

# **THE MIDCOUNTIES CO-OPERATIVE LIMITED**

(the “Society”)

## **UTILITIES COMMITTEE**

(the “Committee”)

### **Terms of Reference**

#### **1. Preamble**

- 1.1. The Committee was established by a resolution of the Society’s Board (the “Board”) dated 13 June 2016. These Terms of Reference were approved by the Board on 5 September 2016 and updated on 10 September 2018. The Committee was initially known as the Energy Committee; it was renamed the Utilities Committee by the Board on 21 May 2018.
- 1.2. It is a committee of the Board and operates within the strategic policy direction established by the Board.
- 1.3. Co-operative Energy operates with an established governance structure including a risk committee and a trading board, both with non-executive expertise. The Committee affords the Board more direct insight and control of the business, to provide assurance to the Board and the Society’s members. The Committee is directly accountable to the Board.

#### **2. Constitution**

- 2.1. Membership of the Committee shall comprise between 4 – 5 directors, up to two non-voting experts and the CEO, Energy, together with ex-officio positions held by the Society’s President and one Vice-President, as chosen by the Board.
- 2.2. Appointments to the Committee will be for a period of up to three years, which may be extended for two further three-year terms.
- 2.3. The Society’s Group Chief Executive shall be a regular attendee at the Committee’s meetings.
- 2.4. The Society’s Board will choose the Committee’s Chair. In the absence of the Chair, a director shall act as Chair, chosen by the directors on the Committee.

2.5. The Society's Secretary or their nominee shall be secretary to the Committee.

### 3. Remit

3.1. The Committee is empowered with the following:

- 3.1.1. to recommend to the Board for final approval Co-operative Energy's annual budget, Three Year Plan and Blueprint pledges
- 3.1.2. to monitor and review Co-operative Energy's progress against its annual budget, Three Year Plan and Blueprint pledges
- 3.1.3. to recommend to the Board for final approval a membership proposition for Co-operative Energy
- 3.1.4. to monitor and review progress against the membership proposition and make recommendations to the Board for any changes
- 3.1.5. to approve contracts between the Group Chief Executive's limit and £5m
- 3.1.6. to recommend capex above £250k to the Board
- 3.1.7. to approve, review and monitor major projects and their implementation
- 3.1.8. to review and monitor risk
- 3.1.9. to act as a key link with Co-operative Energy's Members' Advisory Panel.

3.2. As noted, and for the avoidance of doubt, Board approval is required for Co-operative Energy's:

- 3.2.1. annual budget
- 3.2.2. Three Year Plan
- 3.2.3. Blueprint pledges
- 3.2.4. membership proposition
- 3.2.5. contracts above £5m
- 3.2.6. capex above £250k.

3.3. Oversight of the Telecoms sub-committee<sup>1</sup> work, ensuring the sub-committee's recommendations are escalated to the Board as and when necessary.

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<sup>1</sup> The Telecoms sub-committee was formed on 21 May 2018 in light of the pending transfer of engagements of The Phone Co-op to The Midcounties Co-operative Limited. The sub-committee operates under separate Terms of Reference.

#### **4. Meetings**

- 4.1. The Committee shall meet at least eight times a year.
- 4.2. Attendance by phone shall be allowable in exceptional circumstances.
- 4.3. A quorum shall be 4 members of the Committee. Two of the four must comprise the Chair, or in their absence the Society's President/nominated Vice-President, together with a director of the Board. In the absence of both the Chair and the President/nominated Vice-President, three of the four attending members must comprise directors of the Society.

#### **5. Reporting to the Board**

- 5.1. A Chair's report shall be provided to the Board after each Committee meeting.
- 5.2. Minutes of the Committee's meetings shall be circulated to all members of the Board.

#### **6. Review**

- 6.1. The Board will review these Terms of Reference once a year.