

NOTE ON POSSIBLE TRANSITION PROCESS IF THE NEW THREE-YEAR TERMS FOR DIRECTORS ARE ADOPTED

PROPOSAL SUMMARY

- a) The number of Directors would remain at a maximum of ten.
- b) A maximum of seven directors would be elected (from the IASW membership) at AGM.
- c) Up to three independent directors, identified for the specific skills and experience that they could bring to the Board, would be appointed by the Board.
- d) Directors would serve for three-year terms at a time.
- e) Directors elected from the IASW membership would serve for a maximum of three three-year terms; independent directors would serve for a maximum of two three-year terms.

1 If the AGM accepts the proposal that the Board members be elected/appointed for three-year terms with a limit of three terms for any individual there is a need to set out a process to enable this to happen in a clear and transparent way recognising the need for continuity in the transition period in particular. This is especially true if the number of elected Directors are to be limited to seven.

2 The current composition of the Board is:

Name	Role	Term Start	Term Finish (6yrs)
Fiachra Ó'Súilleabháin	Director	May-22	May-28
Sinead McGarry	Director	May-22	May-28
Claire McGettrick	Director	May-21	May-27
Vivian Geiran	Director	May-20	May-26
Brídín Murphy	Director	Jul-20	May-26
Rachel McCormack	Director	May-19	Jun-25
Gary Gartland	Director	May-19	Jun-25
Majella Hickey	Director	May-18	Jun-24
Colletta Dalikeni	Director	May-18	Jun-24
Washington Marovatsanga	Director	May-21	Retired Dec'22

3 Under the current 6 one-year terms maximum (ignoring the one year off and then returning option) none of the current directors would have to stand down because they have reached the maximum of six years either in 2023 with only Majella and Colletta reaching 6 years in 2024.

4 This scenario is unusual. In most organisations moving from whatever, if any, term rules they had in the past there are nearly always some directors who are already over or close to the new 3x3 maximum.

Proposal

5 The current officers should be placed in the groups below using length of current service as a fair way of creating the groups. (The number after each name is the year they first joined the Board). In order to begin the three-year cycle it is proposed that, without allocating any position as a specific skills-based position, at the 2023 AGM those in Group 1 would be elected/appointed for a one-year

term. Those in Group 2 would be elected for a two-year term but the vacancy would not be filled and those in Group 3 would be elected/appointed for a three-year term after which the process for paragraphs 10, 11 and 12 would be introduced.

Group 1 – Majella Hickey 18, Colletta Dalikini 18, Gary Gartland (Independent) 19

Group 2 – Rachel McCormack 19, Vivian Geiran 20, Bridin Murphy 20, Vacancy (Independent) 21'

Group 3 - Claire McGettrick (Independent) 21, Fiachra O'Suilleabhain 22, Sinead Mc Garry 22,

6 It is proposed that the independent director positions be filled in each of three consecutive years so that in the normal case only one of those positions would fall to be filled every year. The positions of independent director because their appointment is a matter for the Board can be de-coupled from the AGM cycle but is included here to demonstrate the concept of one position being renewed every year rather than all positions being filled at the same time.

7 This note would be brought to the EGM In March 22 for information and it would then guide the subsequent filling of the specific skill-based positions, with the advice of the Nominations Committee, from 25-27 and thereafter. The specific skill-based positions would be introduced on a gradual basis over three years and the specific skills could be altered by the Board at each subsequent filling. In the first instance his would then leave the each of the current directors with the option of stepping down if they were not attracted to the specific vacancies to be filled in any year. Or they could put themselves forward again as each would not exceed the then new nine years if they served for another three-year term.

8 Without knowing the likelihood of who might stay on or would choose to retire the following schedule is proposed starting from the 2024 AGM.

9 Anybody elected to the Board for the first time to any position from 2024 would be eligible to serve for up to three three-year terms while independent directors can be appointed for a maximum of two three-year terms.

2024 AGM - WITH KNOCK-ON FOR 2027/30/33/36 ETC

10 It is proposed that those in Group 1 would stand down. In line with the choice of specific skill-based positions to be filled they would be eligible to put themselves forward for the **two** positions to be elected or **one** to be appointed.

2025 AGM – WITH KNOCK-ON FOR 2028/31/34/37 ETC

11 It is proposed that those in Group 2 would stand down. In line with the choice of specific skill-based positions to be filled they would be eligible to put themselves forward for the **three** positions to be elected or **one** to be appointed.

2026 AGM WITH KNOCK-ON TO 2029/32/35/38 ETC

12 It is proposed that those in Group 3 would stand down. In line with the choice of designated positions to be filled they would be eligible to put themselves forward for the **two** positions to be elected or **one** to be appointed.

13 The above schedules would then drive all of the elected positions in perpetuity. As per the new constitution any positions vacated by any current director ahead of this schedule could be filled by co-options subject to the understanding, for now and the future, that any co-opted replacement would serve initially until the end of the term of the person they would have replaced, after which they would be eligible – unless they have previously served on the board - to serve a maximum of two additional terms for an elected member and one additional term for an independent director even if this limits their total time on the Board to less than nine and six years respectively for elected and independent directors.

14 Nothing currently in the draft Constitution – proposed Article 57 - indicates that the Chair must be an elected member/cannot be an independent director. This leaves it to the AGM to elect anybody on the Board to be the Chair.

Senan Turnbull 15/02/23