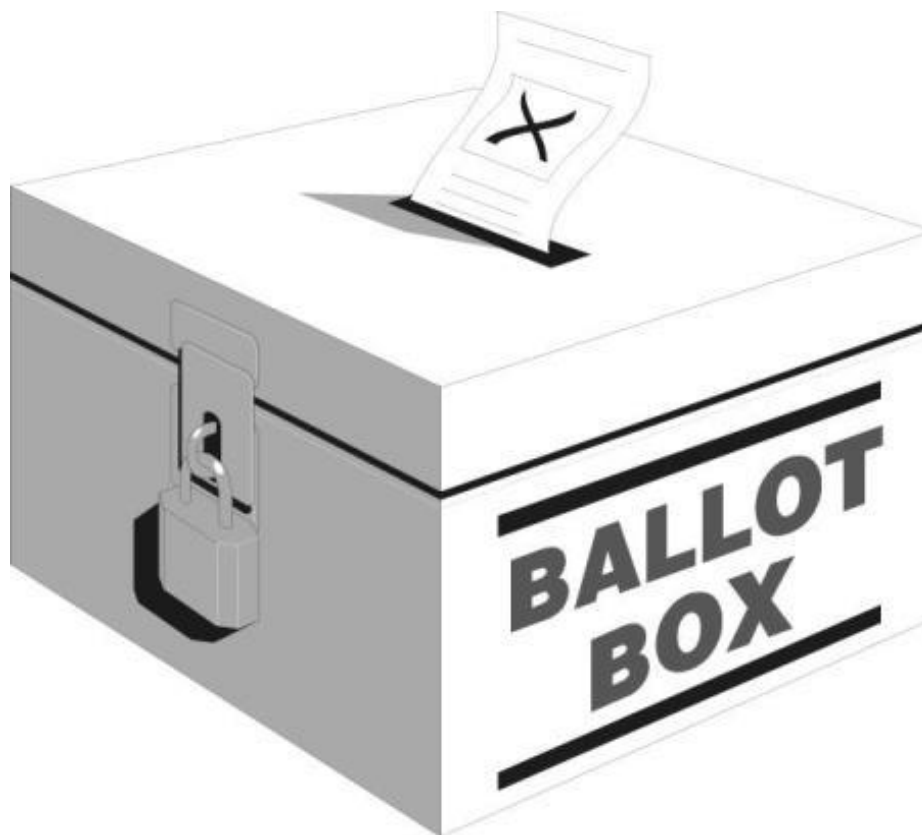


Information pack for:

- **Nominating a non-executive director**
- **Voting for a non-executive director**



January 2019

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Dear Herts for Learning shareholder,

The Herts for Learning Ltd (HfL) Board of Directors includes six elected non-executive directors from schools who take up post for a term of three years.

In March 2019 there will be two vacancies for non-executive directors elected by secondary school shareholders (Class 'B' shareholders) and for one non-executive director elected by primary school shareholders (Class 'C' shareholders).

This information pack is designed to guide you through the process for nominating and voting for a non-executive director. A copy of the job description and person specification for a non-executive director can be found on the [HfL website](#).

We hope this pack answers all of your questions about the election process, but if you have any queries or comments please contact us at hfl.executive@hertsforlearning.co.uk or visit the [HfL website](#) for further details,

Yours sincerely,



Lynette Dexter
Company Secretary
On behalf of the Board of Directors
Herts for Learning Ltd

Timescales

Nominations open	9:00am on Monday 4th February 2019
Nominations close	12:00pm on Friday 1st March 2019
Details of nominees and link to electronic voting form issued	Tuesday 5th March 2019
Close of voting period	12:00pm on Friday 22nd March 2019
Result of election announced	Wednesday 27th March 2019
Non-executive director appointed	Thursday 28th March 2019

Nominating a non-executive director

Any serving Headteacher or Governor can be nominated by their governing body to be a non-executive director of HfL. Existing directors can also stand for re-election. Each nominee must have at least one proposer (i.e. you cannot nominate yourself).

