

DECISION

Committee:

**Board of Management of Sanctuary
Scotland Housing Association Limited.**



Date:

13/09/2022

Agenda Item:

8

Report from:

Director - Sanctuary Scotland

**Title: Membership of Board of Management and Special
 Committees**

Executive Summary: To confirm the current composition of the Board of Management and its Special Committees.

1. Introduction

1.1 This report confirms the current composition of the Board of Management and its Special Committees, following Sanctuary Scotland Housing Association's Limited's (Sanctuary Scotland Housing Association) Annual General Meeting on 13 September 2022.

2. Strategic context

2.1 Rule 37.1 of Sanctuary Scotland Housing Association's Rules specify that the Board of Management should comprise of a minimum of seven and a maximum of 12 persons.

2.2 The Board of Management has, in accordance with Rule 58, established two Special Committees, being:

- Central Area Committee; and
- North East Area Committee.

2.3 The Terms of Reference of the two Area Committees requires there to be a minimum of three and a maximum of seven members, this

includes at least one Board of Management member. With the exception of the Board of Management member, each member is appointed for a three-year term, with the option to apply for further three-year terms. If membership reaches nine years, an additional assessment of effective contribution is required during the annual appraisal process. Further, at the first meeting following Sanctuary Scotland Housing Association's Annual General Meeting, each Area Committee is to appoint a Chairperson for a period of 12 months. The Chairperson is not permitted to hold office for more than five consecutive years.

3. Proposal

- 3.1 Each Board of Management member has been appointed in accordance with Rule 37.2 of Sanctuary Scotland's Rules.
- 3.2 Suzanne McCallum resigned as a member in March 2022. The Board of Management will therefore comprise:
- John Arthur;
 - Alexander Clark;
 - Peter Cowe;
 - James Docherty;
 - j';
 - Gillian MacPhie;
 - Michael McGrane;
 - Alan West; and
 - Sanctuary Housing Association.
- 3.3 Director - Sanctuary Scotland was nominated to represent Sanctuary Housing Association on the Board of Management of Sanctuary Scotland on 21 September 2016. Sanctuary Housing Association proposes that this arrangement continues.

4. Special Committees

- 4.1 Central Area Committee
- 4.1.1 The Board of Management noted at its meeting on 14 September 2021, the members of the Central Area Committee.
- 4.1.2 The Board of Management also appointed Alex Clark as Chairperson and as the representative of the Board of Management on the Area Committee for a period of 12 months. An appointee is required to be nominated for the next 12 months. Alex Clark can be appointed again as the Board of Management representative but not as Chairperson as he has held this role for five years.

4.2 North East Area Committee

4.2.1 At the Board Meeting on 14 September 2021, Board of Management noted the members of the North East Area Committee.

4.2.2 The Board of Management appointed Peter Cowe as their representative on the Area Committee for a period of one year. An appointee is required to be nominated for the next 12-month period.

5. **Appraisal**

5.1 Risk management

5.1.1 RM 4 Governance; the review of the Board of Management and Special Committee membership supports succession planning and ensures the composition continues to meet the needs of the business, maintaining good governance and reducing the risk of regulatory intervention.

5.2 Value for Money

5.2.1 This report has no value for money implications or impacts.

5.3 Corporate Strategy

5.3.1 Ensuring good governance underpins the organisations strategic decision making supports all four strategic priorities Engage, Invest, Advance and Grow.

5.4 Customer and/or Employee considerations

5.4.1 Special committees carry out regular reviews of performance and service delivery matters of importance to customers. Any employee implications discussed will be noted in the minutes.

6. **Recommendations**

6.1 The Board of Management is asked to approve a Board of Management appointee for each special committee.