

Delegations Matrix

This Delegations Matrix is to be reviewed annually at the respective annual general meetings (or equivalent) of both the parent holding company (“Holdco”) and North Downs Housing Limited (“Opco”), as part of which any proposed variations can be raised by either Holdco or Opco.

North Downs Housing Limited (“Opco”), is permitted to adopt a scheme of delegations to enable its housing management supplier to effectively deliver the business of the company. It shall only delegate decisions in respect of entering into contracts up to the value delegated to an OpCo Director under the terms of this delegations matrix.

Holdco and Opco Boards, and their Directors, shall in all cases consider whether a matter for decision may require reference to Guildford Borough Council (“GBC”), notwithstanding the delegations below (e.g. due to the reputational or other potential impacts on GBC as shareholder or otherwise).

Unless otherwise stated in this matrix decisions being made by GBC as shareholder will be made by the Executive.

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
	Corporate matters					
1	Amendments to the Delegation Policy: <ul style="list-style-type: none"> as between GBC and Holdco; as between Holdco and Opco 	Decision	Recommendation Decision		Recommendation	

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
2	Approval and adoption of the Opco Business Plan and material amendments thereto.	Decision	Recommendation		Recommending and implementing Business Plan	Drafting and updating Business Plan
3	Material alteration of the nature/scope of the Holdco or Opco business, closing down/commencing any new business, which is not ancillary or otherwise incidental to the Business Plan and/or Articles.	Decision	Recommendation			
4	Acquiring, disposing or agreeing to acquire or dispose of any tangible, physical asset of the business (or intellectual property rights held by Opco), any interest in any asset of the Business (including the exercise of an option).	Decision (where not ancillary or otherwise incidental to the Business Plan)	Decision If in excess of £12,000,000 (twelve million pounds) per event or where such disposal requires a third party consent, breach of which would place GBC in default (and provided in either case where ancillary or otherwise incidental to the		Decision Up to £12,000,000 (twelve million pounds) per event (where ancillary or otherwise incidental to the Business Plan)	Decision Up to £400,000 (four hundred thousand pounds) per event (where ancillary or otherwise incidental to the Business Plan)

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
			Business Plan)			
5	Declaring or paying any distribution in respect of surpluses, assets or reserves of Holdco and Opco.	Decision	Recommendation		In relation to assets only a decision	In relation to assets only a recommendation
6	Forming any Subsidiary.	Decision	Recommendation		Recommendation	
7	Acquiring shares in any other company (subscription or transfer) or any other similar interest in another entity including a limited liability partnership or limited partnership, entering into joint ventures or partnerships or profit sharing.	Decision	Recommendation or decision where ancillary to the delivery of the Business Plan.			
8	Alteration of authorised or issued share capital, or classification thereof, allotment of share capital or securities, granting options or rights to subscribe to the issuing of share	Decision	Recommendation			

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
	capital, of Holdco.					
9	Making any petition or passing any resolution to wind up Holdco or making any application for an administration or winding up order or any order having similar effect in relation to Holdco or giving notice of intention to appoint an administrator or file a notice of appointment of an administrator.	Decision	Recommendation			
	Operational matters					
10	Recruitment and selection of individuals.	Decision To appoint HoldCo Directors	Decision To appoint Hold Co and Opco Directors (in accordance with the principles of Council policies).		Decision To appoint OpCo Board directors	Opco Managing Director authorised to appoint all other Opco roles in accordance with best practice and to act as a responsible employer.
11	The engagement of (and terms of engagement) of consultants.		Decision If in excess of £10,000,000 (ten million pounds)	Decision If between £5,000,001 (five million and one	Decision Up to £5,000,000 (five million pounds) (annualised)	Decision Up to £400,000 (four hundred thousand pounds) (annualised)

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
			(annualised)	pounds) and ££10,000,000 (ten million pounds) (annualised)		
12	The engagement of (and terms of engagement) of contractors.		Decision If in excess of £10,000,000 (ten million pounds) each event	Decision If between £5,000,001 (five million and one pounds) and ££10,000,000 (ten million pounds) each event	Decision Up to £5,000,000 (five million pounds) each event	Decision Up to £400,000 (four hundred thousand pounds) each event

