

Company Number: 12136927

GREENER EALING LTD (THE 'COMPANY')

**WRITTEN RESOLUTION OF THE DIRECTORS OF
GREENER EALING LIMITED PURSUANT TO THE ARTICLES OF ASSOCIATION**

Pursuant to the authority given by the Company's Articles of Association, we, the undersigned, being all the directors for the time being of the Company entitled to receive notice of a meeting and who would be eligible to vote on the following business if proposed at a meeting of directors, hereby RESOLVE:

GREENER EALING LTD MATTERS RESERVED AND SCHEME OF DELEGATIONS

Following receipt of the (attached) Matters Reserved and Scheme of Delegations, which draws together the matters reserved to the shareholder; matters reserved to the board; and matters delegated to other officers, and following careful consideration, IT WAS RESOLVED to approve:

- (i) The Greener Ealing Ltd Matters Reserved and Scheme of Delegations dated 02 July 2020

DocuSigned by:

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Signed **MIKE BOULT**
DIRECTOR
Date: 04-Jul-2020 | 09:59 BST

DocuSigned by:

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Signed **ALISON REYNOLDS**
DIRECTOR
Date: 03-Jul-2020 | 09:33 BST

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Signed **KIERAN READ**
DIRECTOR
Date: 03-Jul-2020 | 17:06 BST



MATTERS RESERVED AND SCHEME OF DELEGATIONS

Introduction

This document draws together the reserved matters of the shareholder and board as are dictated by various documents including Cabinet reports, Articles Association and Service agreements as well as best practice (in relation to Board reserved matters).

The Matters Reserved to the Shareholder are listed in Schedule A.

The Matters Reserved to the Board are listed in Schedule B.

The Scheme of Delegation can be found at Schedule C.

URGENT MATTERS

In drawing up a schedule of matters reserved for the board it is important to establish procedures for dealing with matters which need to be dealt with urgently between regular board meetings.

Virtual Meetings

In these circumstances, it is recommended that a telephone or video conference meeting should be held in which as many directors as possible participate. This allows directors the opportunity to discuss the matter and ask questions.

- Such virtual meetings must be quorate as with a face to face meeting (any two directors).
- Any director who cannot attend should still be sent the relevant papers and have the opportunity to give their views to the chairman, another director or the company secretary before the meeting.

Written resolutions

If the matter is routine and discussion is not necessary or a virtual meeting can not be convened in time, the approval of **all** the directors may be obtained by means of a written resolution, which can be sent and responded to via email.

In all cases, however, the procedures should balance the need for urgency with the overriding principle that each director should be given as much information as possible, the time to consider it properly and an opportunity to discuss the matter prior to the commitment of the company.

A Schedule of matters reserved for the shareholder

Matters Reserved to the Shareholder as per the Articles of Association

1. General		
1.1	The shareholder may, by special resolution direct any Director to take, or refrain from taking, specified action.	Art 2.1
1.2	The Council will exercise its sole shareholder vote through its representative (as determined by the Council from time to time) (Council Representative) or through its Cabinet and in accordance with the procedure set out in Article 19.2.	Art 2.3
1.3	Chairman - The Council shall have the sole and exclusive right to appoint any person (whether already a Director or not) as the Chairman of the Board.	Art 14
2. The following matters are reserved to the Council Representative acting on behalf of the Shareholder as per Cabinet Report "Environmental Services Company (Greener Ealing Limited) Governance Arrangements and Business Plan" Considered 15 October 2019)		
2.1	changing the nature of the Company's business;	Art 1.1 "Interpretation" Reserved Matters (a)
2.2	bidding for contracts in excess of £500,000 on any one contract (whether singly or as part of a series of contracts which might properly be viewed as part and parcel of the same matter);	Art 1.1 "Interpretation" Reserved Matters (f)
2.3	agreeing or amending the Company's business plan in force from time to time;	Art 1.1 "Interpretation" Reserved Matters (g)
2.4	acquiring or disposing of assets not included in the Company's business plan in force from time to time, or which exceed £100,000.00 in value	Art 1.1 "Interpretation" Reserved Matters (h)
2.5	the right to appoint or remove Directors by notice in writing;	Art 1.1 "Interpretation" Reserved Matters (j)
2.6	the right to appoint or request the removal of a Director	Art 1.1 "Interpretation" Reserved Matters (k)

