Thomas)
b) Deputy Leader of Torbay Council (Councillor Chris Lewis)
c) Cabinet Member with Portfolio for the Wholly Owned Company (WOC) – Cabinet Member for Housing and Finance (Councillor Tyerman)
d) Chief Executive of Torbay Council (Shareholder Designated Representative)

The Chair and Designated Representative of the WOC will be invited as required along with the Company Secretary (if appointed) and Company Finance Director where appropriate e.g. to present reports.

The Section 151 Officer, the Monitoring Officer and the Director/Divisional Director responsible for commissioning services to the WOCs shall attend meetings of the Panel to provide advice when required. Additional advisors who do not need to be Members or Officers of the Council may be invited as required.

Purpose and role:

The role of the Shareholder Panel will be to provide the necessary oversight from a Shareholder's perspective that the parameters, policies and boundaries that the Cabinet as the Shareholder has established for the company are being adhered to. The Panel provides a mechanism to communicate the Shareholders' views to the WOC; and a means to evaluate the effectiveness of the WOC Board and the delivery of the company performance against strategic objectives. The Panel will act as an advisory body to the Cabinet and Cabinet appointed Shareholder Designated Representative.

The Shareholder Panel will not be involved in operational matters of WOC and operates at a strategic level on behalf of the Cabinet as Shareholder.

Decision-making remit:

None. The Panel meetings provide an opportunity for strategic oversight and to hold the WOC to account.

Terms of Reference:

1. Make recommendations to Cabinet or Shareholder Designated Representative on reserved matters and any other material issues relating to the WOC.

2. To keep under review the Council's requirements of the WOC's implementation and development of commercial approach.

3. Provide WOCs with clear strategic direction as set by the Cabinet in the annual business plan and provide a mechanism for effective communication for the Shareholder's views on the WOC.

4. On behalf of the Cabinet, to provide an articulation of what success looks like in terms of achieving social outcomes and/or a return on investment in the company.

5. To work with the WOC’s Board to review, challenge and recommend the strategic annual business plan to Cabinet.

6. To evaluate the effectiveness of the WOC Board and delivery by the WOC of the strategic objectives and the annual business plan.

7. To effectively engage with the WOC Chair and Chief Operating Officer to provide assurance on strategic performance of the WOC and make reports to the Overview and Scrutiny Board.

8. Receive reports from WOCs in an agreed format setting out company information including strategic direction, financial performance, activity and performance indicators, achievements.

9. To review annually whether the WOC continues to provide the most effective vehicle to deliver the outcomes the Council requires and whether there are viable alternative models which might offer a more effective means of delivering the Council’s priorities.

10. Ensure that the risks taken by each WOC are managed appropriately and are at a suitable level for the Council to bear as Shareholder.

11. To review and monitor (as appropriate) Shareholder/ Management Agreements and Articles of Associations, where there are areas of concern and make recommendations to the Cabinet.

Operation:

- Will meet as regularly as required to ensure proper exercise of its functions but not less than quarterly.

- Chaired by the Leader of the Council and the Deputy Leader of the Council in his absence.

- Private meetings to allow informal and open discussion, with internal and external guests invited when required.

- Supported by Governance Support Team with actions recorded for audit purposes.