

# **Millstream Property Investments Ltd: Shareholder Advisory Group**

## **Terms of Reference**

### **1. Purpose of the Shareholder Advisory Group**

- 1.1 The purpose of the Shareholder Advisory Group (herein referred to as 'the Group') is to provide strategic guidance to the directors of Millstream Property Investments Ltd (herein referred to as 'the Company'), including informing the Company of priorities of the shareholder (the council) that are pertinent to development.
- 1.2 The Group will review of Company's business plan.
- 1.3 The meetings of the Group will an opportunity for the Company to bring to the shareholder's attention emerging ideas for new business for early discussion.

### **2. Membership and meetings of the Shareholder Advisory Group**

- 2.1 The Shareholder Advisory Group is an integral part of the governance arrangements for Millstream Property Investments Limited. This is represented in the diagram in Appendix A.
- 2.2 The Shareholder Advisory Group will consist of three elected members of East Herts Council identified by the Leader of the Council.
- 2.3 Ad hoc meetings of the Shareholder Advisory Group can be called at other times by notice in writing from at least two members of the Shareholder Advisory Group.

- 2.4 Meetings of the Group shall be held at Wallfields, Hertford or any other venue as agreed by a majority of members of the Group.
- 2.5 Members of the Group may invite officers of the council to attend to provide advice.
- 2.6 The Shareholder Advisory Group is not a constituted committee of East Herts Council. There is no requirement to meet in public or publish any notes or minutes.
- 2.7 Members of the Shareholder Advisory Group will treat information shared by the Company as being commercially sensitive and therefore it will not be shared beyond the Group without the permission of the Company's representatives.
- 2.8 A Shareholder Advisory Group Meeting shall be held no less than every quarter. The Board of Directors shall report to the Shareholder Advisory Group at each Shareholder Advisory Group Meeting on the following items:
- financial performance in the previous quarter and year-to-date against the Business Plan
  - performance against agreed key performance indicators
  - any matters previously agreed between the Company and the Shareholder
  - other matters that shall arise from time-to-time.
- 2.9 A meeting of the Shareholder Advisory Group shall only proceed if at least two of the Group's members are present.
- 2.10 Unless otherwise agreed by a majority of members of the Shareholder Advisory Group before a Shareholder Advisory

Group Meeting, not less than five Business Days' notice shall be given to each of the members of the Shareholder Advisory Group and to the Directors of the Company which shall include an agenda specifying in reasonable detail the matters to be discussed, together with any relevant papers for discussion at such meeting.

- 2.11 The Company will supply members of the Shareholder Advisory Group with the agendas and support papers provided to the Board of Directors and shall do so at the same time, as far as possible, as the relevant board receives those agendas and papers (except for minutes, which need only be supplied after signature). In addition, the Company will supply the members of the Shareholder Advisory Group with all information and data reasonably requested by the Shareholder Advisory Group to enable it to reach an informed judgment on any matter put before the Group.
- 2.12 The Company shall ensure that at least one representative shall attend each meeting of the Shareholder Advisory Group who shall be a Director of the Company and qualified to address the issues on the agenda for the meeting.
- 2.13 The Shareholder Advisory Group shall hold an advisory role to the Shareholder, that is full Council, when it is making decisions on matters reserved for the Shareholder (or the Shareholder Representative if and when deemed appropriate by the Shareholder).
- 2.14 Chairing of each meeting of the Shareholder Advisory Group Meetings shall be determined by the members of the Shareholder Advisory Group present at that meeting.

- 2.15 If a Shareholder Advisory Group member works for, is commissioned by or has any interest in the Company, the member shall declare this fact to the Shareholder Advisory Group immediately.
3. Review of these Terms of Reference
- 3.1 The Terms of Reference will be reviewed by the Shareholder Advisory Group and the Company's representatives on an annual basis.
- 3.2 Amendments may be agreed by the Shareholder Advisory Group and the Company representatives so long as no amendment contradicts the Shareholder Agreement. Amendments to the Shareholder Agreement may be determined by the shareholder, that is, through a meeting of the Council.

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## Appendix A: Millstream governance structure

