

BRENT HOUSING PARTNERSHIP BOARD

Meeting: Board Meeting	Date: 21st April 2011
Report Author: Linda Footer	Title: Retirement of Independent Members
Contact Officer: 020 8937 2356	Classification: For Decision
Contains Private and Confidential Information:	NO

1. Matters for Consideration

- 1.1 BHP's Articles of Association prescribe that two independent members are required to retire every three years. The last retirement occurred in 2008 and therefore two independent members are required to retire at the next AGM on 29th September 2011.
- 1.2 The extract below is Clause 16 (1) – (3) from the Articles of Association which detail how the retirements should take place:
- 16.(1) At the first annual general meeting of the Organisation all of the Independent Board Members shall retire from office. Thereafter Independent Board Members shall retire in the following rotation:
- (a) at the second subsequent annual general meeting in 2005, two Independent Board Members shall retire from office;
 - (b) at the fifth subsequent annual general meeting in 2008, a further two Independent Board Members shall retire; and
 - (c) at the eighth subsequent annual general meeting in 2011, a further two shall retire and so forth such that the Independent Board Members shall subsequently retire in a rotation which mirrors that in sub-paragraphs (a) to (c).
- (2) The Independent Board Members to retire at any such subsequent annual general meeting shall be those who have been longest in office since they last became Independent Board Members but as between persons who became Board Members on the same day those to retire shall be chosen by lot PROVIDED THAT where an Independent Board Member is appointed as a consequence of the death or retirement (other than by operation of this sub-paragraph) of another Independent Board Member ("the Predecessor"), the period of time for which the Independent Board Member shall have held office shall, for the purposes only of this Article 16(2) be deemed to include the period since the last election or appointment of the Predecessor.

- (3) If, at the meeting at which a Board Member retires in accordance with Article 16(1), there are no other candidates to fill the post the retiring Board Member shall, if willing to act, be deemed to have been re-appointed unless a resolution not to reappoint the Board Member is passed by the meeting.

- 1.3 Listed below are the names of the current independent board members showing the date they were appointed to the Board:

Kathy Ellison	Appointed 19 th September 2002. Retired (based on length of service) and re-elected at the AGM on 27 th November 2008
Annette Collins	Appointed 19 th September 2002. Retired (based on length of service) and re-elected at the AGM on 27 th November 2008
David Offenbach	Appointed on 19 th September 2002. Retired following the drawing of lot and re-appointed at the AGM on 24 th November 2005
Colin Moone	Appointed 15 th December 2005

- 1.4 The longest serving members eligible for retirement at the AGM on 29th September 2011 are David Offenbach and Colin Moone.

- 1.5 An advertisement for independent members will be placed in the local press with a closing date in May/June 2011. However if no other candidates come forward to fill the posts the retiring Board Member(s) shall, if willing to act, be deemed to have been re-appointed unless a resolution not to reappoint the Board Member(s) is passed by the meeting.

- 1.6 In the event that new candidates apply and there are more applicants than there are places available, an interview process will need to be conducted to gauge the suitability of those applying with reference to the experience, knowledge, skills and abilities as outlined in the Board Members Job Description, attached at appendix 1.

- 1.7 The Board will therefore need to appoint three board members to form an interview panel and select two independent members from any new applicants together with those retiring independent members should they wish to re-stand as Board Members.

2. Financial and or legal Implications

- 2.1 The cost of advertising locally in the Willesden and Brent Chronicle and the Wembley Observer is approximately £350 which will be met from existing budgets.

- 2.2 Board Members must follow the process detailed in this report in order to comply with Section 16 of BHP's Articles of Association.

- 2.3 Payments to any board member retiring would cease at the date of retirement.

2.4 The Company Secretary will arrange and attend any interviews that are required in order to provide guidance to Board Members but the decision on the appointments will be made solely by the Board Members interview panel.

3 Recommendations

- a. Board Members are requested to approve the two longest serving independent board members being David Offenbach and Colin Moone retire at the next AGM on 29th September 2011.
- b. Board Members are requested to put forward the names of three board members to form an Interview Panel in the event that there are more applicants than there are places available to select two independent members to be appointed at the AGM on 29th September 2011.

4. Access to Information

No restrictions apply