

Annex B – Oxfordshire Shareholder Committee

Draft Terms of Reference

Purpose

1. The purpose of the Shareholder Committee is to approve and oversee the council's strategic objectives for the council's company and to support the development of the company in line with the council's regulations and ambitions and the constitutional instruments of the company.
2. The Shareholder Committee will provide strategic oversight of the council's company and provide assurance to the cabinet that the company is compliant with the council's constitution, rules and procedures including achieving best value.
3. The Shareholder Committee will take decisions on any matters that are reserved to the council as member or shareholder in the company's Articles of Association or Shareholders Agreement and will receive annual and periodic reports for the company.
4. The Shareholder Committee will not have operational control over the council's company. The day-to-day operation of the company is the responsibility of the Directors. The Shareholder Committee will provide overarching oversight including business case sign off in line with the company constitutional governance. Operational liaison with the council's company will be between the client service of the Council and the Chief Executive Officer/Managing Director of the company.

Membership

5. The Shareholder Committee shall subject to (7) below comprise such of the Cabinet Members as the Cabinet shall determine.
6. The Leader of the Council and Deputy Leader of the Council shall have the right to attend and speak at meetings of the Committee.
7. In the absence of any or all the members referred to in (5) above any Cabinet Member(s) nominated by the Leader of the Council or the Deputy Leader of the Council may act in their place as full voting members of the Committee.

Chair

8. The Committee shall appoint one of its members to act as its Chair, but that member shall not be entitled to cast a second or casting vote.

Quorum

9. The Shareholder Committee quorum will be two voting members.

Competency

10. All members of the Shareholder Committee and Cabinet members attending as reserves must:
- have undertaken mandatory training in the relevant law and procedures which relate to the Committee's work; and
 - undertake further mandatory training, on an ad hoc basis, when there are changes to procedure or relevant legislation that are deemed significant by the relevant Director

Meeting Frequency

11. The Committee will meet at such times as shall be agreed by its members. Any member of the Council shall be entitled to attend and observe any meeting of the Committee.

Decision making

12. Decisions will be taken by a consensus of members present unless any member of the Shareholder Committee requests a vote, in which case a majority decision will be taken with each member present having a single vote.

Attendees

13. The council's Chief Executive, the Executive Director of Resources (Section 151 Officer) and the Monitoring Officer will advise the Shareholder Committee and representatives of the company, including the Company Secretary, shall be invited to all meetings on a non-voting basis.
14. Other members may be invited to attend meetings on a non-voting basis.
15. Meetings will be operated in accordance with the following rules:
- Agendas will be published 5 clear working days in advance of meetings.
 - Members of the public will be able to observe the public parts of meetings and access papers relating to any public business for each company and joint venture
 - Officers on the Council will be able to observe the public parts of meetings and access papers relating to any public business for each company and joint venture but will only be able to attend private parts of meetings and access papers relating to private business where specifically authorised to do so by the Chair or a statutory officer.

Relationship to Scrutiny

16. The Performance and Corporate Services Overview and Scrutiny Committee has the ability to scrutinise the business and decisions of the Shareholder Committee and to make recommendations to the Shareholder Committee. Decisions of the Shareholder Committee will be subject to call in by the Chair of the Scrutiny Committee or any 4 members.