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## Draft Quality mark Board Transition and Development Plan

### Required actions

Communication of change to existing TrustMark members
Engage HR support
Recruit Governance Manager
Recruit Compliance support
Complete Transition Board structure
Agree terms with existing Directors
Agree time scales
Issue transitional contracts to Directors and Chair
Agree contract with CEO
Agree Board Structure and format with BEIS for MLA
Articles of Association
Articles checked with legal team
Call EGM for existing structure (Postal vote)
Appoint Board Directors
Establish transitional RSC from transitional Board
Recruitment of Independent Directors
Reform RSC from Independent directors
Create Industry and Consumer Councils
Councils Nominate persons for appointment
Industry and Consumer Directors appointed
Communicate new Board structure to all parties
Quality mark Board starts process for the selection of Chairman

**Thursday 7<sup>th</sup> Dec** – EHC Board / BEIS meeting to agree plan of actions and authorise the delivery plan to commence.

**Thursday 7<sup>th</sup> Dec** – TrustMark Forum being held at BEIS after EHC Board meeting, dependent upon the outcome of the Board meeting the TrustMark Scheme Operators will be advised of the changes that are being sought to the current TrustMark Scheme along with the requirements for the schemes to engage and support the transition from the old to the new. The new structure of the business will also be advised and the schemes are currently members and have a liability under the articles.

**Week ending the 15<sup>th</sup> Dec** – formalise the engagement of the HR team to support the development of the business and start the preparation for change and recruitment. Key roles for urgent recruitment will be the Governance Manager to support the work stream looking at the changes to the Boards, we will also be seeking to appoint a Compliance and Audit Director to support the development of the Framework Operating Requirements from the end of January.

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**By 31<sup>st</sup> December complete discussions with existing Board Directors –**

1. Agree the transitional requirements of the Board and discuss with them the future changes along with the impacts upon the role they are currently in position to deliver.
2. Agree the timescales for the transitional Board with a clear delivery time of September the 1<sup>st</sup> 2018 for the completion of the process.
3. Agree and issue transitional period contracts to the Directors.
4. Make suitable arrangements to bring new Board Directors into the process in agreement with BEIS (2 x EHC board and 2 x MCS subject to agreement).
5. Issue transitional contract to existing Independent Chair for full Transitional period.
6. Issue revised contract to CEO

**By 31<sup>st</sup> Jan 2018 agree new Board Structure and Governance –** subject to pre-planned meetings and the agreement to proceed the new Governance Structure can start to be developed and implemented.

BEIS to agree new Board structure for implementation from the 1<sup>st</sup> September 2018.

Amended Articles of Association to be agreed and passed through Legal Counsel by the end of January 2018

**EGM to be called for all current Trustmark Schemes on 16<sup>th</sup> February 2018 –** all current Scheme Operators will be polled to accept the new articles of association based upon the changes to Trustmark and its requirements under the Each Home Counts areas. The vote will be conducted via a postal process. Lobbying of the schemes will be required in the run up to this event with a clear expectation of the outcomes.

**17<sup>th</sup> Feb 2018 –** following EGM the Board will be required to form a transitional Recruitment and Selection Committee to appoint the required independent directors. Commence the advertising of the Director positions and agree the process for shortlisting and appointment via the RSC.

**17<sup>th</sup> Feb 2018 Commence the development of the Council structures -** for the Industry and the Consumer areas with a timescale of having nominations for Directors to sit on the Board by the end of June 2018.

**Early February -** Enact the new Articles of association for Governance and delivery of the quality mark Board.

**1<sup>st</sup> June 2018 appoint Independent Directors** to the quality mark Board, following appointment of new Directors disband existing RSC and reform from independent Directors to complete the appointment process for the Industry and Consumer Directors.

**30<sup>th</sup> June 2018 –** Industry and Consumer Council's pass nominations for Directors role on quality mark Board to RSC for consideration. RSC forwards preferred candidates to the Board for decision and appointment to the Board. To be completed by the end of August 2018.

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**1<sup>st</sup> September 2018** – New Directors all appointed to quality mark Board and announcements completed on the structure along with commencement of search for new Chair person.

**14<sup>th</sup> September 2018** – commence advertising for new Chair Person following Board agreement on process and constitution of Chair Person requirements.

**Nov 2018 complete the appointment of the quality mark Board Chair Person.**

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