

**D. OTHER COMMITTEES/JOINT COMMITTEES/OTHER  
PARTNERSHIP BODIES**

**EAST CAMBRIDGESHIRE TRADING COMPANIES SHAREHOLDER  
COMMITTEE**

**ANGLIA REVENUES PARTNERSHIP JOINT COMMITTEE**

## **EAST CAMBRIDGESHIRE TRADING COMPANIES SHAREHOLDER COMMITTEE**

### **1.0 CONSTITUTION**

1.1 The East Cambridgeshire Trading Companies Shareholder Committee shall comprise of 7 members of Council who shall be appointed by Full Council. Its quorum is 3. Directors of the Trading Companies may not be Members or Substitute Members of the Shareholder Committee.

1.2 In accordance with the Shareholder Agreement for the Trading Companies:

- a Shareholder Committee Meeting shall be held no less than 4 times per annum;
- the Chairman of the Shareholder Committee may call an extraordinary committee:
  - on giving not less than 6 Business Days notice; and
  - the Chairman and Managing Director will be required to attend. If they are unable to attend, a Board Director will attend in their place;
- the Trading Companies shall ensure that at least one representative shall attend each meeting of the Shareholder Committee who shall be a Director and qualified to address the issues on the agenda for the meeting.

### **2.0 OBJECTIVES**

2.1 To scrutinise the East Cambridgeshire Trading Companies.

### **3.0 TERMS OF REFERENCE**

3.1 To act as the Shareholder Committee for the purposes of the scrutiny of the Trading Companies and, in particular, to consider/review and make recommendations to Full Council, where relevant, on:

- the appointment of the Chairman of the Board and best practice policies in relation to such an appointment;
- the constitution of the Board of Directors;
- the Business Plans and each annual Business Plan;
- the financial performance of the Trading Companies;
- how Council should exercise the functions flowing from its ownership of shares.

3.2 In order to discharge the functions in paragraph 3.1 above, to receive a report from the Board of Directors of each Trading Company quarterly which shall provide all information reasonably required for the Shareholder Committee to conduct an effective review of the following items:

- 3.2.1 strategic risk assessment;
- 3.2.2 progress against the Business Plan;
- 3.2.3 summary management accounts and key financial metrics, including financial projections and variations.

For the avoidance of doubt, the list of items in paragraph 3.2 is not exhaustive.

3.3 To comment and make recommendations, as appropriate, on the matters as set out in the Shareholders' Agreement for the particular Trading Company that are reserved for decision by Full Council.

3.4 To host an annual Members Seminar update on the Trading Companies for all Members of the Council.

#### **4.0 Delegation to East Cambridgeshire Trading Companies Shareholder Committee**

4.1 Subject to the provisions of the Council's Constitution, the Committee has delegated authority to act on behalf of the Council in relation to the above, unless:

- reserved to Council; or
- delegated to officers under these or the other Committee terms of reference.

#### **5.0 Delegation to Officers**

5.1 The Monitoring Officer or appropriate Service Lead, are authorised to act in relation to any matter of immediate urgency, which must be dealt with before the next meeting of the Committee provided:

- the Chairman or Vice-Chairman of the Committee is consulted prior to the delegated decisions being made;
- the appropriate Service Delivery Champion is consulted prior to the delegated decisions being made;
- spokespersons of minority groups are notified immediately of any action taken under this delegated power;
- action taken is reported to the next Committee; and
- it excludes any decision, which is by law expressly vested in the Council.

5.2 There shall be delegated to the Monitoring Officer or appropriate Service Lead, the exercise of any power or function of the Council in routine matters related to the implementation of agreed Strategies, Policies and programmes, falling within established policies and procedures and within existing budgets.  
For the avoidance of doubt this delegation shall include the power to authorise others to exercise such powers.

This delegation shall not be taken to include any matter reserved to Full Council.

