

Shareholder Advisory Group - Terms of Reference

Purpose of the Shareholder Advisory Group

The purpose of the Shareholder Advisory Group (herein referred to as ‘the Group’) is to provide strategic guidance to the directors of *the housing company* (herein referred to as ‘the Company’), including informing the Company of priorities of the shareholder (the council) that are pertinent to the operation and future development of the company.

The Group will review the Company’s business plan at least annually

The meetings of the Group will provide an opportunity for the Company to bring to the shareholder’s attention emerging issues or opportunities for new business ventures.

Membership and meetings of the Shareholder Advisory Group

The Shareholder Advisory Group is an integral part of the governance arrangements for *the housing company*.

The Shareholder Advisory Group will consist of three elected members of Winchester City Council identified by the Leader of the Council.

Ad hoc meetings of the Shareholder Advisory Group can be called at other times by notice in writing from at least two members of the Shareholder Advisory Group.

Meetings of the Group shall be held at the guildhall or any other venue as agreed by the majority of members of the Group.

Members of the Group may invite officers of the council to attend meetings to provide performance updates.

The Shareholder Advisory Group is not a constituted committee of Winchester City Council. There is no requirement to meet in public or publish any notes or minutes.

Members of the Shareholder Advisory Group will treat information shared by the Company as being commercially sensitive and therefore it will not be shared beyond the Group without the permission of the Company’s directors.

A Shareholder Advisory Group Meeting shall be held no less than every quarter. The Board of Directors will report to the Shareholder Advisory Group at each Shareholder Advisory Group Meeting on the following items:

- financial performance in the previous quarter and year-to-date against the annual budget and latest business plan
- performance against agreed key performance indicators
- any matters previously agreed between the Company and the Shareholder
- other matters that arise from time-to-time.

A meeting of the Shareholder Advisory Group shall only be quorate if at least two of the Group's members are present.

Unless otherwise agreed by a majority of members, not less than five business days notice shall be given to each of the members of the Shareholder Advisory Group, and to the Directors of the Company, for a meeting to be held. An agenda will be issued in advance of any meeting indicating the matters to be discussed, together with any relevant papers for discussion and approval.

In addition, the Company will supply the members of the Shareholder Advisory Group with all information and data reasonably requested by the Shareholder Advisory Group to enable it to reach an informed judgment on any matter put before the Group.

The Company will ensure that at least one director shall attend each meeting of the Shareholder Advisory Group who is qualified to address the issues included on the agenda.

The Shareholder Advisory Group shall hold an advisory role to the Shareholder, that is full Council, when it is making decisions on matters reserved for the Shareholder (or the Shareholder Representative if and when deemed appropriate by the Shareholder).

Chairing of each meeting of the Shareholder Advisory Group Meetings shall be determined by the members of the Shareholder Advisory Group present at that meeting.

If a Shareholder Advisory Group member works for, is commissioned by or has any interest in the Company, the member shall declare this fact to the Shareholder Advisory Group immediately.

Review of these Terms of Reference

The Terms of Reference will be reviewed by the Shareholder Advisory Group and the Company's representatives on an annual basis.

Amendments may be agreed by the Shareholder Advisory Group and the Company Representatives, so long as no amendment contradicts the Shareholder

agreement. Amendments to the Shareholder Agreement may be determined by the shareholder, that is, through a meeting of the Council.