

**Motion to the Annual General Meeting
10th July 2019**

Motion

The Board of Directors wish to put forward a motion to the membership to accept a proposed change to the Memorandum and Articles of Association.

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

Context

The current Tpas constitution currently allows for a board of nine members plus an independent chair. For the past two years Tpas have been running some vacancies on the board and have been effectively successfully operating as a board of seven members. We have communicated this position to the past two AGM's so that members had a chance to raise any concerns. No concerns have been raised.

Tpas believes that all governance should be proportionate. Tpas is now an organisation of ten staff members. It is unlikely it will grow in staff numbers significantly any time in the near future. To have a board of potential the same number of members as the number of staff feels unnecessary and not a sensible use of staff time and Tpas money to resource and service.

Operating as a board of seven has allowed for the flexibility and agility that an organisation of Tpas size and nature increasingly needs to remain relevant and financially sound. The current board number of seven has operated with no issues and board meetings continue to be well attended, with plenty of viewpoints for discussion and a mixture of skills and experiences.

The formal reduction in numbers has been discussed with our external auditors who raise no concerns and support the idea.

The proposal therefore is to formally now reduce the board size for the future to a board of seven including an independent Chair. The key part of this reduction though is that Tpas members will always remain in the majority with four board members drawn from the membership (2 tenants and 2 landlords) and three from the independent route (including the Chair). This maintains our important ethos as a membership organisation whilst recognising we are a commercial company.

For clarification the words “as required” have also been added to the sections. The Tpas membership approved a move to a selection basis over five years ago whereby we would only go to a postal ballot of members if AFTER interview and selection there were more appointable candidates than vacancies. The new wording merely serves to update that point.

Key changes to the governing document

The proposed changes to the Tpas Memorandum and Articles are detailed in the table below.

Change	Current wording	Proposed wording
Reduce overall board size to a more sensible proportion for the size of Tpas as an organisation	<p>The Board shall consist of:</p> <ul style="list-style-type: none"> (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. (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. (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>The Board shall consist of:</p> <ul style="list-style-type: none"> (a) a minimum of two, but no more than 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 if required after a selection process that will establish competency to undertake the role (b) a minimum of two, but no more than 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 if required after a selection process that will establish competency to undertake the role. (c) a maximum of two 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 if required after a selection process that will establish competency to undertake the role

Recommendation

The Board recommends that the Annual General Meeting votes in favour of the motion to accept the proposed change in the Memorandum and Articles of Association to support the continued effective and proportionate governance of JohnTpas.