

# DECISION

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**Committee:**

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

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**Date:**

**05/09/2023**

**Agenda Item:**

**9**

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**Report from:**

**Director - Sanctuary Scotland**

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

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

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## **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 5 September 2023.

## **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 a further three-year term. 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 The Board of Management will therefore comprise:

- John Arthur;
- Alexander Clark;
- Peter Cowe;
- James Docherty;
- j';
- Gillian MacPhie;
- Michael McGrane;
- Alan West;
- Nigel Wilcock: and
- Sanctuary Housing Association.

3.3 Director - Sanctuary Scotland was nominated to represent Sanctuary Housing Association on the Board of Management 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 13 September 2022 the members of the Central Area Committee.

4.1.2 The Board of Management also appointed Alex Clark 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 At the Board Meeting of 13 September 2022 the members of the North East Area Committee were noted:

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 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 three strategic priorities Putting our Customers First, Investing in our Assets and Growing our Services.

### 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:

- note the membership of the Board of Management;
- note the membership of the Central and North East area committees; and
- approve a Board of Management appointee for each special committee.