

This report public	
Graven Hill Village Development Company – Appointment of Chair	
Committee	Shareholder Committee
Date of Committee	12 March 2025
Portfolio Holder presenting the report	Leader of the Council, Councillor David Hingley
Date Portfolio Holder agreed report	28 February 2025
Report of	Stephen Hinds, Corporate Director of Resources and Transformation (Shareholder Representative)

Purpose of report

This report seeks Members' approval to appoint the new chair of Graven Hill Village Development Company.

1. Recommendations

The **Shareholder Committee** is recommended to:

- 1.1 To agree to the appointment of Terry Fuller as the Chair of Graven Hill Village Development Company.
- 1.2 To formally thank the outgoing Chair, Sue Smith, for her eight years as Chair of the Company.
- 1.3 To agree that upon appointment as Chair, Terry Fuller will be appointed as a statutory director to all management companies, Sue Smith will be removed as director, and the Companies should be instructed to make all necessary filings with Companies House.

2. Executive Summary

- 2.1 Sue Smith, who has chaired Graven Hill Village Development Company (GHVDC) since March 2017, will complete her final term on 8 March 2025. In light of this, the Council engaged Berwick Partners to lead a recruitment process designed to ensure a smooth leadership transition. The initial phase focused on inviting expressions of interest from the independent Non-Executive Directors (iNEDs) appointed in 2023, with the option to open external recruitment if no suitable internal candidate was identified.
- 2.2 The advertised timeline included an internal posting at the end of November 2024, shortlisting in December 2024, and virtual interviews on 10 January 2025 (necessitated by severe weather conditions). The interview panel comprised the Chair and Vice Chair of the Shareholder Committee, the Shareholder Representative, and an independent panel member from Berwick Partners. After comprehensive scoring and assessment against the defined Chair role specification, Terry Fuller was unanimously selected as the successful candidate.

- 2.3 Terry Fuller brings extensive experience in the UK property and housing sector, having held senior positions in both the public and private spheres, including roles at Homes England and Taylor Wimpey. His focus on strategic leadership, development, investment, and regeneration, along with a reputation for delivering innovative housing solutions and forging effective partnerships, makes him well-suited to guide GHVDC in its next phase of growth. Berwick Partners concluded due diligence checks, and the Council has extended a formal offer to Terry Fuller to become the new Chair of GHVDC, commencing following Sue Smith's departure in March 2025.
- 2.4 The Chair of the Graven Hill Village Development Company, in addition to being a statutory director of that Company, is also appointed as a statutory director of the various management companies limited by Guarantee, which are necessary for the effective operation of estate and building management for the development as listed in the attached **Appendix 1**.

Implications & Impact Assessments

Implications	Commentary			
Finance	<p>The recruitment costs of the Chair have already been paid for by the Council. The ongoing salary costs of the Chair will be paid for through Graven Hill budgets.</p> <p>Michael Furness, Assistant Director of Finance (S151 Officer), 21st February 2025</p>			
Legal	<p>The recommendations in this report are in line with best practice and seeks to strengthen the board.</p> <p>Denzil Turbervill, Head of Law and Governance 20th February 2025</p>			
Risk Management	<p>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 the Chair post. Therefore, it is imperative that vacancies are filled expediently; this and any further local operational risks will be managed within the service area, and any strategic risks arising will be managed corporately.</p> <p>Celia Prado-Teeling, Performance Team Leader, 26th February 2025</p>			
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				N/A

could impact on inequality?				
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	Business Plan <ul style="list-style-type: none"> • <i>Housing that meets your needs</i> • <i>An enterprising economy with strong and vibrant local centres</i> • <i>Supporting environmental sustainability</i> • <i>Healthy, resilient, and engaged communities</i> 			
Human Resources	N/A			
Property	N/A			
Consultation & Engagement	N/A			

Supporting Information

3. Background

- 3.1 The current Chair for Graven Hill Village Development Company, Sue Smith, has been Chair of GHVDC since March 2017, during which time she has provided exemplary leadership and guidance. However, her final term is set to conclude on 8th March 2025, and in anticipation of this date, it is necessary for the Council to initiate a recruitment process for a new Chair. Ensuring a smooth transition of leadership will be critical to maintaining the organisation's momentum and continued success beyond Sue's tenure.

- 3.2 The Council wishes to formally thank Sue Smith for her commitment and expertise, which have been instrumental in establishing and delivering Graven Hill's success. The Council is grateful for her dedication to this pioneering development.

