



## TALETE KING PANYULUNG KAPAMPANGAN (A MICROFINANCE NGO), INC.

### BOARD OF TRUSTEES SUCCESSION PLAN

#### I. PURPOSE

The purpose of the Board of Trustees Succession Plan is to set the process and procedures in the event a vacancy arises from Board of Talete king Panyulung Kapampangan (a Microfinance NGO), Inc. This Plan will guide the Board in selecting the best person that will fill the vacant position.

#### II. DEFINITION OF TERMS

- **Regular Member** – person admitted as member of the corporation who is not yet a member of Board of Trustees; membership is limited to one year from the date of his/her admission unless renewed & re-admitted. The tenure of his/her membership is supported by a written document.
- **Board** – Board of Trustees of the corporation
- **Chairperson** – The Chairperson of the Board of Trustees. He/She is the head of the corporation and presiding officer of the meetings of the board of trustees and those of its members.
- **Committee** – the Board Governance Committee, the committee in-charge in implementing the Succession Plan.
- **Board Governance Chairperson** – The Chairperson of the Committee on Board Governance.
- **TPKI Microfinance NGO** – The Talete king Panyulung Kapampangan (A Microfinance NGO), Inc.


#### III. BOARD OF TRUSTEES

##### 1. Board Composition

The TPKI Microfinance NGO Board of Trustees shall consist of nine (9) members coming from the regular members of the corporation. The corporate powers of the corporation shall be exercised, its business conducted and its properties controlled by the board of trustees. Majority of the members shall be non-executive trustees

Board shall have the appropriate mix of competence, expertise, and concern for the poor and the marginalized to enable it to fulfill its roles, responsibilities and social advocacies and respond to the needs of the organization based on its stated purpose or mission. Expertise in the field of Finance, Business, Banks, Social Work, Education, Religion, Law, and other related fields are preferred. It shall have a collective working knowledge, experience or expertise that is relevant to the Organization and its Vision, Mission and Social, Financial and Governance Goals.

In identifying, screening, and evaluating nominees to the Board of Trustees through the Governance Committee, the organization shall not discriminate on the basis of gender, race, ethnicity, religion, age, or disability but will seek to promote diversity and balance in skills and experience in the Board. Board membership passed on to members of the family is not permitted unless the family member is qualified based on the qualification set by the Board. A diverse Board will strengthen the



Organization's governance integrity and competence in carrying out its duties and responsibilities.

The Board shall be headed by a competent and qualified Chairperson and shall be separate from the President and CEO.

#### **IV. NOMINATION.**

- In the event a vacancy in the Board of Trustees arises. Any members of the remaining board can and may nominate a candidate for board of trustees. The Board Governance Committee will assist the Board in identifying, interviewing, and recruiting candidates for the Board including candidates recommended by members of the Board.
- The Board Governance Committee will select from among the nominated individuals who will be accepted as a member of the Corporation or Board-in-Process.

#### **V. GOVERNANCE TRAINING AND IMMERSION**

The Board-in-Process shall be given orientation to have better understanding and knowledge about TPKE Microfinance NGO and its subsidiaries, its areas of operations and programs and services, By-Laws and other applicable laws, the roles and responsibilities of the Board and the different Board Committees, the vision, mission, social, financial and governance goals, and such other related matters conducted and supervise by the Board Governance Committee.

- The Board-in-Process will have one (1) year immersion and exposure.
- The one year in process is defined as 1-year consecutive attendance to all Regular & Special Board Meeting.
- The Board-in-Process is required to attend training sessions on Governance conducted by the TPKE Microfinance NGO, its network, or any administrative body.
- His/her presence is also required during TPKE Microfinance NGO events such as Retreats, Outreach Programs, General Assemblies, and the likes.

The training and Immersion process may be terminated upon the vote of the majority of the trustee if the Board-in-Process is found not qualified by the trustees.

#### **VI. ACCEPTANCE AS A REGULAR BOARD OF TRUSTEES**

Upon completion of the 1-year immersion and training process, the Governance Committee must submit a report and recommendation to Board of Trustees. The Report must include their evaluation and observation during his/her immersion and training.

A vote of the Majority of the Trustees is required for the Board-in-Process to be accepted as regular member of the Board. The newly accepted Trustee will only serve the remaining term of the previous Trustee he/she replaced. Upon completion of the term, he/she may be re-elected for a new term as Board of Trustee.