2.7	Appointment of Chairman “by notice in writing addressed to the Company from a representative of the Council (being the Council Representative, unless the Council Representative is unavailable).”	Art 14
3. The following reserved matters will be subject to Cabinet approval (as per Cabinet Report “Environmental Services Company (Greener Ealing Limited) Governance Arrangements and Business Plan” Considered 15 October 2019)		
3.1	forming or participating in a joint venture (howsoever described);	Art 1.1 “Interpretation” Reserved Matters (b)
3.2	forming a subsidiary or acquiring shares in another corporate entity;	Art 1.1 “Interpretation” Reserved Matters (c)
3.3	declare a dividend or distribution (whether monetary or in specie);	Art 1.1 “Interpretation” Reserved Matters (d)
3.4	raising finance or incurring indebtedness, including (without limitation) by way of finance or operating lease, hire purchase, loan or deferred payment terms (other than standard trade credit on no more than thirty days terms);	Art 1.1 “Interpretation” Reserved Matters (e)
3.5	the ability to change the share capital or bring in private capital;	(i)
The above reserved matters “together with any further matters which the Council may notify to the Company from time to time in writing (and “ Reserved Matter ” shall be construed accordingly)”		

B Schedule of matters reserved for the board

Matters Reserved to the Board as per Companies Act, other legal requirements or best practice requirements.

These matters may not be delegated to the Managing Director or other employees. They may not be delegated to Committees for decision, although may be delegated to Committees for consideration, with recommendations for final decisions referred back to the Board.

1. Strategy and management	
1.1	Responsibility for the overall leadership of the Company and setting the company's values and standards.
1.2	Approval of the group's strategic aims and objectives, in line with any Business Plans approved by the Shareholder.
1.3	Approvals of the annual operating and capital expenditure budgets and any material changes to them, within the overall Business Plans and budgets approved by the Shareholder.
1.4	Oversight of the group's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management; • sound planning; • maintenance of sound management and internal control systems; • adequate accounting and other records; and compliance with statutory and regulatory obligations.
1.5	Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
1.6	Extension of the group's activities into new business or geographic areas (as long as the nature of the business remains unchanged – see Shareholder Reserved Matters 2.1 above)
2. Financial reporting and controls	
2.1	Approval of the annual report and accounts.
2.2	Approval of any significant changes in accounting policies or practices.
2.3	Approval of treasury policies.
3. Internal controls	
3.1	Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> • Approving the company/group's risk appetite; • Receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives; • Approving procedures for the detection of fraud and the prevention of bribery; • Undertaking an annual assessment of these processes; and • Approving an appropriate statement for inclusion in the annual report.
4. Contracts	

4.1	Bidding for or entering into contracts between £250,000 and £499,000 on any one contract (whether singly or as part of a series of contracts which might properly be viewed as part and parcel of the same matter); contracts over £500,000 are reserved to the Shareholder (see above).
5. Communications	
5.1	Ensuring a satisfactory dialogue with shareholders based on the mutual understanding of objectives.
5.2	Approval of resolutions and corresponding documentation to be put forward to shareholders at a general meeting.
5.3	Approval of press releases concerning matters decided by the board.

C Scheme of Delegation

The principal objective of the Scheme of Delegation is to reduce the risk of loss or irregularity in the Company and to ensure that the financial control system is not compromised. Accordingly, there needs to be proper segregation of duties and a sound internal check system in place whereby:

- No individual has sole responsibility for all stages of a process
- Partners, spouses or others with a close family relationship are not involved in processes together (e. g. as requisitioner and authorisers).
- Managers automatically have the same authorities as the staff they supervise and may therefore sign in the absence of their subordinates, providing such actions does not run contrary to any material segregation of duties.
- Only original signatures are acceptable as evidence of authorisation outside of a password protected approval system due to the risk of fraud.

