

Cumberland Council

Leader's Scheme of Delegation for Executive Functions

15 May 2024

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1) SUMMARY OF THE EXECUTIVE DECISION MAKING PROCESS

- a) The Leader of the Council has overall responsibility for the executive functions of the Council, as described in Part 2 Section 4 of the Constitution.
- b) In accordance with Part 2 Section 4 paragraph 1 of the Constitution, to deliver those executive functions effectively, the Leader has:
 - i) Appointed an Executive comprising nine further elected Councillors and has determined which executive functions, if any, shall be reserved to it as being the responsibility of the collective Executive at its meetings;
 - ii) Appointed two of those Councillors as Deputy Leaders of the Council (one statutory) to act in the absence of the Leader;
 - iii) Allocated a portfolio of responsibility to each of the Executive members, including a portfolio of matters to be retained as being the responsibility of the Leader, and has determined a Scheme of Delegation to the individual Executive members setting out the decisions that each Executive member may take;
 - iv) Established and appointed to an Executive Committee and to a Joint Committee:
 - v) Determined which delegated executive functions shall be the responsibility of an officer of the Council and has determined a scheme of Executive delegation to officers that sets out the decisions that an officer may take;
 - vi) Confirmed the responsibility of the Head of Paid Service and chief officers for the general management of the authority and for day to day operations for functions and services of the Council; and
 - vii) Determined the process and circumstances in which those decisions must be made.

2) EXECUTIVE DECISIONS

- a) An “executive decision” is one made in connection with the discharge of a function which is the responsibility of the Executive, ie the Leader and Executive members.
- b) Certain executive decisions are defined in law as “Key Decisions”. The Council’s adopted definition of a Key Decision is one which incurs savings or expenditure of £500,000 or above or which will have a significant impact on one or more wards within the Council’s area.

- c) A Key Decision differs from other kinds of decisions because, where a decision maker intends to make a key decision, they must first publish a document containing publicity requirements about the decision and (subject to certain exception and urgency provisions) they cannot make the decision until the document, known as the “Forward Plan”, has been made available for inspection by the public for at least 28 clear days. Further information on this can be found in the Access to Information Procedure Rules.
- d) Other Executive Decisions taken by Executive, Executive members or an officer are referred to as “Non-Key Decisions”, but they are still to be recorded.
- e) The following Non-Key Decisions must be recorded in a Decision Notice as described in paragraphs 4, 5 and 6:
- i) A decision that directly relates to the development of the Budget and Policy Framework, comprising:
 - (1) *Decisions to approve a draft document or proposal and to commence formal consultation on that document or proposal; or*
 - (2) *Decisions to recommend to Council the adoption of the Budget or a policy within the Policy Framework following consideration of the outcome of the formal consultation;*
 - ii) A decision taken by the Executive, a committee of the Executive or by the Leader or another individual Executive member;
 - iii) Decisions taken by an officer in specific consultation with the Executive, an Executive Committee or an individual Executive member; and
 - iv) A decision taken by an officer that would otherwise be taken by the Executive, an Executive Committee or an individual Executive member but has been made under delegated powers from one of those decision-making bodies:
 - (1) *Under a specific express authorisation; or*
 - (2) *Under a general authorisation to officers to take such decisions and the effect of the decision is to:*
 - (a) Grant a permission or licence;
 - (b) Affect the rights of an individual; or
 - (c) Award a contract or incur expenditure which, in either case, materially affects the Council’s financial position, for which purpose is taken to be a financial saving or expenditure of more than £100,000 and less than £500,000.
- f) All Key Decisions and those Non-Key Decisions to be taken by Executive, an Executive Committee or an individual Executive member are subject to the Council’s call-in process.

- g) Many administrative and operational decisions to be taken by officers relate to their general management role in conducting the Council's business and how they deal with their day-to-day work. This may amount to sums greater than that referred to in paragraph 2(e), particularly in relation to decisions taken on expenditure on individual children's or adult social care packages. These decisions are not to be regarded as Executive decisions and, as such, they will not need to be recorded and published in the way described here.

