TERMS OF REFERENCE

LONDON BOROUGH OF LAMBETH HFL OWNERSHIP AND STEWARDSHIP COMMITTEE

1. CONTEXT

1.1 In October 2015 Lambeth Cabinet approved the proposed strategy for the formation and mobilisation of the primary group of companies that make up Homes for Lambeth ("HfL") and to delegate authority to officers to set up those companies.

1.2 The HfL group of companies will play a key role within the Council’s ‘toolbox’ for delivering new housing and regeneration that meets the current and future needs of Lambeth’s residents and will create the opportunity for the Council to become an investor and active developer in these markets.

1.3 The HfL group of companies will include:

1.3.1 Homes for Lambeth Group Limited ("HfLG Limited") which is a wholly owned subsidiary of the Council;

1.3.2 Lambeth Developments Limited which is a wholly owned subsidiary of HfLG Limited;

1.3.3 Homes for Lambeth Property Limited which is a wholly owned subsidiary of HfLG Limited; and

1.3.4 Lambeth Homes Limited which is a wholly owned subsidiary of HfLG Limited and is a registered provider of social housing.

1.4 The objectives of the HfL Group are:

1.4.1 to invest resources efficiently and to maximise housing and regeneration outcomes;

1.4.2 to provide high quality services for residents;

1.4.3 to maximise partnerships with public and private sector organisations;

1.4.4 to be a strategic delivery partner for the London Borough of Lambeth Council;

1.4.5 to build and maintain financial strength and deliver more homes; and

1.4.6 to engage with local communities and invest for the long term.

In addition, Lambeth Homes Limited shall have the objective of providing social housing in England.

2. PURPOSE

2.1 The Council will be the sole shareholder of HfLG Limited which will in turn own or part-own a number of other companies (the "HfL Group"). The role of the HfL Ownership and Stewardship Committee is to provide internal reporting, scrutiny and monitoring of the companies in the HfL Group on behalf of the Council.

2.2 It is proposed that the Council and HfLG Limited and other companies in the HfL Group from time to time enter into a Memorandum of Agreement which governs certain aspects of the relationship between them. That agreement will contain a Scheme of Delegation which will set out what decisions may be taken at what level - whether by staff or directors of companies in the HfL Group or whether by the Council in its role as shareholder of HfLG Limited.

2.3 In circumstances where the Scheme of Delegation provides for a decision to be taken by the Council as a shareholder such decisions may be supported by a recommendation from the HfL Ownership and Stewardship Committee although any recommendation will not be binding.
3. STATUS

3.1 The HfL Ownership and Stewardship Committee is constituted under Cabinet Procedure Rule 1.3(e) of the Constitution. The HfL Ownership and Stewardship Committee will operate in accordance with the arrangements as set out in the Constitution, Part 2, Section 2. Operating as a panel, the HfL Ownership and Stewardship Committee does not need to be politically balanced or made up of only Cabinet Members.

3.2 The HfL Ownership and Stewardship Committee has no formal decision-making powers. It may include any member of the Council (such as Deputy Cabinet Members or Champions), officers, stakeholders etc and may call on these individuals to give evidence as required by the Chair. It may also include one member who is a current tenant of Lambeth Homes Limited (referred to as the "Tenant Member"). Its core membership is set out below, however, there is no requirement for HfL Ownership and Stewardship Committee meetings to be open to the public or for any related reports or minutes to be made available to other councillors or the public. Further, and accordingly, the provisions to the Access of Information Procedure Rules of the Cabinet Procedure Rules (Part 3 of the Council's Constitution) shall not apply unless expressly indicated to the contrary.

4. GOVERNANCE CONTEXT

The HfL Ownership and Stewardship Committee is accountable to Cabinet. The HfL Ownership and Stewardship Committee operates within the Council's wider corporate governance framework.

5. RESPONSIBILITIES

5.1 The main responsibilities of the HfL Ownership and Stewardship Committee are:

5.1.1 to provide to decision makers within the Council (at Cabinet level, full Council level or otherwise) a recommendation as to the HfL Ownership and Stewardship Committee's recommended course of action; and

5.1.2 to act at all times in line with the Council's stated objectives for HfL and in the best interests of the citizens of Lambeth.

5.2 In carrying out these responsibilities, members of the HfL Ownership and Stewardship Committee will be required to act at all times in accordance with the provisions of the Constitution of the London Borough of Lambeth. In the event of any discrepancy between these Terms of Reference and the Constitution, the provisions set out in the Constitution shall take precedence.

