

Terms of Reference

- Aims and Origin** - On 27 July 2020, the Council approved the appointment of directors to enable the incorporation of Rother District Council's local housing company, Rother DC Housing Company Ltd (RDCHC).

The Council has taken advice on the governance of the RDCHC and identified that the RDCHC must remain a separate entity from the Council; adequate governance arrangements are therefore required to ensure that RDCHC remains separate entity from the Council. The relationship between the Council and RDCHC is dictated by the approved Shareholder Agreement and the RDCHC's strategic objectives are provided by its business plan, approved annually by the Shareholder.

The Council has appointed a Shareholder Representative who is the Chief Executive of the Council. The Shareholder Representative has created a Shareholder Representative Oversight Group to ensure the Housing Company's activity is governed effectively by the Shareholder. The aims of the group are:

- To represent the interests of the Shareholder Representative and ensure use of reserved powers, delegated from Council are exercised responsibly and reasonably in consultation with the Cabinet Portfolio Holder for Finance and Performance Management.
- To oversee the company's activity and ensure that RDCHC has enough freedom to achieve its objectives as a non-contracting entity and ensure the Council has enough control to protect its investments in the RDCHC.
- To facilitate the RDCHC in demonstrating openness and transparency to its Shareholder
- To ensure that, when required, investment can be secured by RDCHC from the Shareholder against approved business plans.
- To provide the Shareholder Representative with financial performance and risk information against RDCHC business plan objectives and approved business cases.

- Scope**
- a. Receive and consider from the RDCHC individual business cases for investment,

against the parameters of the approved business plan and make recommendations to the Shareholder Representative to this end.

- b. It is not within the scope of the Shareholder Representative Group to seek to influence the function of the RDCHC Board as it implements and operates its approved business plan and development projects.
- c. Meet regularly with RDCHC to receive and monitor performance reports against approved business plan objectives and individual business cases, to include:
 - Financial performance
 - Risk registers
 - Project timeframes
 - Design briefs
- d. Provide regular performance reports to the Shareholder Representative.
- e. Support the RDCHC to communicate effectively with the Shareholder Representative and advise and guide RDCHC to secure timely decisions from the Shareholder Representative as required.
- f. Members of the Shareholder Representative Group will attend in person each meeting or send named deputies in their absence.

Membership

- Head of Finance
- Director - Place and Climate Change
- Corporate Programme and Projects Officer

Council Lead

- Malcolm Johnston