

AGM 2017 Special Resolution – Appointed Directors Term

Background

The TCWA Board currently comprises six Elected Directors and three Appointed Directors for a total of nine Directors. The Board size of nine was established by members at the AGM 2013.

An Elected Director's term lasts until the second AGM after their election (approx. 2 years). An Appointed Directors term also ends at their second AGM, however the term does not begin until a Director is appointed at a later time by a new Board.

While both Elected and Appointed Directors positions are "spilled" at the same time, only the Elected Directors are "filled" at that time. Appointed Directors positions are not "filled" until appointments are made later by the Board. This means that:

- A significant number (and potentially more than half) of the Board are spilled at the same time, potentially leading to a lack of continuity.
- When the new Board meets after an AGM, there is less than the full board of nine and the Board may remain below the intended nine for an extended period.
- The full Board is not in place after the AGM when vacancies in the Chair and/or Deputy Chair positions need to be filled. This means not all Directors can stand for, or vote for, these positions.
- When the new Board meets after an AGM they may have an even numbered board of only eight directors. This means the Board may be evenly split at the time that they are selecting the Chair, Deputy Chair and Appointed Directors.
- Appointed Directors effectively terms of considerably less than two years.

Recommendation

The TCWA Board recommends that Appointed Directors not be automatically "spilled" by an AGM at the same time as Elected Directors, but be given a term of up to two years from their appointment. This means that no more than three Directors positions would be "spilled" at any one time, providing greater continuity for the Board. Furthermore there can be a full Board of nine after an AGM.

The TCWA Board is recommending that the AGM 2017 pass the following Special Resolution to amend the TCWA Constitution:

"That section 10.8(b) of the Constitution of Tourism Council of Western Australia Ltd be amended to delete "or until the second AGM after their appointment" as follows:

10.8 Appointed Directors

(b) Subject to clause 10.10, an Appointed Director holds office for a term determined by the Directors not to exceed two years ~~or until the second AGM after their appointment~~. The appointment will be on such other terms as the Directors determine.

Questions

If you have any questions regarding the AGM special resolution please contact TCWA on 08 9416 0700.