

This report is public	
Appointment of Independent Non-Executive Directors to Graven Hill Companies	
Committee	Shareholder Committee
Date of Committee	18 September 2025
Portfolio Holder presenting the report	Leader of the Council, Councillor David Hingley
Date Portfolio Holder agreed report	8 September 2025
Report of	Shareholder Representative

Purpose of report

To appoint two new Independent Non-Executive Directors to the Graven Hill Village Development Company Board.

1. Recommendations

The Shareholder Committee resolves:

- 1.1 To approve the appointment of Rachael Sherratt and Emma Grant as Non-Executive Directors for the Graven Hill companies, subject to appropriate checks being completed.
- 1.2 To notify Graven Hill Board of the decision for company ratification.

2. Executive Summary

- 2.1 In light of the departure of two Non-Executive Directors in spring 2025, a recruitment process was carried out to fill these roles. The recruitment process and recommended appointees are set out in this report.

Implications & Impact Assessments

Implications	Commentary
Finance	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. Michael Furness, S.151 Officer & Assistant Director Finance, 10 September 2025

Legal	The recommendations in this report are in line with best practice and seeks to strengthen the board. Shiraz Sheikh, Monitoring Officer & Assistant Director Law and Governance, 10 September 2025			
Risk Management	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. Celia Prado-Teeling, Performance Team Leader, 10 September 2025			
Impact Assessments	Positive	Neutral	Negative	Commentary
Equality Impact				N/A
A Are there any aspects of the proposed decision, including how it is delivered or accessed, that could impact on inequality?				N/A
B Will the proposed decision have an impact upon the lives of people with protected characteristics, including employees and service users?				N/A
Climate & Environmental Impact				N/A
ICT & Digital Impact				N/A
Data Impact				N/A
Procurement & subsidy				N/A
Council Priorities	N/A			
Human Resources	N/A			
Property	N/A			
Consultation & Engagement	The recommendations in this report have been discussed between the Shareholder Representative, the Council's Monitoring Officer			

	and the Shareholder Committee Members.
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Supporting Information

3. Background

- 3.1 The Shareholder Agreement between Cherwell District Council (CDC) and Graven Hill Village Holdings Limited and Graven Hill Village Development Company Limited (GHVDC) sets out that Director appointments and removals shall be determined by the Shareholder giving notice in writing to the Company to facilitate the relevant filings with Companies House. The appointment or removal takes effect on the date on which the notice is received by the Company or, if a later date is given in the notice, on that date.
- 3.2 Independent Non-executive Director (INED) is an individual who is a member of the board of directors who does not have a material or pecuniary relationship with the company or related persons and is neither employed by, or an elected member of, the Council. The INED's role is to provide independent oversight and constructive challenge to the executive directors.

4. Details

- 4.1 The Council partnered with Berwick Partners to undertake the recruitment process, which was a national recruitment exercise. The exercise took place over the summer.
- 4.2 Interviews were held on Monday 14 July, with an interview panel comprising of:
- Councillor David Hingley (Chair of the Shareholder Committee)
Councillor Lesley McLean (Vice-Chair of the Shareholder Committee)
Terry Fuller (Independent Chair of Graven Hill Village Development Company Board)
Shiraz Sheikh (CDC Monitoring Officer & Assistant Director Law & Governance)
Michael Furness (CDC S151 Officer & Assistant Director Finance)
Marek Dobrowolski (Berwick Partners)
- 4.3 It should be noted that the voting rights only applied to the Councillors on the panel.
- 4.4 Interviewees were scored and assessed against a skills matrix, enabling an objective measuring system against the requirements for the role.
- 4.5 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:
- Rachael Sherratt – Rachael is currently Sustainable Business Transformation Director at The Crown Estate, where she leads strategic initiatives focused on

housing, regeneration, and sustainability. Her career spans senior roles in real estate, including at JLL, with a particular emphasis on place-based development and impact-led investment.

Rachael has a strong track record of aligning commercial delivery with social value, and is adept at navigating complex stakeholder environments. Rachael has contributed to national conversations on sustainable urban development and brings a nuanced understanding of how public-private partnerships can unlock long-term value. Her experience includes leading transformation programmes that integrate ESG principles into core business strategy, and she is known for her collaborative leadership style and strategic foresight.

Emma Grant – Emma is the Founder and Strategic Communications Advisor at Henbe Communications, with a background in senior advisory roles across housing, regeneration, and stakeholder engagement. She has worked extensively with local authorities and development companies, offering insight into public sector communications and governance.

Emma's experience includes advising on strategic messaging and reputation management for complex regeneration programmes, and she is particularly skilled at translating technical and policy-driven content into accessible narratives for diverse audiences. Her work has supported the delivery of high-profile development schemes, and she is valued for her ability to build trust and consensus across stakeholder groups.

5. Alternative Options and Reasons for Rejection

- 5.1 The following alternative options have been identified and rejected for the reasons as set out below.

Option 1: There are no alternative options. A robust recruitment process has been followed resulting in the recommended appointments.

6 Conclusion and Reasons for Recommendations

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

Decision Information

Key Decision	No
Subject to Call in	Yes
If not, why not subject to call in	N/A
Ward(s) Affected	N/A

Document Information

Appendices	
Appendix 1	None
Background Papers	None
Reference Papers	None
Report Author	Stephen Hinds, Shareholder Representative
Report Author contact details	Stephen.hinds@cherwell-dc.gov.uk
Corporate Director Approval (unless Corporate Director or Statutory Officer report)	N/A Corporate Director report