5.3 There are further delegated to the officers indicated below the exercise of any power or function of the Council relating to the matters set out below (whether Policy approval, monitoring or operational matters have been delegated to a Sub-Committee or not) under the Listed Acts or any amendment, modification or re-enactment of those Acts, or Regulations/Orders made under those Acts:


**Appendix****MEMORANDUM OF UNDERSTANDING****THE SHAREHOLDER INTEREST**

The Shareholder Committee recognises its duty to full Council, as the representative of the sole shareholder, to monitor the performance, resilience and risks of the Council's Trading Companies and make recommendations, where appropriate.

The Shareholder Committee, acting as a "critical friend", wants to work in partnership with the Council's trading companies on a proactive basis to ensure their success, specifically:

- Focus and provide effective feedback on the key strategic risks affecting the effectiveness and efficiency of the Council's trading companies;
- Promote an understanding of the Council's trading companies to the membership of the Council and the wider community;
- Learn the lessons from completed projects and make appropriate recommendations.

The Shareholder Committee recognises that:

- The efficient and effective working of the Council's trading companies are essential to the achievement of the Council's corporate objectives;
- The trading companies are central to the achievement of the Council's medium term financial strategy and its long term financial sustainability and self-sufficiency;
- The operational independence and integrity of the Council's trading companies are essential to their effective working and profitability.

## **ANGLIA REVENUES PARTNERSHIP**

### **2015 JOINT COMMITTEE CONSTITUTION**

#### **1. Membership**

- 1.1 Each of the Seven Councils (i.e. Breckland District Council, Forest Heath District Council, East Cambridgeshire District Council, St Edmundsbury Borough Council, Fenland District Council, Waveney District Council and Suffolk Coastal District Council) shall appoint ~~two~~ one<sup>1</sup> of its members for the time being to be members of the 2015 Joint Committee. In addition each of the Seven Councils shall appoint two Substitutes, who may attend meetings of the 2015 Committee in the absence of the Council's JC Member.
- 1.2 Each Joint Committee Member shall remain in office until removed or replaced by his or her appointing Council or until ceasing to be a member of his or her appointing Council (or of the executive if Regulation 12(1) OF THE 2000 Regulations is applicable to his or her appointment).
- 1.3 Each of the Seven Councils may remove and replace its members at any time by giving notice of such removal or replacement to the 2015 Joint Committee by sending such notice to the Secretary within Seven days of effecting such removal or replacement.
- 1.4 The proceedings of the 2015 Joint Committee shall not be invalidated by any vacancy or by any defect or purported defect in the appointment of any Joint Committee Members.

#### **2. Meetings of the 2015 Joint Committee**

- 2.1 Meetings shall be open to the public in accordance with the requirements of the Local Government Act 1972 and Part 1 of Schedule 12 of the Local Government Act 1972 shall apply to meetings of the 2015 Joint Committee.
- 2.2 Meetings of the 2015 Joint Committee shall normally be held once each quarter, subject to the need exceptionally to call additional meetings.
- 2.3 One of the meetings of the 2015 Joint Committee shall be held during May or June of each calendar year and shall be the annual meeting of the 2015 Joint Committee at which the election of the Chairman and Vice-Chairman of the 2015 Joint Committee shall take place together with such other business as may be appropriate in the opinion of the outgoing Chairman.
- 2.4 The Chairman shall decide the venue, date and time of all meetings of the 2015 Joint Committee. Wherever practicable, at least ten days notice of such meetings shall be given to each Joint Committee Member, the Secretary, Treasurer, Monitoring Officer and to each of the Seven Councils.
- 2.5 Any Joint Committee may requisition a meeting of the 2015 Joint Committee by giving notice of such requisition to the Chairman and to the Secretary. Immediately upon receipt of such requisition, the Chairman shall call a meeting of the 2015 Joint Committee in accordance with paragraph 2.4.

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<sup>1</sup> Agreed at ARP Joint Committee meeting on 17 September 2015 to "move to a single Member and two Substitutes per authority" to create 'one council one vote'.

