

AMENDMENTS TO THIS LAND'S ARTICLES OF ASSOCIATION

To: Commercial & Investments Committee

Meeting Date: 14 December 2018

From: Deputy Section 151 Officer.

Electoral division(s): All

Forward Plan ref: n/a **Key decision:** No

Purpose: To consider the proposed amendments to the Articles of Association

Recommendation: It is recommended that the Committee

a) Agree the proposed amendments to the Articles of Association of This Land as set out in Appendix A to this report;

b) Authorise the Chair of Commercial & Investments Committee to sign the written resolution on behalf of the Shareholder.

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1. BACKGROUND

- 1.1 On 10 October 2018 a meeting of Commercial & Investment (C&I) Committee took place which included a resolution to update This Land's Articles of Association. The resolution was passed, however at that meeting some additional amendments were discussed, and it was agreed to put these forward for C&I Committee to consider as further changes.
- 1.2 The amendments are shown in **Appendix A**, using tracked changes, with **Appendix B** being a "clean" version of the Articles. **Appendix C** is the written resolution to be returned to the This Land.

2. MAIN ISSUES

- 2.1 The proposed changes with their rationale are outlined below.

Section	Amendment	Rationale
8.4	Notices calling a Directors' meeting to include the business to be transacted.	It was felt that this would improve governance and transparency.
8.5	Notices calling a Directors' meeting must be in writing.	To eliminate any potential failure of notification.
10.2	The quorum for Directors' meeting must be three, of which one is a Non-Executive Director.	To ensure that all decisions of the Board had some non-executive input/challenge and to reduce the risk of decisions not being made due to split views of the Board.
18	Every three years, two thirds (or rounded down) of the longest serving Non-Executive Directors will retire.	To maintain a level of freshness and challenge on the Board and to avoid Non-Executives becoming aligned to the Executive.
19	Any Director who was appointed due to their employment in Cambridgeshire County Council ceases to be a Director as soon as their CCC employment ends.	The role is linked so the cessation of CCC employment must automatically cease the linked role.

3. ALIGNMENT WITH CORPORATE PRIORITIES

- 3.1 **Developing the local economy for the benefit of all**
There are no significant implications for this priority.
- 3.2 **Helping people live healthy and independent lives**
There are no significant implications for this priority.
- 3.3 **Supporting and protecting vulnerable people**
There are no significant implications for this priority.

4. SIGNIFICANT IMPLICATIONS

4.1 Resource Implications

There are no significant implications within this category.

4.2 Procurement/Contractual/Council Contract Procedure Rules Implications

There are no significant implications within this category.

4.3 Statutory, Legal and Risk Implications

There are no significant implications within this category.

4.4 Equality and Diversity Implications

There are no significant implications within this category.

4.5 Engagement and Communications Implications

There are no significant implications within this category.

4.6 Localism and Local Member Involvement

There are no significant implications within this category.

4.7 Public Health Implications

There are no significant implications within this category.

Implications	Officer Clearance
Have the resource implications been cleared by Finance?	N/A
Have the procurement/contractual/ Council Contract Procedure Rules implications been cleared by the LGSS Head of Procurement?	N/A
Has the impact on statutory, legal and risk implications been cleared by LGSS Law?	N/A
Have the equality and diversity implications been cleared by your Service Contact?	N/A
Have any engagement and communication implications been cleared by Communications?	N/A
Have any localism and Local Member involvement issues been cleared by your Service Contact?	N/A
Have any Public Health implications been cleared by Public Health	N/A

Source Documents	Location
None	