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
13	Any other commitment to contract expenditure.		Decision If in excess of £10,000,000 (ten million pounds) each event	Decision If between £5,000,001 (five million and one pounds) and £10,000,000 (ten million pounds) each event	Decision Up to £5,000,000 (five million pounds) each event	Decision Up to £400,000 (four hundred thousand pounds) each event
14	Acquisition of a property interest, submission of any planning application (or appeals), entering into deeds (easements, wayleave, etc.) or other such matters.	Decision (where not ancillary or otherwise incidental to the Business Plan)	Decision If in excess of £12,000,000 (twelve million pounds) per event <u>or</u> where such disposal requires a third party consent, breach of which would place GBC in default (and provided in either case where ancillary or		Decision Up to £12,000,000 (twelve million pounds) per event (where ancillary or otherwise incidental to the Business Plan)	Decision Up to £400,000 (four hundred thousand pounds) per event (where ancillary or otherwise incidental to the Business Plan)

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
			otherwise incidental to the Business Plan)			
15	Termination of or variation to secondment arrangements (depending on to which company)		Decision	Recommendation	Decision	Recommendation
16	Entry into confidentiality agreements (depending on which company is giving). **NOTE: all such confidentiality agreements shall not preclude the sharing of information with GBC and shall be reported by Opco at Holdco board meetings as a standard agenda item**		Decision	Recommendation	Decision	Recommendation

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
17	Commencing any claim, proceedings or other litigation brought by or settling or defending any claim, proceedings or other litigation brought against Holdco (or Opco), except in relation to debt collection, anti-social behavior orders, damage to property by tenants and other matters that may require litigation in the ordinary course of business, (where the claim, proceedings or other litigation has a potentially material impact on the reputation of GBC/Holdco/Opco or has a potential material cost implication for GBC/Holdco/Opco).	Approval required where the claim, proceedings or other litigation has a potentially material impact on the reputation of GBC/HoldCo/OpCo or has a potential material cost implication for GBC/HoldCo/OpCo			All claims, proceedings or other litigation not subject to column 3 (“GBC as Shareholder of Holdco”).	

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
18	Termination by Holdco or Opco companies of any of their material contracts, where this will have a material impact on the delivery of services to GBC or by GBC.	Decision	Recommendation			
19	Entering into material contracts not contemplated by the Business Plan or based on decisions taken by the GBC Executive/Council.	Decision	Recommendation			
20	Disposing of a <u>substantial</u> part of the business and/or assets outside of the scope of Business Plan.	Decision	Recommendation			
	Finance					
21	Approval of statutory accounts.		Decision		Decision	
22	Changing accounting and reporting policies of Holdco and/or Opco.	Decision	Recommendation			

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
23	Approving the repayment of any external loans.	Decision	Recommendation (e.g. early repayment)			
24	Entering into (or agreeing to enter into) any borrowing or leasing arrangement in relation to working capital on behalf of Holdco and giving any security in respect of any such borrowing or leasing (including creating any encumbrance over the whole or any part of the undertaking or assets of Holdco or over any capital of Holdco).	Above £1,000,001 (one million and one pounds) when included in Capital Programme of GBC (and up to £500,000 above the approved budget if not already in Capital Programme) - GBC Cabinet Decisions not within the approved Capital Programme will need to be taken by Full Council	Decision Up to £1,000,000 (one million pounds) **NOTE: Holdco can delegate to two directors**			
25	Appointment of auditors.		Decision			
26	Giving a guarantee, suretyship, bond or indemnity to secure the liabilities of any person or assume the obligations of any	Decision Above £5,000,000 (five million pounds) (calculated on a cumulative basis)	Decision Between £100,000 (one hundred thousand pounds) and £5,000,000 (five million	Recommendation Below £100,000 (one hundred thousand		

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
	person.		pounds) (calculated on a cumulative basis) Recommendation Above £5,000,000 (five million pounds) (calculated on a cumulative basis)	pounds) (calculated on a cumulative basis)		
27	Write down of Holdco or Opco asset value, or writing off debts.	Decision above £1,000,001 (one million and one pounds) per event	Between £500,001 (five hundred and one thousand pounds) and £1,000,000 (one million pounds) per event Recommendation above £1,000,001 (one million and one pounds) per event		Between £100,001 (one hundred and one thousand pounds) and £500,000 (five hundred thousand pounds) per event	Up to £100,000 (one hundred thousand pounds) per event
28	Making any agreement with any revenue authorities or any other taxing authority or making a claim, disclaimer, election or consent in relation to Holdco, its/ their		Decision		Recommendation	

	Activity	GBC as Shareholder of Holdco	Holdco Board	Holdco Director(s)	Opco Board North Downs Housing	Single Opco Director North Downs Housing
	business, assets or undertakings.					