

## **EXECUTIVE SHAREHOLDER AND TRUSTEE COMMITTEE**

**TUESDAY 27 NOVEMBER 2018**

### **SUPPLEMENTARY INFORMATION SHEET**

The ESTC is a committee of the Executive established to discharge the shareholder and trustee functions of the Council. The Committee normally meets at least once a year to receive an annual report and annual accounts from the Companies and Charities for which the Council is the principal shareholder or trustee, but otherwise meetings will be called on an “as and when required” basis to deal with company and charity business.

#### **Membership**

This is determined by the Leader of the Council. Only members of the Executive may sit and vote on the Committee. A quorum of three and a maximum number of five Executive Members will be appointed to the Committee. Substitutes, who must also be Executive Members, may be permitted at the discretion of the Leader. The Leader and Deputy Leader of the Council shall be the Chairman and Vice-Chairman respectively of the Committee.

The members of the ESTC for 2019-20 are:

Councillor Caroline Reeves (chairman)

Councillor Fiona White (vice-chairman)

Councillor Joss Bigmore

Councillor Jan Harwood

Councillor Pauline Searle

#### **Purpose**

To exercise the function of the Council as shareholder and trustee as stipulated by relevant legislation including the Companies Act 2006 and Charities Act 2011 and associated statutory guidance and any guidance issued by relevant regulators.

#### **Remit**

To undertake all functions of the Council as a shareholder and trustee under the Companies Act 2006 and the Charities Act 2011 which may include without limitation:

#### Shareholder duties

- To determine the Shareholder Agreements between the Council and the Companies
- To determine a guidance note for duties of directors (including conflicts of interests)
- To approve and adopt a conflict of interest policy for the Committee
- To make decisions that only the Council as shareholder can make by law e.g. altering a company's Articles of Association and using, where applicable the written resolution procedure to do so, as prescribed by the Companies Act 2006.
- For non-Companies Act 2006 decisions, a process will be followed without using the formal written resolution procedure. In these circumstances, the Chairman of the Committee will sign a document to record the fact that they have approved the decision.

- To consult with the Companies to determine a set of key operating principles the Companies will seek to adapt. These principles will ultimately be agreed by the Companies and the Committee
- To appoint and dismiss directors of the Companies (where power to do so is reserved to the shareholder)
- To appoint and remove a Company Secretary and Auditor
- To agree any loan agreements or draw-down of Council financing (subject to funds being made available by the Council and any previous authorised delegations)
- To agree any reserved matter required by the Articles of Association or Shareholder Agreements
- To agree the Articles of Association or any amendment thereof
- To approve the Companies Delegation Matrix
- To agree and approve the allotment of shares (equity investments)

#### Trustee duties

- To ensure compliance with and further each of the Charities' charitable objects, trust deeds and associated public benefit; including an annual review
- To ensure the completion and submission of Charity Annual Account returns and the Charity Annual Trustee Report to the Charity Commission
- To arrange a Trustee meeting to agree the accounts and Trustee's Annual Report within two months of the financial year ending
- To comply with best practice (Statement of Recommended Practice, SORP) to produce annual accounts and a report that includes an explanation of what the charity has done for the public benefit during the year
- To make strategic decisions including approving annual business plans, management agreements and leases
- To annually review the purposes of the Charities and make any required applications to amend the Charities' governing documents to support effective management of the Charities
- To approve and adopt a conflict of interest policy
- To approve disposals (leases, licences) in accordance with S117 of the 2011 Charities Act 2011 including:
  - To consult the public on the disposal of charity property where required to do so
  - Issue public notices regarding proposed disposal of charity property where required to do so.
- To approve the formation of management companies where considered to be a suitable mechanism for managing a charity. This could include the charity becoming a member of a management company where suitable to do so.

#### **Procedure for the discharge of business at this meeting**

The Leader of the Council, as chairman of the Executive, welcomes the attendance of members of the public and non-Executive councillors at this meeting of the Executive.

The procedure for dealing with each item of business shall be as follows:

1. Lead Councillor to introduce report on the matter
2. Members of the public invited to ask a question or comment, for which they will have a maximum of **three** minutes each
3. Opportunity for councillors to ask questions of the public speaker(s)

4. Non-Executive councillors invited to ask a question or comment, for which they will have a maximum of **five** minutes each
5. Lead councillor to respond to comments and questions
6. Executive debates the matter
7. Chairman to invite Executive to make decision on the matter

**Item 3: Allen House Pavilion – Lease Renewal to the Matrix Trust**

Lead Councillor: Councillor Joss Bigmore

Lead Officer: Simon Goldsworthy

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8. Lead Councillor to introduce report on the matter
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10. Opportunity for councillors to ask questions of the public speaker(s)
11. Non-Executive councillors invited to ask a question or comment, for which they will have a maximum of **five** minutes each
12. Lead councillor to respond to comments and questions
13. Executive debates the matter
14. Chairman to invite Executive to make decision on the matter

#### **Item 4: Future Use of Foxenden Deep Shelter**

Lead Councillor: Councillor Nigel Manning

Lead Officer: Alex Duggan