3) EXECUTIVE DECISION MAKING

- a) The Executive makes all executive decisions that are not otherwise delegated to the Executive Committee, an individual Executive member or an officer of the Council.
- b) Any executive functions or matters may, notwithstanding any delegation, be referred by the Leader, Executive member or Director to Executive for consideration, determination and decision. Examples of matters that should normally be referred to Executive rather than taken as a delegated decision are those that fall into one or more of the following categories:
 - i) The matter under consideration is a high profile matter;
 - ii) The decision has a significant budgetary impact;
 - iii) There is a need, or it is considered prudent, to engage the public and/ or raise public awareness; and/or
 - iv) The function/ matter provides important performance management information.
- c) Decisions of the Executive will be taken at a meeting convened in accordance with the Council's Access to Information Procedure Rules which set out the requirements covering public meetings.
- d) The standing orders as to the business of Executive are set out in the Executive Procedure Rules.

- e) An Executive decision shall be taken by Executive only on consideration of a full report by the relevant officer(s), published in accordance with the Council's Access to Information Procedure Rules, which shall contain as a minimum:
 - i) a recommended decision;
 - ii) a presentation of reasons for the recommendation being put forward;
 - iii) details of any other options considered and why those options were rejected;
 - iv) details of any consultation undertaken or proposed, including (in respect of consultation undertaken) the nature and extent of the consultation with stakeholders and the Overview and Scrutiny Committees and the outcome of that consultation;
 - v) a consideration of the financial and legal issues, pertaining to the matter, and such other matters as the Statutory Chief Officers may require, including risk, staffing or equalities implications; and
 - vi) a list compiled of any background papers to the report, meaning those documents other than published works that, in the opinion of the proper officer, relate to the subject matter of the report or, as the case may be, part of the report, and:
 - (1) disclose any facts or matters on which the report or an important part of the report is based; and
 - (2) were relied on to a material extent in preparing the report, together with any additional comments the Executive member with portfolio wished to add to the report.

- f) The minutes of the meeting must, as a minimum, contain:
 - i) A record of the decision;
 - ii) The date the decision was taken;
 - iii) A record of the reasons for the decision;
 - iv) Details of any alternative options considered and rejected by the Executive at the meeting at which the decision was made;
 - v) A record of any declaration of interest and, in respect of decision making by elected members, a note of any dispensation granted; and
 - vi) Where appropriate, a statement of urgency and that the decision is exempted from call-in.

- g) The decisions taken by Executive are subject to the Council's procedures for delayed implementation and call in.

4) EXECUTIVE COMMITTEE DECISION MAKING

- a) Where Executive decisions are delegated to a Committee of the Executive the procedures relating to Executive meetings and consideration of business shown at paragraph 3(c) to 3(g) above apply also to Executive Committee meetings, subject to any member of the Executive being read as any member of the Committee.
- b) Where the Leader has established and appointed to a Committee of the Executive, the composition and terms of reference will be set out and appended to this Scheme at Appendix 3.

5) INDIVIDUAL EXECUTIVE MEMBER DECISION MAKING

- a) The Leader of the Council has allocated a Portfolio of responsibility to each Executive member, which is set out in Appendix 1. An individual Executive Member may take executive decisions within the scope of their portfolio subject to the conditions set out in this Scheme of Delegation and related procedures as detailed below.
- b) An Executive member may then take a decision only:
 - i) On the basis of a written report prepared in accordance with paragraph 5(d) below;
 - ii) At a time and a place that will be agreed with the relevant Director (or nominee) and the relevant Director (or nominee) is in attendance when the decision is taken; and
 - iii) The decision is not otherwise reserved to Executive (under 5(c) below).
- c) The proposed Executive decision must be referred to Executive where it concerns:
 - i) The appointment of consultants over the value of £250,000 (not including appointments to roles within the approved staffing structure or consultants who are fully funded from an externally grant funded budget);
 - ii) The extension of contracts for any period greater than two years or where an extension was not an option in the original contract;
 - iii) The commencement of a procurement exercise over the value of £5,000,000;
 - iv) The acceptance of tenders and award of a contract over the value of £5,000,000 or where the tender value exceeds the figure set out in the relevant budget; or
 - v) Additional or replacement items for the current year's Capital Programme where the amount of the estimate exceeds £5,000,000 or increases the overall total of the Directorate's Capital Programme.
- d) The Executive member shall ensure that a "Portfolio Holder's Decision Notice" is prepared as a written record of their decision and that it contains:

- i) A record of the names and titles of the decision taker and, where appropriate, the officer(s) in attendance;
 - ii) A record of the decision;
 - iii) The date of the decision;
 - iv) A statement of the reasons for the decision;
 - v) Details of any alternative options considered and rejected by the Executive member when making the decision;
 - vi) A record of any declaration of interest and, in respect of decision making by elected members, a note of any dispensation granted; and
 - vii) Where appropriate, a statement of urgency and that the decision has been exempted from call in and is countersigned by the relevant Director (or nominee).
- e) The Portfolio Holder's Decision Notice shall be delivered to the Monitoring Officer (via the Democratic Services team) who shall publish the Decision Notice and accompanying report in accordance with the Constitution.
 - f) The decisions taken by an Executive member are subject to the Council's procedures for delayed implementation and call-in.
 - g) Executive member decisions will be reported to the next meeting of the Executive.

6) OFFICER DECISION MAKING

- a) The Leader has determined a specified Scheme of Delegation to Officers, which is set out at Appendix 2. An individual officer may take an Executive decision, as defined in paragraph 2 above, that is within the scope of their management portfolio, subject to the conditions set out in this Scheme of Delegation and related procedures as detailed below.
- b) An Executive decision may then be taken by an Officer only where:
 - i) The proposed decision concerns the award of contract or otherwise materially affects the Council's financial position, by a financial saving or expenditure of no more than £1,000,000 (unless the budget is wholly included in the approved Capital Programme in which case contracts of any value can be procured or awarded by a Director);
 - ii) The item of business has not been previously requested by an Executive member to be referred to the Executive or an Executive member; or
 - iii) The officer concerned is not of the opinion that, due to its sensitive or high profile nature, the item of business is to be referred to an Executive member or the Executive for determination (provided that they shall not do so if any third party rights would be adversely affected solely as a result of the officer declining to exercise their delegated power).

- c) A Key Decision may then be taken by an Officer only:
 - i) Where it is considered on the basis of a written report prepared in accordance with paragraph 6(d) below; and
 - ii) When the relevant report author (or nominee) is in attendance when the decision is taken.

- d) An officer who takes an Executive decision shall ensure that an “Officer Decision Notice” is prepared as a written record of their decision and that it contains:
 - i) A record of the names and titles of the decision taker and, where appropriate, the other officer(s) in attendance;
 - ii) A record of the decision including the date it was made;
 - iii) A statement of the reasons for the decision;
 - iv) Details of any alternative options considered and rejected by the officer when making the decision;
 - v) A record of any statement made by any Executive member who is consulted by the officer, including any conflict of interest declared by that Executive member which relates to the decision;
 - vi) In respect of any declared conflict of interest, a note of dispensation granted by the Council’s Head of Paid Service; and
 - vii) In respect of a Key Decision, a statement of urgency and that the decision is exempted from call-in where appropriate.

- e) The Officer Decision Notice shall be delivered to the Monitoring Officer (via the Democratic Services team), together with the supporting report where it is a Key Decision, who shall publish the Decision Notice.

- f) Any report or papers relied upon to reach the decision must also be provided to be made available for inspection by members of the public.

- g) Unless the Officer Decision is a Key Decision, it is ineligible for call-in.

Appendix 1
Portfolios of Responsibility

PORTFOLIO:	Leader
PORTFOLIO HOLDER:	Cllr Mark Fryer
PORTFOLIO OF RESPONSIBILITY:	Strategic Overview and Medium Term Financial Plan Key External Relations Communications Economy Nuclear
PORTFOLIO:	Adults and Community Health (Statutory Deputy Leader)
PORTFOLIO HOLDER:	Cllr Lisa Brown
PORTFOLIO OF RESPONSIBILITY:	Adult Social Care including residential and home care, supported living, day services and respite care Health and Social Care Integration Public Health and Communities Refugees and Asylum Seekers Right to Food Devolution
PORTFOLIO:	Children's Services, Family Wellbeing and Housing (Non Statutory Deputy Leader) (Statutory Lead for Children's Services)
PORTFOLIO HOLDER:	Cllr Emma Williamson

PORTFOLIO OF RESPONSIBILITY: Children's Social Care
Family Support
Early Help and Partnerships
Housing
Care Experienced
Youth Offending
Domestic Abuse