- 2.6 The Standing Orders applicable to council meetings of Breckland shall apply to meetings of the 2015 Joint Committee except in so far as the 2015 Joint Committee may agree amendments thereto or may adopt its own standing orders.

### **3. Quorum**

- 3.1 No business may be transacted at a meeting of the 2015 Joint Committee unless a quorum is present. The quorum for a meeting shall be Seven Joint Committee Members present in person, one of whom must be a JC Member from Breckland Council, one JC Member from Forest Heath District Council and one JC Member from East Cambridgeshire District Council, one JC Member from St Edmundsbury Borough Council and one JC Member from Fenland District Council.
- 3.2 If a quorum is not present within 15 minutes of the time set for the commencement of a meeting of the 2015 Joint Committee (or a quorum ceases to be present during a meeting) the meeting shall be adjourned to the same date time and venue seven days later or to such other date time and venue as the Chairman (or other person who is chairing the meeting) shall determine.

### **4. Chairman and Vice-Chairman**

- 4.1 The Chairman and Vice-Chairman shall be elected at each annual meeting and shall hold office for the next ensuing year.
- 4.2 The person eligible to be elected as Chairman shall not be the appointees of a Council whose appointee held that position in either of the two previous years.
- 4.3 The persons eligible to be elected as Vice-Chairman shall not be the appointees of a Council whose appointee held that position in the previous year.
- 4.4 The Chairman and Vice-Chairman shall not be appointees of the same Council.
- 4.5 The Chairman or Vice-Chairman may be removed by a majority vote of all Joint Committee Members present at a meeting of the 2015 Joint Committee subject to the Chairman or the Vice-Chairman being given the opportunity to address the meeting before the vote is taken to put his or her case why he or she should not be removed.
- 4.6 If the Chairman or the Vice-Chairman is removed by a vote of the 2015 Joint Committee or resigns or is otherwise unable to continue as Chairman or Vice-Chairman he or she may be replaced by the election of a Joint Committee Member as Chairman or Vice-Chairman as the case may be who is the appointee of the same Council as the outgoing Chairman or Vice-Chairman.
- 4.7 The Chairman shall preside at all meetings of the 2015 Joint Committee. If the Chairman is not present within five minutes of the time for the commencement of a meeting, or being present does not wish to preside, or is unable to do so, then the Vice-Chairman shall preside at that meeting. If (in the event of the absence or non-availability of the Chairman) the Vice-Chairman is not present within five minutes of the time for the commencement of the meeting or does not wish to preside or is unable to do so, the meeting shall point a Joint Committee Member to chair the meeting.
- 4.8 In the event of an equality of votes the person chairing a meeting of the 2015 Joint Committee shall have a second or casting vote.

## **5. Sub-Committees**

- 5.1 The 2015 Joint Committee may appoint one or more sub-committees of the Committee (in accordance with Regulation 11(4) of the 2000 Regulations\*) as it may consider to be required and to delegate specific functions to such sub-committees.
- 5.2 Any sub-committee shall comprise a majority of Joint Committee Members (one of whom shall chair the sub-committee) but may include non-Joint Committee Members or officers of the Committee or of the ARP.
- 5.3 The Committee shall determine terms of reference of each sub-committee, the term of office of each sub-committee member and the quorum for meetings of each sub-committee and the financial limits within which it shall operate.

## **6. Officers**

### **6.1 Secretary**

- 6.1.1 The Secretary of the 2015 Joint Committee shall be the officer for the time being designated by the 2015 Committee. The Secretary shall be responsible for the recording of the minutes of all meetings of the 2015 Joint Committee and for the circulation of draft minutes to each Joint Committee Member within five days of each meeting and responsible for the sending out of all notices and agendas of meetings. Minutes and records of the meetings of the 2015 Joint Committee shall be maintained by the Secretary in accordance with the requirements of the Local Government Act 1972.

