

**REPORT TO: BOARD OF MANAGEMENT OF SANCTUARY
SCOTLAND HOUSING ASSOCIATION LIMITED**

REPORT FROM: DIRECTOR - SANCTUARY SCOTLAND

DATE OF MEETING: 15 SEPTEMBER 2020

**SUBJECT: MEMBERSHIP OF BOARD OF MANAGEMENT
AND SPECIAL COMMITTEES**

1. Introduction

This report confirms the current composition of the Board of Management and its Special Committees, following Sanctuary Scotland Housing Association Limited's (Sanctuary Scotland Housing Association) Annual General Meeting on 15 September 2020.

2. Background

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 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. Board of Management

3.1 Each Board of Management member has been appointed in accordance with Rule 37.2 of Sanctuary Scotland's Rules.

3.2 Approval for a further three year appointment period is required for Suzanne McCallum. The Board of Management will therefore comprise:

- John Arthur;
- Alexander Clark;
- Peter Cowe;
- James Docherty;
- j’;
- Gillian MacPhie;
- Michael McGrane;
- Suzanne McCallum;
- 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 propose this arrangement continues.

4. Special Committees

4.1 Central Area Committee

4.1.1 The Board of Management noted at its meeting of 17 September 2019 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.

4.2 North East Area Committee

4.2.1 The Board of Management noted at its meeting of 17 September 2019 the members of the North East Area Committee.

4.2.2 The Board of Management also 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 5 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 Impact on diversity

5.2.1 The Association is mindful of the need to ensure that Sanctuary Scotland has a wide range of skills, experience and sufficient diversity to be able to maintain effective control of the organisation. Training on equality and diversity is included in the mandatory board member training programme.

5.3 Value for Money

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

6. Recommendation

6.1 The Board of Management is asked to:

- note the membership of the Board of Management and approve the re-appointment for a further three year term of the member noted at 3.2;
- note the membership of the Central and North East area committees; and
- approve a Board of Management appointee for each special committee.