6. MEMBERSHIP & ROLES

6.1 The membership of the group shall comprise the following members:

6.1.1 Deputy Leader for Investment and Partnerships (Chair);

6.1.2 Deputy Leader for Finance and Resources;

6.1.3 Cabinet member for Planning, Regeneration and Jobs;

6.1.4 Cabinet Member for Housing and Environment; and

6.1.5 the Tenant Member.

6.2 The Deputy Leader for Investment and Partnerships will act as Chair of the Ownership and Stewardship Committee. In the absence of the Chair, the Cabinet member for Planning, Regeneration and Jobs will act as his Deputy Chair. In the absence of both the Chair and the Deputy Chair, the remaining members present at the meeting shall elect one of the members present (other than the Tenant Member) to chair the meeting.
Appointments to the membership of the Ownership and Stewardship Committee will be made by the Council at its AGM with each appointment lasting a period of two years. In appointing the Tenant Member the Council shall take into account the purpose of the Ownership and Stewardship Committee and the range of knowledge and skills which are likely to be required in considering the activities of HfL and the purpose of the committee.

Other Cabinet members may attend meetings of the Ownership and Stewardship Committee from time to time. The Chair may invite other Councillors and individuals external to the Council to attend on occasion. The Deputy Leader for Investment and Partnerships will be the lead officer and will determine which officers will attend each particular meeting and should prepare reports and respond to issues raised.

The HfL Ownership and Stewardship Committee shall endeavour to give direction by consensus but by a show of hands if necessary.

The Chair of the HfL Ownership and Stewardship Committee shall be entitled to attend board meetings of HILG Limited as an observer.

7. OFFICERS IN ATTENDANCE

7.1 Officers from London Borough of Lambeth and its advisors will be invited to attend the HfL Ownership and Stewardship Committee at the discretion of the Ownership and Stewardship Committee itself. Their role will include to advise the HfL Ownership and Stewardship Committee, provide secretariat services, prepare agendas, minutes, reports and briefings for the HfL Ownership and Stewardship Committee, and follow up actions arising from discussions and decisions made by the HfL Ownership and Stewardship Committee.

In line with the provisions of the Memorandum of Agreement, the HfL Ownership and Stewardship Committee will be able to require the attendance of the Directors (or any of them) of any HfL company, subject to the terms of the Memorandum of Agreement.

8. TENANT MEMBER

Any Tenant Member from time to time shall be appointed by the Council following a [competitive application] process. Such appointment may be made conditional on the Tenant Member granting undertakings to the Council in relation to matters such as confidentiality and codes of conduct (similar to those which would apply to other members of the Committee, suitably modified for the circumstances) and conflicts of interest. The appointment will be conditional on the Tenant Member being a tenant of Homes for Lambeth Limited and it automatically ceasing upon that no longer being the case. The Tenant Member shall not be entitled to any remuneration for their services, nor any compensation for loss of office.

9. LINKAGES

Officers advising and/or reporting into the HfL Ownership and Stewardship Committee may also advise and/or report into, or be represented on the Estates Regeneration Board (ERB), or any other appropriate committee or panels.

10. EQUALITY, COMMUNICATION AND ENGAGEMENT

The HfL Ownership and Stewardship Committee shall have due regard to equality in all its activities, and shall take steps to demonstrate it has consulted with communities appropriately in all its decisions.

11. MEETINGS

The HfL Ownership and Stewardship Committee will meet at least every six months from 1 July 2017 for so long as the Council has a shareholding in any company within the HfL Group.
11.2 The quorum for the meeting shall be at least [75%] of the membership which must include the Chair or Deputy Chair.

11.3 Meetings of the HfL Ownership and Stewardship Committee are not open to the public but papers, agendas and minutes will be published on the LB Lambeth website promptly, subject to such redaction as may be required to delete any commercially sensitive and/or confidential information.

12. NOTICE OF MEETINGS

12.1 Meetings shall be called at the request of the Chairman.

12.2 Unless otherwise agreed by the members of the HfL Ownership and Stewardship Committee, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the HfL Ownership and Stewardship Committee and any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to HfL Ownership and Stewardship Committee members and to other attendees as appropriate at the same time.

12.3 A forward plan of meetings will be published on the LB Lambeth website.

13. MINUTES OF MEETINGS

13.1 The Secretary shall minute the proceedings and resolutions of all HfL Ownership and Stewardship Committee meetings, including the names of those present and in attendance.

13.2 Draft minutes of all meetings shall be circulated promptly to all members of the HfL Ownership and Stewardship Committee. Once approved, these minutes will be published on the LB Lambeth website promptly.