PORTFOLIO: Lifelong Learning and Development

PORTFOLIO HOLDER: Cllr Elaine Lynch

PORTFOLIO OF RESPONSIBILITY: Schools including access to education,
inclusion of children with SEND, post-16
education
Early Years
Mental Health Support
Adult and Community Learning
Apprenticeships and Work Experience
Member and workforce training and
development

PORTFOLIO: Governance and Transformation

PORTFOLIO HOLDER: Cllr Markus Campbell-Savours

PORTFOLIO OF RESPONSIBILITY: Legal and Governance
Commissioning and Procurement
Human Resources
Audit and Risk
Project Management Office

PORTFOLIO: Sustainable, Resilient and Connected Places

PORTFOLIO HOLDER: Cllr Denise Rollo

PORTFOLIO OF RESPONSIBILITY: Highways and transport
Emergency Planning
Waste
Flood and Coastal Risk
Street Scene and Environmental Improvements

PORTFOLIO: Financial Planning and Assets

PORTFOLIO HOLDER: Cllr Barbara Cannon

PORTFOLIO OF RESPONSIBILITY: Accounts and Financial Planning
Treasury Management
Assets including car parks and all fees and charges

PORTFOLIO: Digital Connectivity and Customer Focus

PORTFOLIO HOLDER: Cllr Chris Southward

PORTFOLIO OF RESPONSIBILITY: Customer Service including front door and service centre
Revenues and Benefits
ICT and Digital Transformation
Data Security
Information Governance
Health and Safety

PORTFOLIO: Cumberland Policy and Regulatory Services

PORTFOLIO HOLDER: Cllr Bob Kelly

PORTFOLIO OF RESPONSIBILITY: Strategic Policy and Performance
Climate Change, Biodiversity and Environment including planting for pollinators
Regulatory Services including planning, licensing, trading standards and environmental health

PORTFOLIO: Vibrant and Healthy Places

PORTFOLIO HOLDER: Cllr Anne Quilter

PORTFOLIO OF RESPONSIBILITY: Libraries and Archives
Leisure Services, Leisure Centres and Community Centres
Culture, Arts, Heritage and Museums
Parks and Green Spaces
Festivals and Events
Place, Destination Management and Tourism
Coroners and Registrars
Cemeteries and Crematoria

Appendix 2

Delegations to Officers

- 1) Summary of the functions to be discharged by Chief Officers
 - a) Head of Paid Service
 - i) To the extent permitted by law, any function may be exercised by the Head of Paid Service notwithstanding its delegation to the Executive, Executive member or another officer where, in the opinion of the Head of Paid Service, it is necessary and expedient in the circumstances to do so.
 - b) Other Chief Officers
 - i) The Head of Paid Service, Chief Legal Officer, Chief Finance Officer, Assistant Chief Executive and Directors (together, the 'Chief Officers') are hereby authorised to take all lawful action consistent with overall Council policy to deliver the agreed strategy, plans and priorities within their area of responsibility and within approved budgets on the basis set out at (2) and (3) below.
 - ii) The Council's Management Structure forms Part 7 of the Council's Constitution and is published on the Council's website.
- 2) Delegation of functions to an officer
 - a) The Leader authorises the Head of Paid Service and Chief Officers to exercise any of the executive functions of the Council insofar as these relate to the general management of the Council and the day-to-day delivery of Council services for which they have responsibility and which are not otherwise delegated or reserved to the Executive, an individual Executive member or an individual officer under this Scheme of Delegation.
 - b) An officer shall be entitled to discharge functions allocated to the Chief Officer described in paragraph (1) above for which they are the delegated officer, subject to the general provisions governing delegations contained in paragraph (3) below.
 - c) In deciding whether or not to exercise such delegated powers, the Head of Paid Service and the Chief Officers should consider whether it is appropriate to consult the Leader or appropriate Portfolio Holder and have regard to their views. Officers shall always be entitled to refer matters to the Executive where they consider it appropriate to do so.

d) Specific delegations are made as follows:

