

Directors Election Process

The decision on who is appointed and removed as a Director is a decision reached by the Board of Directors as a body. The only remit is the two membership bodies have the right to appoint or remove their own Directors and not be a party to the same process as the remaining Directors.

The Directors can serve for fixed terms of four years but cannot exceed a maximum of 12 years. The Board have agreed that, where reasonably possible, three of their members shall be drawn from distinct categories of employers, namely Micro/Unincorporated businesses, SME employers and Larger employers.

The current terms of the Directors are as follows:

	Start date	Initial Term Months	End Term	Category
Christopher Stuhlfelder	01/01/2023	24	31/12/2024	Micro/Unincorporated
Gordon Matheson	01/01/2023	30	01/07/2025	SME
Allistair Charles	01/01/2023	36	31/12/2025	Large
Dene Heywood	01/01/2023	48	31/12/2026	Independent
John Thompson	01/01/2023	48	31/12/2026	APHC
Rudi Klein	01/01/2023	48	31/12/2026	SNIEPF

The Articles of Association govern the appointment and removal of Directors in detail:

14 Appointment or removal of Directors

14.1 Any Director may be appointed or removed by the Directors in accordance with Article 12.

14.2 In addition to Article 14.1:

14.2.1 the SNIEPF Director may be appointed or removed by SNIEPF, and

14.2.2 the APHC Director may be appointed or removed by APHC

15 Disqualification of Directors

15.2 Subject to Article 15.3, unless the Company and a relevant Director agree to a term of shorter length, any Director appointments or re-appointments will be on four-year terms. However, where a Director is re-appointed for more than one term, the combined term may not in any event exceed a maximum of 12 years in total. Subject to this 12-year maximum, a Director will automatically cease to be a Director unless re-appointed at the end of any term.

12 Decision-making by Directors

12.1 Subject to Article 10.3, the general rule about decision-making by Directors is that any decision must be approved either by a majority of the Directors present and voting at a meeting or by written resolution in accordance with Articles 12.2 and 12.3. In any case, each Director shall have equal voting rights.

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The April 2024 Board meeting decided on a two-stage process whereby the employers are invited to nominate a candidate based on specific selection criteria for the vacancy to be filled. The Board will then evaluate those candidates against the selection criteria and determine which ones (if any) are put forward for a vote by the employers.

Following a review of the APHC and SNIPEF election processes this was adjusted so the approach agreed was as follows:

Weeks to Start Date	Activity
10 weeks	Employers will be asked to put forward nominees for election along with short profiles for each candidate.
7 weeks	Closing date for prospective candidates to put forward their names and profiles.
5 weeks	Candidate profiles will be issued to employers and polling will open. This will be done via ppemployers.electionrunner.com .
3 weeks	Polling will close and the Directors of Plumbing Pensions Employers will select the candidate ¹ .
1 week	Announcement will be made via the Employer News section of the Scheme Website giving the name and profile of the new Director.

1 If only one candidate is put forward, assuming there is nothing to prohibit that candidate from taking the role, there will be no voting process.

The SNIPEF and APHC Directors will be appointed by the respective membership body, however the Board of PPEL will have the final decision on accepting the appointment.

The Independent Director will be appointed by the Board following the same process identified above.

Recommendation

The above process is adopted, and reviewed after each election.