

DECISION

	Board of Management of Sanctuary Scotland Housing Association Limited		
	09/09/2025	Item: 10	No. of appendices: N/A
	Director - Sanctuary Scotland		
Subject: Membership of Board of Management and Special Committees			
Group Corporate Strategy - Strategic Objectives:			
Customers first <input checked="" type="checkbox"/> Investing in our assets <input checked="" type="checkbox"/> Growing our services <input checked="" type="checkbox"/>			
Executive Summary			
<p>This report confirms the current composition of the Board of Management and its Special Committees, following Sanctuary Scotland Housing Association Limited's Annual General Meeting on 9 September 2025.</p> <p>Recommendation: The Board of Management is asked to:</p> <ul style="list-style-type: none"> • note the membership of the Board of Management; • approve further one-year terms of membership for Alex Clark, j', Peter Cowe and Michael McGrane subject to Group Board approval • note the membership of the Central and North East area committees; and • approve a Board of Management appointee for each special committee. 			
Customer Considerations			
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.			
Risk Management			
RM 1 Political, government, regulation; 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.			
Value for Money			
This report has no Value for Money implications or impacts.			

1. Strategic Context

- 1.1 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.
- 1.2 Rule 37.1 of Sanctuary Scotland Housing Association Limited's (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.
- 1.3 The Board of Management has, in accordance with Rule 58, established two Special Committees, being:
 - Central Area Committee; and
 - North East Area Committee.
- 1.4 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.

2. Analysis

- 2.1 Each Board of Management member has been appointed in accordance with Rule 37.2 of Sanctuary Scotland's Rules.
- 2.2 The Board of Management will therefore comprise:
 - John Arthur;
 - Alexander Clark;
 - Peter Cowe;
 - James Docherty;
 - j';
 - Pooja Joglekar
 - Steve Loomes;
 - Michael McGrane;
 - Nigel Wilcock: and
 - Sanctuary Housing Association.
- 2.3 Director - Sanctuary Scotland was nominated to represent Sanctuary Housing Association on the Board of Management on 21 September 2016. Sanctuary Housing Association proposes this arrangement continues.

2.4 The board membership of Alex Clark, Peter Cowe, j', and Michael McGrane requires to be renewed following completion of nine years of membership. A term of one year is requested for each member. This will also be subject to Group Board approval at their meeting on 24 September 2025.

3. Special Committees

3.1 Central Area Committee

3.1.1 On 10 September 2024, the Board of Management appointed Alex Clark as its representative on the Central Area Committee for a period of 12 months. An appointee is required to be nominated for the next 12 months.

3.2 North East Area Committee

3.2.1 On 10 September 2024, the Board of Management appointed Peter Cowe as its representative on the North East Area Committee for a period of 12 months. An appointee is required to be nominated for the next 12 months.

4. Recommendation

4.1 The Board of Management is asked to:

- note the membership of the Board of Management;
- approve further one-year terms of membership for Alex Clark, Peter Cowe, j and Michael McGrane;
- note the membership of the Central and North East Area Committees; and
- approve a Board of Management appointee for each special committee.