

The Court of Assistants/Mercers Side of the Joint Grand Gresham Committee

Friday 21st February

Gresham College - Amendment of Articles

1 - Background

The current Gresham College Articles state that the College Council can have up to two coopted members from the Foundation (i.e. Gresham as opposed to Visiting) Professors on the Academic Board, which consists only of Foundation and Visiting Professors together with the Provost.

A problem has arisen in that current Foundation professors are very busy and only one - Professor Carolin Crawford (Astronomy) - wishes to serve. However Baroness Deech would be willing, but her Foundation term is now completed although she is now Emeritus Professor, a Fellow of Gresham College, and member of Academic Board. She was of course a much admired Professor of Law

2 - Proposal

The proposal is that the articles be amended to allow the Council to coopt up to two members from the Academic Board, but from both Foundation and Visiting categories. Although this appears de minimis, given the quality of all the College's professors, it might be seen as slightly weakening the governance position of the sponsors, the Company and the City Corporation. The latter is achieved through the right to appoint Professors, to appoint members of Council, and the holding of shares in the College, one each. The proposal means that the two Academic Board cooptees do not have to be current Foundation Professors, i.e. appointed by the sponsors and therefore dismissable by the sponsors, but do have to be Professors, clearly by any standards a very talented pool.

3 - Action requested

Gresham College is a company limited by guarantee with two shareholders, the City Corporation and the Company, one share each, their two nominees being respectively Councilman Tom Hoffman, Chairman of the City Side, for the City and the undersigned, Vice Chairman of the Council and a Mercer nominee on the Council. The change requires an EGM and a covering note written for the College Council and draft EGM notice are attached as Appendices 1 and 2.

The Court is requested to empower the undersigned to attend the EGM and vote the Company's share in favour of the change to the Articles.

Appendix 1

GRESHAM COLLEGE

6 February 2014



PROPOSAL FOR AN EXTRA-ORDINARY GENERAL MEETING

1. It is proposed that an Extra-ordinary General Meeting should be held in order to consider a proposed change to Article 23 of the Articles of Association regarding representation of the Academic Board on Gresham College Council.
2. At a meeting of Council on 21 November 2013, it was discussed whether Academic Board members on Council should be required to be 'Current Gresham Professors.' This has proved difficult in the past, to the already significant commitments of the Gresham Professors, and difficulties of attending meetings (especially if located at some distance from London). By contrast, other members of Academic Board, such as Fellows (who are normally former professors) have both the experience and capacity to take on this role.
3. In addition, the wording as at present is somewhat ambiguous regarding whether 'emeritus' (but still 'current') Gresham professors are eligible.
4. An amendment to the wording is therefore proposed, which can only be agreed at a general meeting. Members are asked to approve the calling of an Extraordinary meeting to clarify this issue. A draft agendum is attached.

Note: *The Council 21 Nov 13 Minute read:*

35.13.5 The Articles of Association require that Academic Board representatives on Council should be 'current Gresham Professors', the term being somewhat unclear about whether it included emeritus professors. It was sometimes difficult for people to commit the additional time necessary so it was proposed that Council should submit a request to the AGM to reconsider this requirement, making it more broadly applicable to all members of Academic Board. This had been scheduled for discussion at the AGM but, since it impacted on governance issues and the role and status of the Founding Professors appointed by the Mercers and the Corporation, it was felt that some discussion was needed amongst the Sponsors first. The item would therefore be withdrawn from the AGM agenda and discussed by the two members (share/vote holders) at an extra-ordinary meeting to be held at an appropriate time.

Appendix 2



EXTRA-ORDINARY GENERAL MEETING

21 February

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Gresham College will be held at the Mercers' Hall, 21 February 2014 to transact the following business:

Ordinary Business

5. To consider a proposed change to Article 23 of the Articles of Association (2004, as revised 2007). The proposed amendment being to alter the requirement:

In addition the Council shall be required to co-opt to the Council 2 persons to act as ex officio directors of the College who shall be current Gresham Professors nominated by the Academic Board.

to read:

In addition the Council shall be required to co-opt to the Council 2 persons to act as ex officio directors of the College who shall be nominated by the Academic Board from amongst their membership.

By Order of the Board
Dr Valerie Shrimplin
Company Secretary
Gresham College