

	<p>(b) three national Directors who are current housing professionals who have been members of TPAS for at least six months, elected for three years by a national ballot after a selection process that will establish competency to undertake the role</p> <p>(c) three national Directors who are independent and not eligible to be elected under 27a or 27b above, and who bring relevant business skills to the committee, elected for three years by a national ballot after a selection process that will establish competency to undertake the role</p>	<p>(b) a minimum of three, but no more than four, national Directors who are current housing professionals who have been members of TPAS for at least six months, elected for three years by a national ballot after a selection process that will establish competency to undertake the role</p> <p>(c) a maximum of three national Directors who are independent and not eligible to be elected under 27a or 27b above, and who bring relevant business skills to the committee, elected for three years by a national ballot after a selection process that will establish competency to undertake the role</p>
	<p>(d) the Board may co-opt people as required</p>	<p>(d) the Board may co-opt people as required for specific skills and experience to fulfil company and board objectives This may include to the role of Chair</p>

Recommendation

The Board recommends that the Annual General Meeting votes in favour of the motion to accept the two proposed changes in the Memorandum and Articles of Association to support the development of TPAS



THURSDAY

This resolution is presented on the basis that TPAS operates a competency based framework for board members and this needs to be maintained rigorously for all board recruitment and TPAS members would expect that members were not out weighed on the board by independent places

2. Amendment to clause 27(d) 'Members of the Board'

Context

TPAS knows the importance of the role of board chair The chair is required to deliver strong governance through leadership of the board and management of the chief executive, steer long term strategy and protect and grow the organisation under the guiding principle of what is best for the organisation The chair can also be a powerful ambassador and figurehead for TPAS to assist it in reaching its objectives Currently the chair is appointed from elected board members only The proposed resolution is to give the board the scope to be able to appoint a chair from co-opted board members should the board feel this is in the best interests of the organisation

Key changes to the governing document

All proposed changes to the TPAS Memorandum and Articles are highlighted in the document The crucial points that will change the governance structure are detailed in the table

Change	Current wording	Proposed wording
Enable greater flexibility to support filling of vacant board places and ensure vacancies are kept to a minimum	27 The Board shall consist of: (a) three national Directors who are current tenants and have been members of TPAS for at least six months, elected for three years by a national ballot after a selection process that will establish competency to undertake the role	27 The Board shall consist of: (a) a minimum of three, but no more than four, national Directors who are current tenants and have been members of TPAS for at least six months, elected for three years by a national ballot after a selection process that will establish competency to undertake the role

**Motion to the Annual General Meeting
8th February 2016**

Motion

The Board of Directors put forward a motion to the membership to accept two proposed changes to the Memorandum and Articles of Association

1. Amendment to clause 27 'Members of the Board'

Context

As part of the ongoing governance improvements the Board of Directors have been assessing the process of board recruitment. In 2012 the board was opened up to allow for three independent places on the board alongside three landlord member places and three tenant member places

Since 2012 TPAS have not been consistently successful in filling these independent places leading to operating with vacancies on the board. Independent recruitment can also be more resource intensive and costly. TPAS recognises the value independents bring to the board but also believe that regularly operating a less than capacity board is detrimental to effective governance.

TPAS know that the majority of the skills the board need can be found amongst its membership. TPAS members can offer a wealth of experience and skills in areas such as strategic planning, finance, risk and commercial acumen. Recruitment via membership is also less time consuming and costly to TPAS thereby meaning vacancies can be filled quicker. It is therefore proposed to amend the Memorandum and Articles on board membership to allow more flexibility on filling vacant board places when required to ensure vacancies on the board are kept to a minimum.