

# **Companies Governance Executive Committee**

## **Terms of Reference**

**Updated: 28<sup>th</sup> November 2022**

### **Description**

The Companies Governance Executive Committee is an Executive Committee and political balance rules do not apply. As the City Council operates a Strong Leader and Cabinet form of governance as set out in the provisions of the Local Government Act 2000 (as amended), the Committee's responsibilities are delegated to it by the Leader. The Leader will report to Council on all appointments to and changes to the Board.

### **Purpose**

To ensure that the Council's strategic objectives are met across the group of companies or other entities in which the Council has an interest such as shares or a financial interest, the right to appoint a director or for which it is a member and to support the development of the Group in line with the Council's Governance Handbook and Commercial Strategy.

### **Objectives**

- To approve the Council's strategic objectives for the interests it holds in its companies, and to apply appropriate guidelines when considering the creation of new interests or changes to existing holdings.
- To monitor the performance and achievements of its company interests to achieve value for money for citizens.
- To maintain an overview of the risk associated with ownership and ensure there is commensurate management of such risks
- To support the development of the collective interests it holds in line with the Council's regulations and ambitions and external guidance.
- To give direction to the Authority on the vision and ambition of the Council with reference to its current and future holdings in companies.
- To review the effectiveness of the Council's governance approach to its company interests.
- To evaluate the impact of companies on the achievement of the Council's strategic objectives.
- To consider (and approve as appropriate or provide guidance) in relation to proposals from the companies in relation to Business plans and strategies.

- To approve governance proposals and other formal structures/ policies to protect the legal and commercial interests of the Council as shareholder or owner and resolve conflicts of interest.
- To endorse the work programme of the Shareholder Unit, and consider occasional urgent decisions not included in the work programme.
- To review, by exception, outcomes achieved and delivery against the Nottingham City Council company governance principles and approve measures taken to enable any deficiencies identified to be remedied.
- To take Key Decisions within its remit where appropriate, and periodically review and endorse a scheme of delegation for the Council's approval of Reserve Matters.
- To monitor the competency and development of Council appointed company Board Directors, and endorse proposals for training and membership (as appropriate) to professional institutions (e.g. The Institute of Directors)

The Committee is accountable to the Leader of the Council.

### **Membership and Chairing**

The Committee has 5 members who must be drawn from the Council's Executive.

The Leader of the Council will chair the Committee and the Portfolio Holder with responsibility for finance must be one of the members.

Standing invitations, with speaking but not voting rights, are made to the Chief Executive, the Monitoring Officer and the Corporate Director of Finance and Resources (s151 Officer).

Shareholder Executive officers and representatives of the group companies will be invited to meetings as appropriate dependent on the business on the agenda. The Committee may invite any person it considers able to support its work to participate on a non-voting basis, either generally or in relation to specific strategies, projects and/or initiatives.

### **Substitutes**

Substitutes are permitted for this committee but must be drawn from the Council's Executive

### **Quorum**

The standard quorum applies to this Committee.

### **Frequency of Meetings**

The Committee will normally meet 11 times a year or at such other frequency as shall be determined.

**Duration**

There is no limitation on the duration of the committee