

Acea a deeper look at the committees

[Business](#), [Corporate Governance](#)



Acea SpA 1 Part One: GOVERNANCE AND OBJECTIVE OF THE CORPORATION In my part of the discussion I will have a closer look in the direction of the corporations. I will mainly focus in the board of directors, who they are composed of, if they have the right qualification for their position, as all as having a deeper look at the committees and independence of the board of directors.

1.3 The direction As learned and discussed with Di Carlo, the direction refers to the practical exercise of the control power. It mainly consists in formulation and implementation. According to Di Carlo, the economic entity, which holds the dominant power as holder of control rights, may delegate to others the exercise of that power. The controlling economic entity has always the option to revoke the exercise of the power conferred.

1.3.1 Selection of the Board According to the Report On Corporate Governance And On The Ownership Structure of Acea the Directors are appointed and replaced in compliance with the laws in force, as adopted and expanded, within the limits allowed, by the provisions of the Articles of Association, drawn up in adherence and conformity to the provisions of the listed companies' Self-Regulatory Code.

In agreement with the provisions of the Company's Articles of Association, the Board of Directors is composed of no less than five and no more than nine members, appointed by the Ordinary Shareholders' Meeting (which determines the number within those limits) for a term no longer than three financial periods, and they may be re-elected on expiry of their mandate. Directorships can only be held by those with the requisites laid down by law and by the regulatory provisions. <https://www.acea>.

<https://assignbuster.com/acea-a-deeper-look-at-the-committees-2/>

[it/content/dam/aceafoundation/pdf/gruppo/governance/2017/assemblea-azionisti/report-on-corporate-governance-and-on-the-ownership-structure.pdf](https://www.acea.it/content/dam/aceafoundation/pdf/gruppo/governance/2017/assemblea-azionisti/report-on-corporate-governance-and-on-the-ownership-structure.pdf)

In case of Acea SpA the directors of the board are elected with rules such as: a gender balance in the composition of the board of directors, the directors are elected on the basis of lists, each of which contains as many candidates, each indicated by a progressive number, as the number of directors to be elected, and each list must have at least two candidates qualified as independent as contemplated by law, one of which must be first or second on the list and the other must be within the first four on the list as well does the election have to be carried out in a certain set of rules

[https://www.acea.](https://www.acea.it/content/dam/aceafoundation/pdf/gruppo/governance/2017/assemblea-azionisti/report-on-corporate-governance-and-on-the-ownership-structure.pdf)

[it/content/dam/aceafoundation/pdf/gruppo/governance/2017/assemblea-azionisti/report-on-corporate-governance-and-on-the-ownership-structure.](https://www.acea.it/content/dam/aceafoundation/pdf/gruppo/governance/2017/assemblea-azionisti/report-on-corporate-governance-and-on-the-ownership-structure.pdf)

pdf 1.

3. 2 Board composition According to the Acea SpA, the Company's Board of Directors holds a central role in the sphere of the Company's governance, and all the departments and the managers of the Company and of the Group with strategic and organisational responsibilities (Key Managers) report to the Board of Directors. Furthermore, does the Board of Directors meet on a regular basis, in compliance with the terms of law and a works calendar, organising itself and operating in order to guarantee the effective and efficient execution of its functions. As mentioned before, the company is governed by a Board of Directors composed of at least five and no more than nine members appointed by the Ordinary Shareholders' Meeting which determines the number within those limits. As taught by Di Carlo some of the

<https://assignbuster.com/acea-a-deeper-look-at-the-committees-2/>

qualities that some jurisdictions identify as desirable for independent board members are amongst others: to have an adequate professional background being able to furnish their experience and knowledge in furtherance of the governance of the company showing integrity and the highest ethical standards having strong interpersonal skills possessing sound judgement and an inquiring mind questioning in a constructive way the strategy of the company and contribute to the strategy implementation Some of these qualities can be found in the curriculum vitae of a person. Therefore I will have a deeper look into the current board members of Acea SpA, with a short biographical overview, to be able to judge the qualification of the character. A note, this information has been found on the company's website, looking at it critically there is the chance the credibility is in jeopardy as Acea SpA was the source of the following information, highlighting most likely only positive achievements and therefore possibly misleading the shareholders.

The shared folder could lull into a false sense of security.