

# **Cherwell District Council**

## **Shareholder Committee**

**12 October 2023**

### **Shareholders' Agreement (Graven Hill Companies)**

#### **Appointment of Non-executive Directors**

#### **Report of Steve Hinds, Shareholder Representative**

This report is public

#### **Purpose of report**

To appoint three new non-executive directors to replace the Council appointed non-executive directors on the GHVDC Board.

#### **1.0 Recommendations**

The **Shareholder Committee** is recommended:

- 1.1 To approve the appointment of Non Executive Director Terry Fuller, Elizabeth Rappaport and David Gelling for the Graven Hill companies, subject to appropriate checks being completed.

#### **2.0 Report Details**

- 2.1 At the Shareholder Committee Meeting on the 26<sup>th</sup> April, it was recommended that the Council replace the current Councillor NEDs and Officer NED position with THREE independent NEDs (totalling FOUR independent NEDs) in consultation with the Shareholder Committee following competency based assessment and recruitment process and that the Shareholder Committee delegate to the Shareholder Representative to finalise the Job Description for the NED roles and commence a recruitment programme, with final interviews being held with the Shareholder Committee.
- 2.2 The Council partnered with Berwick Partners to undertake the recruitment process, which was a national recruitment exercise. The exercise lasted for seven weeks over the summer, in which a significant number of applications were received. As part of the short-listing process, this was reduced to 13 high-calibre applicants who would be requested for interview.
- 2.3 Interviews were held on the 25<sup>th</sup> and 29<sup>th</sup> September, with an interview panel comprising of:  
Councillor Barry Wood (Chair of the Shareholder Committee)

Councillor Adam Nell  
Sue Smith (Independent Chair of GHVDC Board)  
Stephen Hinds (Shareholder Representative)  
Marek Dobrowolski (Berwick Partners)

It should be noted that the voting rights only applied to the Councillors on the panel, and the other members of the Shareholder Committee were unable to attend on both days.

- 2.4 Interviewees were scored and assessed against a skills matrix, enabling a objective measuring system against the requirements for the role.
- 2.5 The panel looked at the balance of skills and experience against the matrix and recommend that GHVDC appoint the following as independent non-executive directors:

Terry Fuller – over 13 years' experience as a director for both the HCA and Homes England and a former MD for Taylor Wimpey, with board roles including Chair of the Garden Towns and Village Board for MHCLG and Chair of Countryside Maritime JV.

David Gelling – Managing Director for This Land, creating a portfolio of 25 residential schemes in Cambs and Essex, Working with NE Lincs to regenerate Grimsby and working with the MoD providing strategic advice on the development of 130,000 homes

Elizabeth Rappaport – significantly experience working with Homes England and the Urban Land Institute, developing policy and leading on £3bn per annum in the housing and regen sector.

## **4.0 Conclusion and Reasons for Recommendations**

- 4.1 Through agreeing the recommendations in this report the Council is properly exercising its governance responsibilities and complying with best practice.

## **5.0 Consultation**

- 5.1 The recommendations in this report have been discussed between the Shareholder Representative, the Council's Monitoring Officer and the Shareholder Committee Members.

## **6.0 Alternative Options and Reasons for Rejection**

- 6.1 The following alternative options have been identified and rejected for the reasons as set out below.
- 6.2 None applicable.

## **7.0 Implications**

### **Financial and Resource Implications**

- 7.1 The recruitment costs of the NEDs have already been paid for by the Council. The ongoing salary costs of the NEDs will be paid for through Graven Hill budgets.

Comments checked by:

Michael Furness, S.151 Officer & AD – Finance. Telephone: 01295 2216845, Email: [Michael.furness@cherwell-dc.gov.uk](mailto:Michael.furness@cherwell-dc.gov.uk)

### **Legal Implications**

- 7.2 The recommendations in this report are in line with best practice and seeks to strengthen the board.

Comments checked by:

Shiraz Sheikh, Monitoring Officer & AD – Law & Governance. Telephone: 01295 227981, Email: [Shiraz.Sheikh@cherwell-dc.gov.uk](mailto:Shiraz.Sheikh@cherwell-dc.gov.uk)

### **Risk Implications**

- 7.3 There are no risk implications arising from this report. However, there is a risk to good governance for Companies that do not have the required levels of support in non-executive director posts, therefore it is imperative that vacancies are filled in an expedient fashion; this and any further local operational risks will be managed within the service area, and any strategic risks arising will be managed corporately.

Comments checked by:

Celia Prado-Teeling, Performance and Insight Team Leader. Telephone: 01295 221556, Email: [Celia.Prado-Teeling@cherwell-dc.gov.uk](mailto:Celia.Prado-Teeling@cherwell-dc.gov.uk)

### **Equalities and Inclusion Implications**

- 7.4 There are no equalities and inclusion implications arising from this report.

Comments checked by:

Celia Prado-Teeling, Performance and Insight Team Leader. Telephone: 01295 221556, Email: [Celia.Prado-Teeling@cherwell-dc.gov.uk](mailto:Celia.Prado-Teeling@cherwell-dc.gov.uk)

### **Sustainability Implications**

- 7.5 There are no sustainability implications arising from this report.

Comments checked by:

Jo Miskin, Climate Action Manager. Telephone: 07900227103, Email: [Jo.miskin@cherwell-dc.gov.uk](mailto:Jo.miskin@cherwell-dc.gov.uk)

## **8.0 Decision Information**

**Key Decision** (Executive reports only; state N/A if not Executive report)

**Financial Threshold Met:** N/A

**Community Impact Threshold Met:** N/A

**Wards Affected**

Bicester Wards

**Links to Corporate Plan and Policy Framework**

Business Plan – *Housing that meets your needs*

**Lead Councillor**

Not Applicable

**Document Information**

**Appendix number and title**

None

**Background papers**

None

**Report Author and contact details**

Stephen Hinds  
Shareholder Representative

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