- i) The officer occupying the post of Chief Finance Officer (s151 Officer) is authorised to do all things necessary in the performance of financial services and insurance arrangements and in connection with the discharge of functions delegated under this scheme and Part 2 Section 6 of the Council's Constitution.
- ii) The officer occupying the post of Monitoring Officer is authorised to do all things necessary to perform legal services and in connection with the discharge of functions delegated under this scheme and Part 2 Section 6 of the Council's Constitution. For the avoidance of doubt the conferring of the function on the Monitoring Officer does not remove the power of any authorised officer engaged in investigations to obtain or seek from the Courts a warrant of entry, order under RIPA 2000 or other process ancillary to the investigation they are engaged in.
- iii) In addition to any other delegation to an officer contained in this scheme, each council officer may discharge any function as is necessary for them to perform such of the duties as are set out in their job description as they are required to undertake by the officer or officers responsible for their management and subject to the general provisions governing delegations contained in paragraph (3) below.
- iv) In cases of doubt, anything which is not covered by this scheme, including the appointment of a proper officer for the purposes of any statutory function, will be determined by the Head of Paid Service.
- v) Whilst decisions and actions taken in pursuance of the general management of the Council and the day-to-day delivery of Council services are not eligible for call-in, an Overview and Scrutiny Committee may require the attendance of an officer to explain a particular decision or course of action undertaken.

3) General Provisions governing Delegations to Officers

- a) The conferring of a delegated power is not intended to and does not in fact supersede or replace any statutory requirement or override any provision of the Council's procedure rules, financial regulations or any other provision of the Constitution.
- b) Accordingly, decision makers acting under delegated powers must do so in accordance with any such provision and having due regard to any relevant Council policy or Government guidance.
- c) Reference to any statute or statutory instrument is deemed to be a reference to any modification or re-enactment thereof.

- d) Where there is a clear and pressing need for a Key Decision to be taken and it is not reasonably practicable, for any reason, for that decision to be taken by the Executive, Leader or Executive member then each Director shall be taken to hold specific authority under this provision to take Key Decisions within their directorate. The provisions concerning officers taking and reporting Key Decisions are set out in the main Leader's Scheme of Delegation and procedures above. Any decision taken under this delegation will be reported to the Leader at the next meeting of the Executive.
- e) It is recognised that delegated officers cannot personally undertake the discharge of every function conferred upon them. Delegated officers are accordingly entitled to arrange for the discharge by their subordinate officers of functions allocated to them provided that the delegated officer remains responsible for and accountable to the Executive and Council for the exercise of their delegated powers and puts in place such measures as the delegated officer considers appropriate to ensure that those officers assisting them in the discharge of functions do so in accordance with the provisions of this delegation and do not exceed the limits of any authorisation made to them by the delegated officer to assist them in this task.
- f) For the avoidance of doubt, any reference in this part to the discharge of functions includes a reference to the doing of anything which is calculated to facilitate, or is conducive or incidental to, the discharge of those functions.
- g) If any delegated officer receives any statutory notice which, if contravened, would give rise to a risk of prosecution they shall immediately refer it to the Monitoring Officer and to the Leader who shall be entitled to call for a report on the matter to themselves and, as necessary, to the Executive.
- h) For the avoidance of doubt, an officer seized of the power to make a decision may, where they consider it necessary in the particular circumstances, refer the matter for decision to the Leader or relevant Portfolio Holder.
- i) The Leader or Portfolio Holder may also request an officer not to exercise their delegated power in any particular case and to instead bring a report to Executive.
- j) All delegated officers must seek and obtain appropriate professional advice from those employed or otherwise engaged by the Council for that purpose in connection with a matter under consideration for determination. The making of Key Decisions requires such advice to be in writing in accordance with the main Scheme of Delegation and procedures above.

Appendix 3

Executive Committees

The Leader or Executive have established and appointed the following Committees of the Executive:

EXECUTIVE COMMITTEE:	Highways and Transport Strategic Board
MEMBERSHIP:	<p>Portfolio Holder for Sustainable, Resilient and Connected Places (Chair), Leader, Portfolio Holder for Financial Planning and Assets, and the Portfolio Holder for Vibrant and Healthy Places.</p> <p>The Director of Place, Sustainable Growth and Transport, and the Assistant Director of Highways and Transport or their nominated deputies shall attend meetings.</p> <p>In addition, the Chairs and Vice-Chairs of each Community Panel may attend and may speak at meetings on matters of relevance to their panel area but shall not be entitled to vote. Any local councillor for a ward which is directly affected by a matter to be considered at a meeting of the Committee shall receive notification of that matter to enable them to make representations to the Committee in writing or in person.</p>
TERMS OF REFERENCE:	<p>The Highways and Transport Board shall be responsible for the exercise of the following executive functions (unless or until the Leader or Executive shall determine otherwise):</p> <ul style="list-style-type: none">• To agree and keep under review the implementation of the rolling 3 year strategic programme for highways and transport (revenue and capital) and the one year delivery plan.

