**LEARN SHEFFIELD**

**EGM – 22 March 2018**

**Resolution 1 - REVISED Proposed changes to Articles of Association (second phase) –SPRING term 2018**

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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 activities to generate additional income which will be used to support schools’ improvement | Following discussion with SCC and on the basis of legal advice an additional clause will be inserted –*"to make, or facilitate the making of, arrangements under which facilities or services are provided:  i) for any educational establishment by the Company or by other persons; or**II) by any educational establishment."* |
| **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 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.”* |