All staff and members are expected to take steps to ensure compliance with this document. Any 'waiver' must be justified in writing to the Managing Director who shall consider whether or not to accept the waiver with or without conditional actions.

C1 Authorities and Authorisation Limits

The sole Shareholder of the Company is the London Borough of Ealing (LBE). There are certain matters which are reserved to the Shareholder and cannot be delegated. These are detailed in Schedule A.

The Board is the most senior authority in the Company and is responsible for setting the strategic direction of the Company. There are certain matters which are reserved for the Board and cannot be delegated. These are detailed at Schedule B.

The Managing Director is the most senior manager in the Company responsible for the implementation of the strategic direction of the Company.

Managers will be assigned an authorisation level. Finance concurrence is required to ensure matters in budget or agreed forecast.

C2 Authority limits are detailed as follows:

Category	Type of Authorisation	Limits	Authoriser	2 nd Authoriser
Financial	Purchase Orders	Over £500k	Shareholder Rep	Head of Finance
		Over £250,000 - £500,000 (inclusive)	GEL Board	Head of Finance
		Over £100,000 - £250,000 (inclusive)	Managing Director	Head of Finance
		£0 - £100,000 (inclusive)	Operations Manager	Head of Finance
	Sales Invoices/Credit Notes	Over £500k	Shareholder Rep	Head of Finance
		Over £250,000 - £500,000 (inclusive)	GEL Board	Head of Finance
		Over £0 - £250,000 (inclusive)	Managing Director	Head of Finance
	Bank account	No limit	GEL Board	Head of Finance
	Loans	All loans other than standard trade credit on no more than thirty days terms are reserved to the LBE Cabinet	GEL Board	LB Cabinet
	Write down of Asset Value		GEL Board	LBE
Budget/Business Plan		N/A	GEL Board	LB Cabinet
	Approval of statutory accounts	N/A	GEL Board	Shareholder Rep

Statutory Accounts and Auditors	Appointment of auditors	N/A	GEL Board (recommendation)	Shareholder Rep (Approval of auditors, as shareholder)
Winding Up	Passing any resolution for the company's winding up or presenting any petition for its administration		Approval and recommendation To LBE of a solvent winding up / entry into a voluntary arrangement; Approval and recommendation To LBE of voluntary entry into insolvency Proceedings.	LBE
Contractual relations	Giving notice of termination of any arrangements, contracts or transactions which are material in the nature of the company's Business, or materially varying any such arrangements, contracts or transactions.	N/A	GEL Board (to recommend to LBE)	LBE
Legal	Commencing any claim, proceedings or other litigation brought by or settling or defending any claim, proceedings or other litigation brought against the company, except in relation to debt collection in the ordinary course of the business		Managing Director	GEL Board

C3 APPROVALS/AUTHORISATIONS – EVIDENCE

Written evidence of approvals should be kept with the legal documentation. Such evidence may be in the form of minutes, signed resolutions, signed letters, or emails as appropriate.

C4 SIGNING CONTRACTS

Once appropriate approvals are received as per the above scheme of delegations, contracts may be signed by a Director of the Company or the Managing Director (as hereby authorised by the Board) on behalf of the Company.

Deeds

If a contract is to be entered into as a Deed, any two of the following may sign on behalf of the Company:

- Any Statutory Director of the Company;
- The Managing Director
- The Company Secretary

All signatures to such deeds must be made in the presence of a witness who attests the signature.

C5 Roles

Managing Director

Managing Director is responsible for:

- Proper financial administration and stewardship of the Company.
- Consult with the Directors and seek approval on any matter liable to affect the Council's finances materially for both income and expenditure.
- Ensuring that the Council, the Cabinet Members and Directors are advised of the financial implications of all proposals as appropriate.
- Setting and monitoring compliance with financial management standards
- Advising on the Company's financial position and on the key financial controls necessary to secure sound financial management.

Head of Finance

Head of Finance is responsible for:

- Proper financial administration and preparation of the Annual Financial Statement in accordance with proper practices.
- Providing appropriate financial information to the Managing Director in a timely, accurate and appropriate form and level of detail.
- Actively seeking additional income or savings opportunities.
- Ensuring that the appropriate financial controls are in place.