

Presenting: Chair (exiting): Shaun McCarthy (Action Sustainability), Chair (commencing): Dale Turner (Skanska), Mandy Messenger (Advante), Anna Baker (Holcim UK), Andrew Spencer (Galliford Try), Aled Williams (UCEM), Ian Heptonstall (Action Sustainability), Hilary Hurrey (Action Sustainability), Dana James-Edwards (Action Sustainability), Charles Naud (Action Sustainability), Dave Emery, (Action Sustainability), Mark Turner (Action Sustainability).

Partner Attendees: Dan Evans (Speedy Hire Services), Steven Wheeler (Canary Wharf Group), Nick Smith (Once for All), Rachel O'Neill (O&B), Abbie McKinnon (Robertson), Lee Ribchester (Garic), Harvey Dixon (Siemens), Daniel App (Siemens), Benjamin Urmson-Addingadoo (Speedy Hire), H Stansfield (UCEN Manchester), Helen Hamilton (St. Gobain), Chris Duncan (Environment Agency), Mark Worral (BBI Services), Hollie Cregan (Graham), Roberta Bailey (North Wales Construction Partnership), Carolina Karlstrom (SGN), Luis Bassett (Construction Plant Hire Association), Marcus Bennet (CITB), Barbara Butler-Griggs (Vinci Construction), Richard Sanders (SGN), R Bool (Centura Group), Amanda Parker (Yorkshire Water), Yomade Hundeyin (Ferrovia), Laura Warren (SSE), Helen Vint (Graham), Any Skene (Balfour Beatty), Nicky Gardiner (MBDA Systems), Gemma Clarkson (Aureos), Stefanie Cooke (Aureos), Molly Dowling (Laing O'Rourke), Joshua Taylor (Selwood), Nikolaos Sapounas (Octavius), Niall Conroy (Wolffkran), Natalie Gomm (Pro Electric), Darren Mills (Wales & West Utilities), Sarah Handley (Siemens), Rachael Blackwell (Wessex Archaeology), Nathalie Lacroix (United Utilities), Cecilia Olley (Hochtief), Mohammed Ilyas (Colas Rail), A Byatt (Flannery Plant), Jane Zammit (SSE), Kate Atwood (LandSec), James York (Costain), Olivia Sutcliffe (Savills), Keith O'Flynn (Savills), Diana Dzhambazova (Knauf), Amanda Porritt (Colas Rail), Laura Jarvis (Heidelberg Materials), John Nicholson (Ringway Jacobs), Lawrence Ling (Ringway Jacobs), Donna Barbor (Nationwide Platforms), Rob Worboys (Lovell), Elaine Woodburn (Graham)

Delivery Partner attendees: Dyanne van de Wijdeven (Action Sustainability), Hazal Sanal (Action Sustainability), Jenny Simpson (Action Sustainability), Graham Durrant (Action Sustainability), Keagan Allin (Action Sustainability), Sophie Coyle (Action Sustainability), Harriet Downes (Action Sustainability), Becky Bryant (Action Sustainability), Antoinette Irving (Action Sustainability), Aiden Skinner (Action Sustainability), Piraveena Kanageswaran (Action Sustainability), Pete Smith (Action Sustainability), Lucy Hunt (Action Sustainability), Rosie Watts (Action Sustainability), Lyndsey Morrison (Action Sustainability), Saira Khan (Action Sustainability), Grace O'Connell (Action Sustainability), Marc Savathrakis (Action Sustainability), Liban Ahmed (Action Sustainability), Lynne Good (Action Sustainability), Sara Gouveia (Action Sustainability)

1. Welcome

Shaun McCarthy opened the AGM, ran through the agenda for the day and instructions around the voting items throughout the agenda.

An overview of the Schools Values, Vision and Mission along with a reminder of how the School has grown to a collaboration of 223 Partners was given to set the scene.

2. New Chair Introduction

Shaun McCarthy introduced Dale Turner (Skanska) as the new Chair of the UK School.

Dale Turner then took over the Chairing of the AGM officially. Dale went on the thank Shaun for his commitment to the School and Board. Ian Heptonstall also provided some words of thanks to Shaun and for being instrumental in the growth of the School over the last 14 years.

3. Board members re-election

Two Board members, Julia Barratt (Wilmott Dixon) and Dan Evans (Speedy Hire) had come to the end of their 5 year term as members of the Board. This meant a process of re-election took place earlier in the year for both

members. The results were presented Julia (96% re-elect); Dan (82% re-elect) and confirmed that Julia and Dan will continue to serve another term on the Board.

