

APPOINTMENT OF CHAIR FOR THIS MEETING

Report of the Finance Director & Company Secretary

1. SUMMARY

- 1.1 This report proposes the appointment of a Chair for this extraordinary meeting.

2. RECOMMENDATION

- 2.1 That the Board appoints a Chair for this meeting.

3. REASON(S) FOR RECOMMENDATION

- 3.1 To resolve the position of Chair following a tied vote at the meeting following the AGM 2020.

4. MATTER FOR CONSIDERATION

- 4.1 Article 39 states

At the first Board Meeting following each annual general meeting the Board Members shall appoint one of their number to be the Chair of the Board to hold office for a period of three years subject to annual confirmation. The Board may at any time remove him from that office.

- 4.2 A ballot at the last Board meeting resulted in a tie in votes for
- Mike Ainsley
 - Bob MacDonald

The Board therefore agreed that this matter should be considered at an extraordinary Board meeting and the process for electing a Chair be considered by the Chair of Governance.

- 4.3 Following consultation with the Board Members not standing for Chair, the Chair of Governance has proposed that a debate should take place allowing Board Members to ask questions of the candidates to enable consideration of their respective merits. This will be followed by a vote. In the event of a tie, the Chair of the meeting will hold the casting vote.

Given the importance of the Chair of this meeting therefore (in holding the casting vote), it is for the Board to determine who that should be.

- 4.4 The Chair of Governance has proposed that Sarah Russell as the previous Vice Chair again takes the role of the Chair for this meeting, but the Board collectively will need to determine who should chair this meeting and hold the casting vote or to proceed in a different way.

4.5 The Chair of Audit has proposed that the Board should collectively determine who should chair the meeting and has proposed that it should be one of the two Board members elected by the Board to a role – namely the Chair of Governance or the Chair of Audit, and has proposed the Chair of Governance should take the chair for this meeting. It is, however, open to the Board to nominate any of its number to take on this role at the meeting. The Company Secretary will therefore ask for nominations at the meeting. The election of the chair of the meeting if required would be held under the same rules as at the previous meeting.

5. OTHER OPTIONS CONSIDERED

- 5.1 The Chair of Audit initially suggested that the Chair of this meeting should not have a casting vote, but this would require a change to Article 35 and, as a consequence, would require both Board and Council approval. In light of this, the Chair of Audit has withdrawn that suggestion.
- 5.2 If the vote for this role were to be tied, another means of resolving the position will be required. It is proposed that in this event it would be necessary to defer the election of the Chair and Vice Chair/s and Operational Board members until the next Board meeting and to proceed with the election of a Chair for the remaining business today in order, in particular, to determine a panel to appoint to the vacant Board Member position.
- 5.3 Another option would be to approach the Shareholder for their views as they are ultimately the Person with Significant Control (PSC) mentioned in our accounts and our M&As.

IMPLICATIONS

The areas listed below have no implications directly arising from this report:

Consultation
Legal and Confidentiality
Financial and Business Plan implications
Council
Personnel
Environmental
Equalities Impact Assessment
Health & Safety
Risk
Policy Review

If Board Members or others would like to discuss this report ahead of the meeting please contact:

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Background Information: None

Supporting Information: None

The content of this report has been approved by:

Finance Director & Company Secretary	David Enticott	08/10/2020
Head of Governance & Corporate Services/ Company Solicitor	Taran Lalria	14/10/2020