



Group Governance and Subsidiary Management Course: Holding Structures and Entity Management



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Introduction:

Group governance and subsidiary management, covering holding structures and entity management, is a 5-day course for group company secretarial, legal and governance teams that ends with a Group Entity Governance Plan for a case group. Groups that grow by acquisition lose sight of which entity decides what: parent approvals are bypassed, nominee directors receive conflicting instructions, group policies go unadopted locally and dormant companies keep generating filings. Nominees already administer or advise several group entities and work through case studies built on structure charts, delegation matrices and entity registers. CoreConcept Training Center delivers this group governance and subsidiary management course.

Course Objectives:

- Map a group's holding structure, tiers of subsidiaries and control relationships using IFRS 10 control indicators
- Define parent reserved matters and a group delegation of authority matrix that subsidiary boards can apply without ambiguity
- Structure subsidiary boards and brief parent-appointed and nominee directors on their duties to the subsidiary and to the parent
- Cascade group policies to subsidiaries through local adoption resolutions and a controlled process for local variations
- Maintain a legal entity register and statutory filing calendar and plan the clean-up of dormant entities
- Design group-level assurance over subsidiaries using the IIA Three Lines Model and a subsidiary reporting pack

Target Audience:

- Group company secretarial teams responsible for subsidiary boards, statutory registers and filings across many entities
 - Group legal teams responsible for parent approvals, intra-group arrangements and entity restructuring
 - Group governance teams responsible for governance frameworks, delegation of authority and policy cascade
 - Entity management teams responsible for legal entity data, corporate records and the statutory calendar
 - Subsidiary governance coordinators responsible for reporting between local boards and the parent
 - Internal audit and assurance teams responsible for reviewing governance across subsidiaries
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Course Outline:

Day 1: Holding Structures and the Group Governance Context

- Pure Holding Versus Operating Holding Company Models
- Group Structure Chart Mapping First-Tier and Second-Tier Subsidiaries
- IFRS 10 Control Indicators for Identifying Group Entities
- Centralised, Federal and Decentralised Parent Oversight Styles
- Group Governance Maturity Diagnostic for a Multi-Entity Group

Day 2: Group Governance Frameworks and Parent Decision Rights

- G20/OECD Principles of Corporate Governance Applied to Corporate Groups
- ISO 37000 Governing Body Accountability Across Group Entities
- Parent Reserved Matters Schedule for Subsidiary Decisions
- Group Delegation of Authority Matrix and Approval Thresholds
- Subsidiary Governance Charter Setting Parent and Local Board Roles

Day 3: Subsidiary Boards, Nominee Directors and Group Policy Cascade

- Subsidiary Board Composition Model for Parent-Appointed Directors
- Nominee Director Briefing Pack and Dual-Duty Conflict Protocol
- Group Policy Cascade Map With Local Adoption Resolutions
- Local Variation Request Log for Subsidiary Policy Deviations
- Subsidiary Reporting Pack and Parent Information Rights Schedule

Day 4: Entity Management, Dormant Entities and Group Assurance

- Legal Entity Register Data Fields and Ownership Records
- Statutory Filing Calendar for Annual Returns and Renewals
- Dormant Entity Review and Legal Entity Rationalisation Roadmap
- IIA Three Lines Model Applied to Subsidiary Assurance
- Veil-Piercing and Shadow Direction Risk in Parent Instructions

Day 5: Case Study: Group Entity Governance Plan for a Case Group

- Case Group Structure Chart and Control Analysis Review
 - Case Group Reserved Matters and Delegation Matrix Redesign
 - Case Group Entity Register and Statutory Calendar Build
 - Case Group Dormant Entity Clean-Up Prioritisation
 - Group Entity Governance Plan Completion and Panel Defence
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Skills You Will Gain:

- Holding Structure Mapping
- Control Assessment
- Reserved Matters Design
- Delegation Matrix Drafting
- Nominee Director Briefing
- Policy Cascade Management
- Legal Entity Data Management
- Entity Rationalisation Planning

Why Attend This Course:

- Deliver a Group Entity Governance Plan for a case group to the group general counsel and the parent board for approval
- Decide which subsidiary decisions belong to the parent, which to the local board and which to management under the delegation matrix
- Avoid missed statutory filings, unauthorised subsidiary commitments and exposure from dormant entities that nobody owns
- Equip colleagues with structure charts, reserved matters schedules, register templates and nominee director briefing packs

Conclusion:

Back at work, the participant presents the Group Entity Governance Plan to the group general counsel and the parent board. They use it to approve the reserved matters schedule, the delegation matrix, the composition of subsidiary boards, the policy cascade route and the list of dormant entities to close or merge. After the first annual filing cycle under the plan, the group should review missed deadlines, open policy variations, nominee director queries and the number of entities retained, then revise the weaker elements of the plan.

Frequently Asked Questions FAQ:

What should participants know before a group governance and subsidiary management course?

Participants should already support boards or legal work in a group with several entities and understand basic company records such as registers, resolutions and filings. An anonymised structure chart or delegation matrix from their own group helps during the case study day.

How does group governance and subsidiary management differ from a general corporate governance course?

It looks at governance from the parent across many legal entities: holding structures, reserved matters, nominee directors, policy cascade, entity registers and dormant entities. General corporate governance courses focus on one board, its committees and its own policies.

Why does group governance and subsidiary management need parent reserved matters?

Each subsidiary keeps its own board and legal personality, so the parent cannot simply instruct it. A reserved matters schedule and delegation matrix set out which decisions need parent approval, protecting group interests while respecting the duties of subsidiary directors.

What do participants take back from the group governance and subsidiary management course?

Participants take back a Group Entity Governance Plan for a case group, with a structure chart, reserved matters schedule, delegation matrix, entity register template, statutory filing calendar and a dormant entity clean-up list they can adapt to their own group.