4. New Board members introduction

Mandy Messenger (Advante) informed the group of the process that took place earlier in the year to find a new Board member following Dale Turner taking the position of Chair of the Board.

Anna Baker, Holcim was successful in her nomination to become part of the Board. Anna introduced herself and gave background to her experience within the industry and School.

The members were asked to ratify the appointment via a menti poll. There were 43 voting Partners and 100% voted yes to the appointment.

5. Changes to the Constitution

Ian Heptonstall provided a summary of the changes to the School constitution. In summary:

1. Legal tidy up; legal led

The past Constitution was originally written by a lawyer in 2012. Subsequent updates were done ourselves, hence some drafting has benefited from improvements. These are:

1. Sections 3.2 to 3.8 where a range of legal boiler plate text has been added to general definitions
2. Sections 18 and 19 has more detailed legal advice on Jurisdiction and Force Majeure
3. A range of legal nice to haves. These changes were not essential or a significant change. But given we had the legal advice have been taken on-board. Highlighted on the marked-up copy of the constitution in the pre-read.

2. Changes agreed by the School Board:

1. **Guiding principles** - included the additional two guiding principles
2. **Chair** - removed the section saying the Chair had to be independent of Partners
3. **Operations group** - recommended actions on the Operations group
4. **Overseas Schools** - added in the payment from AS to the UK School for use of any Learning Content in new Schools overseas or in the UK
5. **Advisory vs Fiduciary liabilities:** the board is the former and board members don't have the legal and financial duties of a company director clarified this in Sections 4 & 6.
6. **Partner agreements:** currently signed between the School & Partner, but the School is not a legal entity. Clarified this in Section 2 and then laid out our role and responsibilities in Section 5.
7. **Business Plan:** Changed the name of the Business Plan to Delivery Plan in Section 2.
8. **Delivery Partner obligations:** documented our role and responsibilities in Section 5 and changed the term School Team which was not defined to Delivery Partner.
9. **Change control:** Updated *Section 10* to say that the Delivery Partner & Board must agree any motion that goes to the AGM.

10. **Dissolution of the School:** We have move passed the point where a minority of Partners could dissolve the School. If they did this would leave Action Sustainability with all the liabilities. Therefore, propose removal of *Section 16* and made it clearer how a Partner can terminate if they are unhappy with the School's performance.
11. **School not for profit:** recommend by the legal team that this clause is removed as it could imply that AS trading under the School name should give back all historic profits to the Partners
12. **Foreground \ Background IP:** Revised these definitions as they were dated and overly complex. Advise from IP expert have clarified the following:
 - Section 3 – The definitions of Intellectual Property have been updated.
 - Section 3 – Definition of Learning Content and Learning Management System has been separated to be clearer on content and the system that runs the School.
 - Section 13 – This has been simplified to reflect the IP register. We have refined background and foreground IP; defined the Learning Management System; made it clear that 3rd parties (such as CITB) who fund Learning Content development will own that, but for any development undertaken with Partner funds Action Sustainability will own that IP but then licence it back to the Partners for as long as they pay their licence fees. We have also set out in two new clauses what happens if Action Sustainability ceases to trade or decides it does not want to operate the School

Partners were then asked to vote via a menti poll if they were in favour of the Board's proposed changes on the constitution. There were 41 voting Partners and 100% voted yes to the changes in the constitution.

6. Receive Annual Report on Performance

Andrew Spencer (Galliford Try), Aled Williams (UCEM) and Hilary Hurrey (Action Sustainability) provided a round up of the financial performance, risks and performance against KPI's.

7. Approve Business Plan for 2025/26

Ian Heptonstall presented the business plan for 2025/2026.

Partners were then asked to vote via the zoom poll if they approved the Business Plan 2025/ 2026 (previously circulated) and presented by Ian Heptonstall. There were 37 votes and 100% voted yes to the business plan.

8. Celebrating Success: showcasing our impact

The meeting then focused on presentations to showcase a snapshot of the various different successes the School has had over the year. This featured new content in the Nature Recovery Group, a student video testimonial from the Future Workforce Group, achievement of stretch targets as well as the creation of a new app in the Fairness, Inclusion and Respect group, the publishing of an offsite and wellbeing report from the Offsite group and the impact of the Carbon Calculator to date.

9. Closing remarks

Dale Turner then provided closing remarks based on the presentations heard throughout the meeting.

The meeting was then closed.

End.