



Gravesham Borough Council

Rosherville Shareholder Advisory Board – Terms of Reference

1. Overview and Decision-Making

- 1.1** The purpose of the Rosherville Shareholder Advisory Board is to provide oversight of the activities of the council's wholly owned group of companies; Rosherville Limited and its subsidiaries Rosherville Servicing Limited, Rosherville Property Development Limited and Rosherville Repairs & Maintenance Limited.
- 1.2** The Advisory Board will not be a decision-making entity but will be empowered to make recommendations to the Shareholder's Representatives (the Leader of the Executive and Chief Executive) and, if necessary, the Cabinet on issues relating to Rosherville Limited and its subsidiaries and the council's activity associated with this.

2 Membership and Arrangements The Rosherville Shareholder Advisory Board will be constituted as an advisory group to the Leader (it will neither be a committee nor sub-committee). Its task will be to provide advice and assistance to the Shareholder's Representatives (the Leader of the Executive and Chief Executive) and, if necessary, the Cabinet in relation to the activities of Rosherville Limited and its subsidiaries.

2.2 The membership of the Advisory Board will be as follows:

- Councillor Lenny Rolles (Chair) (L)
- Councillor Alison Williams (Vice-Chair) (L)
- Councillor Ektaveen Thandi (L)
- Councillor Samir Jassal (C)
- Councillor Benjamin Sizer (C)

2.3 At least one Director from each of the four Rosherville entities will also be in attendance, as required, at all Advisory Board meetings, along with the Company Secretary.

2.4 The council's Management Team (or officers nominated to act in their place), other officers and Members and external advisors may be invited to attend the Group where it is deemed appropriate based on the nature of the items being discussed at that time.



3 The key tasks for the Rosherville Shareholder Advisory Board The key task of the Rosherville Shareholder Advisory Board will be to provide advice and assistance to Shareholder's Representatives (the Leader of the executive and Chief Executive) and, if necessary, the Cabinet in relation to the Rosherville Group of Companies. Specifically, the Advisory Board will:

- 3.1.1** Maintain oversight of the activities of the Rosherville Group of Companies, including receiving the mid-year report produced by the companies, and provide updates to the Shareholder's Representatives as required.
 - 3.1.2** Receive annual reports and updates on the company delivery against Cabinet approved business plans.
 - 3.1.3** Work with the Directors of the Rosherville Group of Companies to consider any future options for the provision of commercial services through the Rosherville company structure.
- 3.2** The Cabinet will be responsible for decisions relating to council activity in line with the formal Articles of Association in respect of Rosherville Limited and its subsidiaries in accordance with the Council's Constitution.

4 Relationship with other Council Committees

- 4.1** Under the direction of the Leader, the Rosherville Shareholder Advisory Board, as it considers appropriate in accordance with its functions detailed above, may:
- 4.1.1** Report and make formal recommendations to the Leader directly or to the wider Cabinet;
 - 4.1.2** Make reports to and consult the Overview Scrutiny Committee (as deemed necessary);
 - 4.1.3** Make reports to and consult the Finance & Audit Committee, in relation to that Committee's particular functions.

5 Meetings

- 5.1** The Rosherville Shareholder Advisory Board shall meet at least biannually in private, due to the commercial nature of the information being discussed. All information submitted to the Board is confidential and is not to be shared or used publicly.
- 5.2** Any formal decisions made by the Leader or Cabinet will be made publicly available.



- 5.3** At least five clear days before a meeting, members of the Rosherville Shareholder Advisory Board will be notified of the business to be considered at the forthcoming meeting.
- 5.4** The Chair of the Special Cabinet Advisory Committee will chair the Rosherville Shareholder Advisory Board and a Vice Chair will be selected by the Chair from the elected members on the Board.
- 5.5** The quorum for the Rosherville Shareholder Advisory Board will be three members.

6 Rosherville Shareholder Advisory board – Sub-groups

- 6.1** To assist in its functions, the Rosherville Shareholder Advisory Board may, under the direction of the Leader:
 - 6.1.1** Establish and consult standing sub-groups, such as might be required;
 - 6.1.2** Establish and consult ad-hoc task and finish sub-groups in respect of any matter; and
 - 6.1.3** Establish and consult stakeholder groups on any particular aspect of its functions.
- 6.2** A sub-group of the Rosherville Shareholder Advisory Board may contain such co-opted Members, advisors or observers as the Rosherville Shareholder Advisory Board sees fit.