The main responsibilities for the role can be found in the FAQ section of this document. A copy of the job description and person specification for a non-executive director can be found on the [HfL website](#).

All Class 'B' shareholders (secondary schools) will be able to nominate two non-executive directors between Monday 4th February and Friday 1st March 2019.

All Class 'C' shareholders (primary schools) will be able to nominate one non-executive director between Monday 4th February and Friday 1st March 2019.

An electronic version of the nomination form (one for secondary schools and one for primary schools) can be found on the [HfL website](#).

Completed nomination forms should be emailed to:
hfl.executive@hertsforlearning.co.uk

Voting for a non-executive director

Details of all nominees will be available to view on the [HfL website](#) from Tuesday 5th March 2019.

All headteachers and chairs of governors of Class 'B' (secondary school) and Class 'C' (primary school) shareholder schools will be emailed an electronic version of the list of nominees and a link to an electronic voting paper on Tuesday 5th March 2019.

Completed voting forms can be returned by either:

- Email to: hfl.executive@hertsforlearning.co.uk
- Post to: Herts for Learning Returning Officer, SROB300 Robertson House, Six Hills Way, Stevenage, SG1 2FQ

Voting closes at 12 noon on Friday 22nd March 2019

Frequently Asked Questions

To help shareholders make informed decisions, we have prepared some FAQs which we hope you will find useful.

Q: What are the main responsibilities of a non-executive director?

A: The main responsibilities are to:

- Provide leadership, direction and overall accountability to shareholders for the work of HfL
- Define and ensure compliance with the values and objectives of the company
- Approve strategies, policies and plans to achieve the company objectives
- Approve each year's budget and accounts prior to publication
- Establish and oversee a framework of delegation and systems of control
- Provide guidance, support and constructive challenge to members of the Executive Team
- Monitor HfL's performance in relation to plans, budgets, controls and decisions, holding the Managing Director and his executive team to account
- Ensure the company remains accountable and open to customers and other stakeholders
- Ensure that HfL's affairs are conducted lawfully and in accordance with regulatory requirements and generally accepted standards of performance and propriety.

Q: How many meetings of the Board take place each year?

A: Typically there are five meetings of the Board and an AGM.

Q: Are there committees of the Board? How often do they meet?

A: There are two committees (Personnel and Remuneration and Audit and Risk). The committees typically meet four times a year. A non-executive director would usually be a member of one committee.

Q: How much time in a month should a non-executive director reasonably expect to be involved?

A: This can vary, but approximately one day a month.

Q: Apart from attending meetings what other activities could a non-executive director be expected to carry out?

A: Read the papers in advance and prepare questions; make sure you are available to attend meetings and some major HfL events, take part in induction and occasional Board training days once or twice a year.

Q: Can an existing non-executive director stand for re-election?

A: Yes

Q: How will the votes be counted?

A: HfL will appoint an independent person as scrutineer to assist the returning officer in supervising the process. Candidates will be invited to attend the count if they wish.



Q: Can you confirm that my vote will be confidential?

A: Yes - the Returning Officer will only announce the name of the successful candidate and the total votes cast for each candidate.

Q: How long is the term of office for a non-executive director?

A: The Company's Articles of Association state that the term will be three years.

Q: Do all shareholders have to vote?

A: No - shareholders are able to choose whether or not to exercise their vote.

Q: Can non-shareholders vote?

A: No - only shareholders are eligible to vote.

Q: Where can I read the Articles of Association for HfL?

A: They are available on the [HfL website](#)

Q: Do non-executive directors get paid?

A: Non-executive director posts are not salaried. However, employers of non-executive directors are entitled to claim compensation at the current rate of £112.50 per meeting, plus travel expenses.

Q: My school is in special measures. Can I still stand for election?

A: No – The School Companies Regulations restricts a school which is subject to special measures being “actively engaged in the company’s affairs.”

Further information

If you have any questions or require any further details please email us at hfl.executive@hertsforlearning.co.uk