

## **COMPANY SCRUTINY PANEL – DRAFT TERMS OF REFERENCE**

### **1. Purpose of the Housing Property Management Company Scrutiny Panel**

- 1.1. The purpose of the Housing Property Management Company Scrutiny Panel (the Panel) is to provide strategic guidance to the directors of 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.
- 1.2. The Panel will review the Company's business plan at least annually and advise Cabinet of its views
- 1.3. The meetings of the Panel will provide an opportunity for the Company to bring to the Shareholder's attention emerging issues or perhaps opportunities for new business ventures.

### **2. Membership and meetings of the Company Scrutiny Panel**

- 2.1. The Panel is an integral part of the governance arrangements for the Company.
  - 2.2. The Panel will comprise four members of Hart District Council's Overview and Scrutiny Committee.
  - 2.3. Members of the Panel may invite officers of the Council to attend meetings to provide performance updates.
  - 2.4. The Panel is not a constituted committee of Hart District Council. There is no requirement to meet in public or to make public any notes or minutes.
  - 2.5. Members of the Panel will treat information shared by the Company as being commercially sensitive and therefore it will not be shared beyond the Panel without the permission of the Company's directors.
  - 2.6. A Panel meeting will be held no less than twice a year. The Board of Directors will report to the Panel at each Panel 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.
  - 2.7. A meeting of the Panel will only be quorate if at least two Panel members and at least one Director are present.
  - 2.8. Unless otherwise agreed by a majority of members, not less than five clear working days' notice shall be given to each of the members of the Panel, and to
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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.

- 2.9. In addition, the Company will supply the members of the Panel with all information and data reasonably requested by the Panel to enable it to reach an informed judgment on any matter put before it.
- 2.10. The Panel will hold an advisory role to the Shareholder, that is full Cabinet, when it is making decisions on matters reserved for the Shareholder (or the Shareholder Representative if and when deemed appropriate by the Shareholder).
- 2.11. Chairing of each meeting of the Panel will be determined by the members of the Panel present at that meeting.
- 2.12. If a Panel member works for, is commissioned by or has any interest in the Company, the member shall declare this to the Panel immediately.

### **3. Review of these Terms of Reference**

- 3.1. The Terms of Reference will be reviewed by the Panel and the Company's representatives on an annual basis.
  - 3.2. Amendments may be agreed by the Panel (in consultation with Overview and Scrutiny Committee) and the Company representatives, so long as no amendment contradicts the Shareholder Agreement.
  - 3.3. Amendments to the Shareholder Agreement may be determined by the Shareholder, that is, through a meeting of Cabinet.
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