- To recommend to Council any Highways or Transport Strategies and Policies within the Policy Framework for example the Local Transport Plan.
- To agree strategies and policies relating to Highways and Transport that are not in the Policy Framework.
- To agree responses to highways and transport consultation papers when referred by the Director or not reserved by Executive.
- To authorise the entering of agreements with public transport operators to provide financial support for services which are not available commercially.
- To consider and determine traffic management matters, other than those matters that are delegated to officers, are the responsibility of the Community Panels under the agreed Locality Scheme Budget, and those matters that require urgent determination or are of a temporary nature. The relevant local Councillor shall be notified of the matter.
- To consider information and updates provided by the Director on highways asset management strategy and delivery plan for promoting best practice and the implementation of asset management principles for all highway maintenance activities.
- To receive and consider referrals from Community Panels on Highways and Transport matters.

EXECUTIVE COMMITTEE:

Nuclear Issues Board

MEMBERSHIP:

Leader (Chair), Portfolio Holder for Cumberland Policy and Regulatory Services, Deputy Leader (Statutory), and the Portfolio Holder for Financial Planning and Assets.

In addition, any local councillor for a ward directly affected by a matter to be considered by the Committee shall receive notification of that matter to enable them to make representations to the Committee in writing or in person.

The Committee may, as and when it considers necessary, invite or co-opt (non voting) industry and other local stakeholders and will liaise with other local authorities, regional and central government and other governmental agencies. Such persons or bodies may only be given access to confidential information and/ or exempt information on term to be decided by the Monitoring Officer so as to ensure that the Access to Information Procedure Rules are observed.

TERMS OF REFERENCE:

The Nuclear Issues Board shall be responsible for the exercise of the following executive functions (unless or until the Leader or Executive shall determine otherwise):

- to advise the Executive on policy and issues relating to the nuclear industry in Cumberland including public and worker safety, environmental issues, socio-economic impact, the decommissioning of existing facilities and the possible development of new capacity.
- to make recommendations on research.
- To take decisions on REPPIR 2019 (determination of the Sellafield Detailed Emergency Planning Zone).

EXECUTIVE COMMITTEE:

Budget Consultation Board

MEMBERSHIP:

Portfolio Holder for Financial Planning and Assets (Chair), Leader, Deputy Leader (Statutory), Deputy Leader.

The Chief Executive, Section 151 Officer and Monitoring Officer or their nominated deputies shall be invited to attend meetings.

In addition, the Leaders and Deputy Leaders of each political group shall be invited to attend and may speak and contribute to the discussion at meetings but shall not be entitled to vote. Substitutes may be arranged with the consent of the Chair.

TERMS OF REFERENCE:

The Budget Consultation Board shall be convened at such times throughout the budget setting process as the Chair may determine. The purpose of the Board is to enable cross party discussion on budget formulation pre-decision. This is not a substitution for the overview and scrutiny budget consultation but is additional to seek the views of political groups.

The Board shall have no decision making powers but will report into the Executive as part of the budget setting process

EXECUTIVE COMMITTEE:

Shareholder and Trustee Committee

MEMBERSHIP:

Portfolio Holder for Financial Planning and Assets (chair), Leader, Deputy Leader (Statutory), Portfolio Holder for Sustainable, Resilient and Connected Places and Portfolio Holder for Policy and Regulatory Services.

The section 151 officer (Shareholder Representative), Chief Executive and Monitoring Officer will also attend meetings.

The Section 151 Officer is the Shareholder Representative and is authorised to perform

all functions within the powers and duties of the Shareholder and Trustee Committee in any case where the prompt performance of any of the Council's shareholding functions is desirable and necessary, subject to the action being reported through delegated decision notices.

The Monitoring Officer is authorised to perform all functions

TERMS OF REFERENCE:

The Shareholder and Trustee Committee shall meet at least twice each year and shall exercise responsibility for the Council's functions as Corporate Shareholder and Corporate Trustee under the Companies Act 2006 and Charities Act 2011 which may include without limitation:

Shareholder duties

- To determine the Shareholder Agreements between the Council and the Companies including Business Plans
- To determine a guidance note for duties of directors and trustees (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 Associations 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.