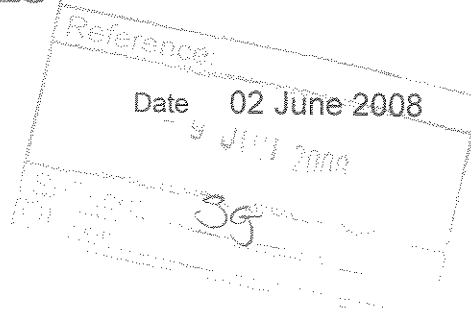


Wirral
PARTNERSHIP
HOMES

To Simon Goacher
Acting Proper and Monitoring Officer
Wirral Borough Council
Town Hall, Brighton Street
WALLASEY
Wirral CH44 8ED



Your Ref
My Ref BS/PMcC/IAB/B1/sgquorumsatmeetings
Tel Ext (0151) 606 3150 Please ask for Brian Simpson
E-mail briansimpson@wphomes.org.uk

Dear Simon

**CHANGES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
REGARDING QUORUMS AT MEETINGS**

May I take this opportunity to expand upon the issue of the Quorum for Board meetings which I raised briefly at our last joint liaison meeting?

As you are aware our M&A require a quorum of six directors for a Board meeting: Two independent directors, two tenant directors and two Council directors. On two occasions (September and October of last year) the Board was inquorate because we did not have two Council-nominated directors present. In fact, a third opportunity was also lost to call a short notice meeting at a training event, as only one Council Board director attended. As a result three months elapsed between quorate Boards able to move business. You will appreciate the operational difficulties this presented.

The Standards Committee of WPH has just reported to our Board having undertaken a review of our governance arrangements. Their recommendation, approved by the Board, was that the quorum for Board meetings should be changed to any six Board Directors, irrespective of their source of nomination. This would ensure that at least two "constituencies" of Board directors were always represented. I should point out that this amendment had the support of the Council Board directors present at the meeting.

I hope it will be clear that this is intended to be an anodyne change to address an extremely debilitating problem and that you will gain the support of the Council. Our intention is to present it as a motion to the Annual General Meeting in September but advance agreement, in principle, by the Council would be greatly appreciated.



Wirral Partnership Homes Limited, Registered Office: 6 Europa Boulevard, Birkenhead, CH41 4PE.
Website: www.wphomes.org.uk

A registered charity, registered number 1106969. Housing Corporation Registration no: L4435
Registered in: England with Registered no: 4912562. A member of the National Housing Federation no: 86239

If you need this letter in large print, Braille, audio or a different language call 0151 606 3000.

Please do not hesitate to contact me if you require any further information.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Brian Simpson', with a stylized flourish at the end.

Brian Simpson
Chief Executive

To Simon Goacher
Acting Proper and Monitoring Officer
Wirral Borough Council
Town Hall, Brighton Street
WALLASEY
Wirral CH44 8ED

Date 15th July 2008

Reference:
18 JUL 2008
Service:
Officer: SG

Your Ref
My Ref BS/IAB/B1/sgquorumsatmeetings
Tel Ext (0151) 606 3150 Please ask for Brian Simpson
E-mail briansimpson@wphomes.org.uk

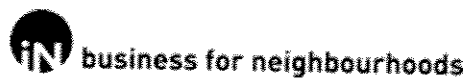
Dear Simon

**CHANGES TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
REGARDING QUORUMS AT MEETINGS**

I refer to my previous letter on this subject dated 2nd June 2008.

You will recall that in order to address the issue of inquorate board meetings the recommendation approved by the Board was that the quorum for Board meetings should be changed to any six Board Directors, irrespective of their source of nomination. This would ensure that at least two "constituencies" of Board directors were always represented. As I mentioned, this amendment had the support of the Council Board directors present at the meeting.

As this would be a change to our Memorandum and Articles of Association, we are required to seek the approval of the Housing Corporation to this proposal. We have approached them for an "in principle" view on the amendment to the quorum, before submitting it through our respective approval processes. They have advised that they would require the six members required to form a quorum to always contain at least two independent Board Directors. They will not approve the "any six" amendment previously proposed. Substantially I think this leaves us in the same place, as a quorum would still require at least two "constituencies" to be represented at a board meeting. In many ways it is better, as it is in the independent and tenant Board Directors' hands to ensure meetings are quorate – no more blaming anyone else!



Wirral Partnership Homes Limited, Registered Office: 6 Europa Boulevard, Birkenhead, CH41 4PE.
Website: www.wphomes.org.uk

A registered charity, registered number 1106969. Housing Corporation Registration no: L4435
Registered in: England with Registered no: 4912562. A member of the National Housing Federation no: 86239

If you need this letter in large print, Braille, audio or a different language call 0151 606 3000.

Could I therefore ask for your approval to a revision of the quorum along the lines required by the Housing Corporation?

Please do not hesitate to contact me if you require any further information.

Yours sincerely

A handwritten signature in black ink, appearing to read "Brian Simpson". The signature is fluid and cursive, with a long, sweeping tail that extends to the right.

Brian Simpson
Chief Executive