### **6.2 Treasurer**

- 6.2.1 The Treasurer of the 2015 Joint Committee shall be appointed by the 2015 Joint Committee at each annual meeting for the next ensuing year from the Seven Councils. The Treasurer shall be the Chief Financial Officer of the 2015 Joint Committee and shall perform the functions of the relevant officer responsible for the administration of the financial affairs of the 2015 Joint Committee under Section 151 of the Local Government Act 1972, Part VII of the Local Government Finance Act 1988 and the Local Government (Accounts and Audit) Regulations 2003.
- 6.2.2 The Treasurer shall also perform the role of the accounting officer in respect of all funds held on account for or paid to the Seven Councils or any of them by Her Majesty's Government or the European Union for any purposes of the 2015 Joint Committee Functions and to make or provide all appropriate banking and accounting arrangements and services required for the due and proper receipt, holding and application of such funds in accordance with the requirements of Her Majesty's Government and in accordance with best practice.

### **6.3 Monitoring Officer**

- 6.3.1 The 2015 Joint Committee shall at each meeting appoint Monitoring Officer for next ensuing year from the Seven Councils. The Monitoring Officer appointed for the purposes of Section 5 of the Local Government and Housing Act 1989 shall act as the Monitoring Officer in respect of all actions and decisions of the 2015 Joint Committee in accordance with the provisions of the said Section 5.

### **6.4 Legal Advice**

- 6.4.1 Legal advice and services as detailed in Schedule 5 of this Agreement should be sought from the Monitoring Officer for the time being of the 2015 Joint Committee or and where the Operational Board considers it appropriate, on the advice of the

Monitoring Officer, from external legal sources on specialist matters, or in the event that a conflict of interest may arise or has arisen. Where the use of legal advice and services from an external source is required, the 2015 Joint Committee shall be required to approve the use of such external legal sources and their proposed fees for providing such legal advice and services. The precise manner in which such advice and services will be provided shall be the subject of a separate agreement between the Seven Councils.

#### 6.5 **Operational Board**

- 6.5.1 The 2015 Joint Committee shall establish a working group of ARP senior staff to be known as the Operational Board.
- 6.5.2 The members of the Operation Board shall comprise the head of ARP and such other officers of the 2015 Joint Committee or of the ARP as the 2015 Joint Committee may decide.
- 6.5.3 The responsibilities of the Operational Board shall be to:
  - 6.5.4 Manage the performance of the JC services so as to ensure, so far as is possible and practicable, ensure the delivery of such services in accordance with the delivery plan approved by the 2015 Joint Committee and the progress and performance targets set by the 2015 Joint Committee.
  - 6.5.5 To report to the 2015 Joint Committee meetings on the progress and performance of the services provided by the ARP in connection with the performance of 2015 Joint Committee Functions against the delivery plan and targets set by the 2015 Joint Committee.
  - 6.5.6 Strive to ensure that the services provided by the ARP are delivered equitably between the Seven Councils, so far as may be practicable.
  - 6.5.7 Prepare and submit to the 2015 Joint Committee for its approval on or before 30<sup>th</sup> November in each year an annual business plan, annual budget and annual delivery plan for the next Financial Year.
  - 6.5.8 To report to the 2015 Joint Committee on the income and expenditure of the ARP against the approved budget.
  - 6.5.9 To seek to ensure so far as is practicable that the 2015 Joint Committee Functions are performed within the budget approved by the 2015 Joint Committee and to notify the Joint Committee of any material divergence from the annual budget and the reasons therefore.
  - 6.5.10 To recommend to the 2015 Joint Committee the resources required to perform the 2015 Joint Committee Functions to the requisite performance standards and any changes required in such resources to maintain such performance standards.
  - 6.5.11 Make appropriate recommendations to the 2015 Joint Committee on any matter of relevance to the business of the 2015 Joint Committee and of the ARP.