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# ARGYLE COMMUNITY HOUSING LTD

## ELECTION OF OFFICEHOLDERS POLICY

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## 1. PURPOSE

- 1.1 The Board of Argyle Community Housing Ltd (**Argyle Housing** or the **Company** has established this Election of Officeholders Policy to document the process and procedure for the annual (or as determined otherwise) election of officeholders, including the Board Chair, Committee Chairs and Company Secretary.

## 2. BACKGROUND

- 2.1 **Constitution** - Clause 20 of the Argyle Housing's Constitution (Appointment and removal of office bearers) states:

*20.1. Election of Chair*

*The Directors must elect from among their number a Chair and may determine the period for which the Chair is to hold office.*

*20.2. Appointment of (Company) Secretary*

*The Directors must appoint a (Company) Secretary and may determine the period for which the Secretary is to hold office.*

*20.3. Election of other officers*

*The Directors may elect from among their number such other officers as determined by the Directors from time to time and may determine the period for which each is to hold office.*

### 2.2 Board Charter

- a) In relation to the election of the Board Chair, the Board Charter states that the Chair must be an independent non-executive director.
- b) In relation to the election of the Committee Chairs, the Board Charter is silent, however each of the Committees' Charters states that "the Board will appoint the Chair and members of the Committee and the Committee Chair will be an independent non-executive director who is not the Board Chair".

## 3. PROCESS

The process for the election of each of the following positions is as follows:

### 3.1 Annual election of Chair

- a) At least a few months before the Annual General Meeting (**AGM**), an independent person (as determined by the Board) shall canvass the views of all Directors to determine their interest in standing for any of the officeholder positions or suggestions for any officeholder positions.
- b) This information shall be shared with the Board at a subsequent time.
- c) At the Board meeting convened immediately following that AGM, the Chair will declare all positions vacant and ask for nominations for the position of Chair. Those Directors interested in standing for the position of Chair shall formally declare their nomination at that stage.
- d) If the current Chair intends to run for the position of Chair, he/she shall stand aside whilst the election of the position of Chair is held. The Audit and Risk Committee Chair shall act as Chair of the meeting for the purposes of electing the Chair, unless he/she intends to run for the position of Chair (in which case, another Director as determined by the Board shall act as Chair of the meeting for this purpose).
- e) If only one Director has nominated for the position of Chair, that Director will be declared Chair of the Board (in accordance with clause 20.1 of the Constitution) for the period until the first Board meeting after the next AGM.

- f) If more than one Director has nominated for the position of Chair, the election of Chair shall be a secret ballot (unless otherwise determined by the Board). The name of each Director who has nominated for the position of Chair shall be handwritten on a ballot paper and distributed to each of the Directors eligible to vote.
- g) The Directors shall indicate with either a tick or a cross or the number “1” who they wish to elect as Chair and return the ballot paper to the Company Secretary (who will act as Returning Officer for the purposes of the election of officeholders). Any ballot paper incorrectly marked will be declared invalid.
- h) The Company Secretary shall count the votes and declare the Director with the most number of votes the elected Chair of the Board (in accordance with clause 20.1 of the Constitution) for the period until the first Board meeting after the next AGM. In the event of a tie, a further vote will be held until a winner is able to be determined.

### 3.2 Annual Election of Committee Chairs

- a) At least a few months before the AGM, an independent person (as determined by the Board) shall canvass the views of all Directors to determine their interest in standing for the role of Committee Chair.
- b) This information shall be shared with the Board at a subsequent time.
- c) At the Board meeting convened immediately following the AGM, the Chair will declare the positions of each Committee Chair vacant and ask for nominations for the position of Committee Chair of the following Committees (and any other committees that may be established from time to time):
  - i) Audit and Risk Committee;
  - ii) Assets, Acquisitions and New Business Committee; and
  - iii) Nominations, Remuneration and Governance Committee.
- d) Those Directors interested in standing for the position of any of the Committee Chair roles shall formally declare their nomination at that stage.
- e) If only one Director has nominated for the position of Committee Chair of a particular Committee, that Director will be declared the Committee Chair of that Committee for the period until the first Board meeting after the next AGM. In the event that more than two Directors have nominated for the position of Committee Chair of a Committee, the Chairman of the Board will call for a vote on the Committee Chair and will declare the Director with the most votes the elected Committee Chair.

### 3.3 Appointment of Company Secretary

- a) From time to time, the position of the Company Secretary will be reviewed by the Board and a person will be appointed as Company Secretary for a period as determined by the Board.

## 4. REVIEW OF POLICY

- 4.1 Unless the Argyle Housing Board determines otherwise, this Policy will be reviewed biennially.

## 5. APPROVED AND ADOPTED

- 5.1 This Policy was approved and adopted by the Board on 24 June 2020.

### Version Control

| Version No | Date        | Revised By        | Description               | Board approved |
|------------|-------------|-------------------|---------------------------|----------------|
| 1.0        | 1 July 2014 | Company Secretary | Review                    | 26 August 2014 |
| 2.0        | March 2016  | Company Secretary | Review                    | 19 April 2016  |
| 3.0        | August 2017 | Company Secretary | Review                    | 22 August 2017 |
| 4.0        | May 2018    | Company Secretary | Move to a biennial review | 26 June 2018   |
| 5.0        | May 2020    | Company Secretary | Biennial review           | 24 June 2020   |