4. Details

- 4.1 The final term for the current Chair of Graven Hill Village Development Company, Sue Smith, ends on the 8th of March 2025.
- 4.2 The Council partnered with Berwick Partners to undertake the recruitment process. The recommended approach was to initially open invitations for applications for the chair "internally" in the first instance to the independent Non-Executive Directors (iNED) appointed in 2023. This approach follows industry best practice, and was supported by industry specialists at Berwick Partners, the Chief Executive, the Corporate Director of Resources and Transformation (Shareholder Rep), the Chair of the Shareholder Committee, the existing Chair, the SID (non-exec director on the company board) and the Deputy Monitoring Officer.
- 4.3 If the initial process identified no successful candidate, the recruitment would move to the external market (in addition to recruiting an additional iNED). Also note that if the exercise was successful, the following recruitment would be carried out for two new iNEDs.
- 4.4 The process for recruiting the Chair was as follows.
- Advertise internally for the chair w/c 25th November 2024
 - Close and shortlist w/c 9th December 2024
 - Interview 2025 January 10th

The application would be via a covering letter outlining the candidate's suitability for the role and what they would bring as the new Chair of GHVDC. The applications would be reviewed against the job description and person specification for the Chair, and a shortlist would be drawn from this.

- 4.5 As part of the recruitment process, Berwick Partners carried out due diligence checks on shortlisted candidates, including the ability to ensure there were no conflicts of interest or any matters that may cause concern to both the Council and the company.
- 4.6 The Interview Panel comprised of the Chair of the Shareholder Committee, Vice Chair of the Shareholder Committee, the Shareholder Representative and an independent panel member from Berwick Partners.
- 4.7 The interviews were held via teams (due to severe weather conditions being experienced across the country) on Friday, 10th January 2025, with the panel comprising of:
- Councillor David Hingley
 - Councillor Lesley Mclean
 - Stephen Hinds (Shareholder Representative)
 - Marek Dobrowolski (Berwick Partners)

It should be noted that voting rights only applied to the Councillors on the panel.

- 4.8 Interviewees were scored and assessed against a question pack based on the job description and person specification, enabling an objective measuring system against the role's requirements.
- 4.9 Upon completing the interviews, the panel reconvened to assess the interviews, scoring and discuss their findings. The panel identified a successful candidate from this process.
- 4.10 The successful candidate the Council recommends as the new Chair of GHVDC is Terry Fuller.
- 4.11 Terry has been on the Graven Hill board as an independent NED for over a year. Terry Fuller is a seasoned professional within the UK property and housing sector, known for his strategic leadership and deep expertise in development, investment, and regeneration. With a career spanning several decades, he has worked across both public and private organisations, honing his skills in managing large-scale housing projects and collaborating with diverse stakeholders. Before his role at Homes England (formerly the Homes and Communities Agency), Fuller held senior positions in property development. He was a former MD for Taylor Wimpey, where he focused on delivering innovative housing solutions and driving sustainable growth in urban areas. His tenure at Homes England saw him playing a key role in formulating policies and initiatives to boost housing supply, improve affordability, and foster partnerships between government, local authorities, and private developers. Throughout his career, Fuller's emphasis on long-term, community-focused strategies has earned him recognition for successfully steering complex redevelopment projects and contributing to the national agenda of increasing the volume and quality of housing. His collaborative leadership style, combined with a strong track record in securing funding and negotiating partnerships, has positioned him as a respected figure in shaping the UK's housing landscape, including board Chair of the Garden Towns and Village Board for MHCLG and Chair of Countryside Maritime JV.
- 4.12 An offer was made to Terry Fuller, following Berwick Partners undertaking candidate referencing and due diligence checks. Berwick also fed back to the unsuccessful candidate.
- 4.14 The term of the Chair follows best practice and is for a maximum period of 2x3 year terms.
- 4.13 For information purposes, the intervening period between 8 March and 13 March (between the end of the previous Chair's term and the commencement of the new Chair) will be covered by the vice Chair (current SID of the GHVDC Board) should the need arise. During this intervening period, the company Board remains quorate.

5. Alternative Options and Reasons for Rejection

- 5.1 None

6 Conclusion and Reasons for Recommendations

- 6.1 By agreeing to the recommendations in this report, the Council is ensuring continued oversight of the governance and strategic direction of the delivery of the Graven Hill Village development on behalf of the local communities.

Decision Information

Key Decision	N/A
Subject to Call in	Yes
If not, why not subject to call in	N/A
Ward(s) Affected	All

Document Information

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