**Proposed changes to Articles of Association (second phase) – Autumn term 2017 - Suggested wording for approval**

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| ***Article reference*** | ***Proposed change*** | ***Recommendation*** |
| **Article 5 – Objects**  ***Recommendation - Advance*** | Inclusion of an additional Object which will enable Learn Sheffield to engage in commercial activities to generate additional income which will be used to support schools’ improvement | Insertion of the following clause  “*To undertake such other activities (commercial or otherwise) from time to time as the Directors may determine.”* |
| **Article 12 – The Board (constitution)**  ***Recommendation - Advance*** | Options are being considered to achieve a more appropriate balance between Directors who are nominated/elected by Member institutions and those appointed directly by the Board on the basis of their skills/experience. This may involve increasing the overall size of the Board, at least during a transitional period.  No change is proposed in relation to clause 13 – the Council shall be entitled to appoint up to two non-executive Directors provided that the number of Council Directors never equals or exceeds 20% of the total number of Directors | Amendment to clause 12.2 to read “*The Board may from time to time at their sole discretion appoint up to* ***four*** *additional non-executive Directors in which case the Board shall comprise of up to* ***12*** *non-executive Directors and the Chief Executive* |
| **Article 14 – Appointment of non-executive Directors by Member Educational Establishments**  ***Recommendation – Advance (if required)*** | This proposed amendment relates to that above in that options for consideration include reducing the number of Directors nominated by the Secondary and Primary Sectors to one (to be consistent with the FE and Special Sectors and to enable the number of skills based Directors appointed by the Board to increase) and possibly also the process by which educational sector Directors are nominated. | The wording of clause 14.1 currently provides flexibility to reduce the number of Primary and Secondary school Directors to one.  At a later date further consideration may be given to the wording of clause 14.2 which relates to the process by which Member Schools nominate and appoint Directors. |
| **Article 15 – Term of office of Non-Executive Directors**  ***Recommendation - Advance*** | The current Articles specify that the period of office for Non-Executive Directors is 3 years. The proposal is to phase Directors’ initial period of office from 1 to 3 years with the potential for re-appointment | Amend clause 15.2 to read  “*Thereafter the term of office for non-executive directors shall be between one and three years commencing from the date of appointment. At the end of an initial period of office Directors will be eligible for re-appointment”* |
| **Article 20 – Committees**  ***Recommendation - Advance*** | Removal of the requirement for the membership of the Remuneration Committee to include the LA Director as this is not a requirement of the School Companies Regulations | Removal of clause 20.3 which reads “Any committee of the Board having responsibility for the employment or remuneration matters must include a Council Director” |
| **Article 40 – Quorum for General Meetings**  ***Recommendation - Advance*** | It is proposed to amend the number of Members required for a quorum from one-third of total membership (i.e. currently approximately 40 from 120) to 20 Members or similar. | Amend the wording of 40.2 to  “*The quorum for Company meetings must be 20 Members save if the number of Members is less than 60 when the quorum shall be one third of the number of Members.”* |