

Amendments to Improvement and Development Agency for Local Government Ltd (IDeA) Articles of Association

Purpose

For decision.

Summary

Following a decision by the Board of Directors of IDeA to update the Articles of Association of the company, a review and amendment of the Articles has taken place. As the owners or 'Members' of the company itself, the LGA's Leadership Board is required to agree the amended Articles before they can be lodged with Companies House.

The amended Articles are appended to this report at **Appendix A** and the agreed Resolution of the Board of Directors of the IDeA, which agreed to refer and recommend these amendments to the Articles to the LGA's Leadership Board, is appended at **Appendix B**.

Recommendation

That the LGA Leadership Board agree the appended amended Articles of Association for the Improvement and Development Agency for Local Government Ltd (IDeA).

Action

If agreed, the new Articles will be lodged with Companies House and become a matter of record as the governance document for the running of the company.

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Amendments to Improvement and Development Agency for Local Government Ltd (IDeA) Articles of Association

Background

1. Following a decision by the Board of Directors and the appointment of Dennis Skinner as Company Secretary, a review of the Articles of Association of the Improvement and Development Agency for Local Government Ltd (IDeA) has taken place to identify where amendments and updates need to be made.

Issues

2. The significant changes to the Articles of Association have been made in relation to the appointment of both 'Members/ Owners' of the company and of Directors of the Company. These amendments were required to bring the operation of the company in line with the current position and standing of the company. Additionally, regularity was required in terms of the appointment of the Independent Directors and alignment with the 'Members' of the company to reflect the current position.
3. The most significant amendments have been made to the following Articles:
 - 3.1. Article 3 - the Membership (i.e. ownership) of the company is recommended to be 6 and should mirror the councillor members of the Board of Directors and the Company Secretary.
 - 3.2. Article 9 - quorum of Members, for the purposes of AGMs and similar, will require presence of at least two political group representatives.
 - 3.3. Article 27 - the maximum number of Directors is to be reduced to 10 from 17.
 - 3.4. Article 32 - the position of Director can only be held by serving LGA councillors as detailed in Article 36 and that the position of Independent Directors is subject to review and a maximum term.
 - 3.5. Articles 33 to 36 - amendments have been made to the number of Directors (as above) and now details which roles within the LGA structure will link to a Director position for IDeA.
 - 3.6. Article 40 - quorum for the Board of Directors will require presence of at least two political group representatives.
 - 3.7. Article 43 - the Chair of the Board of Directors will be the Chair of the LGA's Improvement and Innovation Board (or equivalent).
 - 3.8. Article 53 - the role of Company Secretary will be held by the LGA officer who is the Head of Improvement (or equivalent)

Financial Implications

4. None

Next steps

5. The Leadership Board are asked to:
 - 5.1. Review and agree the appended amended Articles of Association.
 - 5.2. Direct that the new Articles be adopted and filed at Companies House.