

## **Distribution of decision making powers for companies**

**For matters relating to a company which require a Council decision or where approval of the Council is required within the Company's governance arrangements the following distribution of powers will apply:**

### **Decisions reserved to the Executive**

1. Changes to Company governance e.g. including amending Articles, shareholder agreement
2. Agreements to amalgamation, merger, joint venture, profit sharing or similar arrangements
3. Approving steps to wind up a company

### **Decisions which would fall within the remit of the Shareholder Committee**

4. Approving or making amendments to strategic or business plans
5. Acquiring shares in another company
6. Establishing subsidiary companies
7. Approving the appointment or dismissal of company directors including the Chair. *Note where the Council is making the appointment the decision will be for Council or Staffing Matters and Urgency Committee. The Shareholder Committee will consent or refuse consent to any appointments which are the responsibility of the company board to make but where Council consent is also required.*
8. Matters relating to terms and conditions of company directors
9. Matters relating to the entering of any contracts with company directors
10. Matters relating to the employment of the senior management team of the company

11. Changes to share capital and the admission of shareholders
12. Approving disposals of assets valued over £500K
13. Approving borrowing in excess of £500K
14. Making loans in excess of £500K other than by way of normal trade credit
15. Entering, amending or terminating any agreements which create a potential liability for the company in excess of £500K
16. Making changes to the nature of the company's business
17. Approving a decision which could otherwise be taken by a Council Director but which would, if being taken by the Council, amount to a key decision.
18. Matters relating to the approval of dividends requiring Council consent
19. Exercising any powers to issue instructions to company directors

**Decisions which will fall within the remit of Council Directors delegated powers**

20. Approving changes to the area in which the company works
21. Altering the company's name or registered office
22. Matters relating to the employees or agents of the company other than its senior management team
23. Where required giving any further specific approval to a matter provided for within the approved business plan
24. Approving disposals of assets valued under £500K
25. Approving borrowing of less than £500K subject to a clear business case
26. Making loans of less than £500K subject to the usual risk assessments
27. Approving changes to accounting arrangements

28. Entering, terminating or amending any agreements which create a potential liability for the company not exceeding £500K