

<<Company Name>> LIMITED
(Company number: <<Company Number>> Registration No.>>)

Minutes of a meeting of the board of directors of <<Company Name>> Limited (Company)
held at <<Location>> on <<Date>>

PRESENT:		POSITION
		Director
		Director
		Director
		[Director][Secretary]
[IN ATTENDANCE:]		
[APOLOGIES FOR ABSENCE RECEIVED FROM:]		

1. CHAIR

It was resolved that <<Name>> was appointed as the Chair of the meeting of the Company and <<Name>> took the chair of the meeting.

2. NOTICE AND QUORUM

The chair reported that sufficient notice had been duly given and that a quorum was present. The chair declared the meeting as open.

3. DECLARATIONS OF INTEREST

Each director present at the meeting confirmed that they did not have any direct or indirect interests in any matters that were to be considered at the meeting which they were required to declare under section 177 of the Companies Act 2006 and the Company's articles of association.

4. PURPOSE OF THE MEETING

[It was noted that growing concern about environmental factors in society as well as more attention being given to social issues and increasing legal obligations on companies, has led to a re-examination of how companies are governed, and how they should operate to ensure they are profitable and behave responsibly. Specifically, companies should consider the long-term impact of their business and the future of our planet and its peoples. All these various matters are referred to as environmental, social and governance (ESG) matters.]

Considering ESG matters has led to the development of various policies, procedures and processes.

The chair reported that the purpose of the Committee (the Committee) whose objective is to oversee ESG matters. In doing so, the Committee will consider the size and sector focus, namely <<insert name of member>>, <<insert name of member>> and <<insert name of member>> (the Committee's size and sector focus)>>.

This will include:

- Understanding the views of the Company's members, employees and the public;
- Understanding ESG matters and the Company's obligations;
- Ensuring the Company's ESG strategy is clear, concise and up to date;
- Integrating ESG into the Company's long-term plans;
- Ensuring the Company disseminates information to its members, employees and the public to promote its success for the benefit of its members, employees and the public;
- <<Other>>.

5. APPOINTMENT OF COMMITTEE

The chair noted that << insert relevant details of the Company's articles of association relating to the appointment of a committee. It was noted that the Committee will be made up of <<insert name of member>>, <<insert name of member>> and <<insert name of member>> (the Committee Members).

[The chair then reported that¹:

- the Committee must act in accordance with the terms of reference for regulating the conduct of the Company [a copy of which is attached to these minutes]
- the authority of the Committee will be the management of the Company's business, subject to the terms of reference established by the directors [a copy of which is attached to these minutes]

6. RESOLUTION

IT WAS THEREFORE RESOLVED THAT

The Committee be formed and that the Committee be empowered to fulfil the purpose for which it was formed as set out in these minutes [and its Terms of Reference] and that the Committee be empowered to do all such acts and things as the Committee considers necessary or desirable for the purpose of its authority is revoked].

7. CLOSE

There was no further business and the meeting was closed.

¹ If it is proposed that the Committee will be formed as set out in these minutes and/or a long stop date, these should be stated here.

place an ESG strategy as well as the Company's ESG obligations.]

appoint a committee of the board to oversee the board in relation to ESG matters, appropriate given the Company's size and sector focus of the Company's size and sector focus)>>.

consider the views of the Company's members, employees and the public; understand ESG matters and the Company's obligations; ensure the Company's ESG strategy is clear, concise and up to date; integrate ESG into the Company's long-term plans; ensure the Company disseminates information to its members, employees and the public to promote its success for the benefit of its members, employees and the public;

the model articles>> of the Company's articles of association relating to the board's decisions to a committee. It was noted that the Committee will be made up of <<insert name of member>>, <<insert name of member>> and <<insert name of member>> (the Committee Members).

the terms of reference>> established by the directors [a copy of which is attached to these minutes]

the purpose of the Committee, subject to the terms of reference established by the directors [a copy of which is attached to these minutes], has been fulfilled.]

be appointed to the Committee and that the Committee be empowered to fulfil the purpose for which it was formed as set out in these minutes [and its Terms of Reference] and that the Committee be empowered to do all such acts and things as the Committee considers necessary or desirable for the purpose of its authority is revoked].

There was no further business and the meeting was closed.

¹ If it is proposed that the Committee will be formed as set out in these minutes and/or a long stop date, these should be stated here.

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Chair

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