

**Special Meeting of the Board: Wednesday 22 September 2021**  
**At 6.30 p.m. The Gailes Hotel, Marine Drive, Irvine**

**AGENDA**

		Data Class
1.	Apologies for Absence	
2.	Declarations of Interest	
3.	Substantial Business	
3.1	Election of Chair	Public
3.2	Committee Memberships	Public
3.3	Co-option Proposal	Public
3.4	Annual Financial Statement Return	Restricted
3.5	Virgin Money Mandate	Restricted
3.6	Arrears Recovery Approach	Confidential
3.7	Chair's Action Procedure	Restricted
3.8	Bank Street Office – Licence and Lease	Confidential
4.	Any Other Business	
5.	Date of Next Meeting - 5.30 p.m. on Thursday 21 October 2021 – Special Board Meeting via MS Teams video conference	

Date:	22/9/21
Subject:	Election of Chair
Author:	Donna Boyle
Sponsor:	Morag Hutchinson
Appendices:	Extract from Association's Rules (Rule 47) – Appendix 1
Action:	Decision
Data Class:	Public

### **EXECUTIVE SUMMARY**

The Rules require that, following the AGM, the Members of the Board, at a specially convened meeting, shall elect a Chair from their own number to hold office until the conclusion of the next AGM.

### **RECOMMENDATION**

It is therefore recommended that the Board elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next Annual General Meeting.

## **1 Background**

- 1.1 In accordance with Rule 47(a) of the Rules of the Association (attached at Appendix 1), the Chair holds office until the conclusion of the Annual General Meeting (AGM). The Rules require that, immediately following each AGM, the Members of the Board, at a specially convened meeting, shall elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next AGM.
- 1.2 The elected person's appointment as Chair is subject to written approval by the Parent i.e. the Riverside Group.
- 1.3 Rule 47(d) states that the Chair may be re-elected but may not hold office continuously for more than five consecutive AGMs. Board Members are therefore required to elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next AGM.

## **2 Recommendation**

- 2.1 It is therefore recommended that the Board elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next Annual General Meeting.

**Extract from the Association's Rules**

47. (a) The Board Members shall, at their first meeting after registration of the Association and subsequently at a specially convened meeting immediately following each annual general meeting, elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next annual general meeting, unless he / she shall cease in the meantime to be a Board Member. He / She shall, provided his / her appointment is approved in writing by the Parent, be the Chair and shall be removable from the office of Chair only by a vote of two-thirds of those Board Members present at a special meeting called for that purpose. If at any meeting of the Board the Chair is absent or unwilling to act, the Board Members present shall elect one of their number to be chair of the meeting. In any case of an equality of votes the chair of the meeting shall have a second or casting vote.
- (b) The Chair is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, these rules and the standing orders of the Association. The Chair will be delegated such powers as is required to allow the Chair to properly discharge the responsibilities of the office. Among the responsibilities of the Chair are that:
- (i) the Board works effectively with the senior staff;
  - (ii) an overview of business of the Association is maintained;
  - (iii) the agenda for each meeting is set;
  - (iv) meetings are conducted effectively;
  - (v) minutes are approved and decisions and actions arising from meetings are implemented;
  - (vi) the standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with;
  - (vii) where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
  - (viii) the Board monitors the use of delegated powers;
  - (ix) the Board receives professional advice when it is needed;
  - (x) the Association is represented at external events appropriately;
  - (xi) appraisal of the performance of Board Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
  - (xii) the training requirements of Board Members, and the recruitment and induction of new Board Members is undertaken.
- (c) The Chair may resign his / her office by notice in writing to the Secretary and shall vacate his / her office if for any reason he / she ceases to be a Board Member or is prevented from standing for, or being elected to the Board under rule 43, and in any of these events the Board shall forthwith elect one of their number (excluding co-opted persons) to be Chair in his / her place. Any such appointment as Chair shall be subject to the written approval of the Parent.
- (d) The Chair may be re-elected but may not hold office continuously for more than five consecutive annual general meetings. On the expiry of five continuous terms of office, the retiring Chair shall not be eligible for election as Chair during the ensuing twelve months.

Date:	22 September 2021
Subject:	Committee Memberships
Author:	Morag Hutchinson
Sponsor:	
Appendices:	
Action:	Approval
Data Class:	Public

## EXECUTIVE SUMMARY

The Board is required to consider on an annual basis the appointment of the Chair of the Audit & Risk Committee and also its Membership following the Annual General Meeting.

As part of the Constitutional Partnership agreed with Group, there is an appointment from Riverside Scotland's Board to Riverside's Customer Experience Committee.

## RECOMMENDATIONS

It is therefore recommended that Board:

- a) approves the membership of the Audit and Risk Committee as follows:

Robin Hill - Chair  
Mary Crearie  
Gerry Darroch

- b) nominates James Strang to be Riverside Scotland's nominee to Riverside's Customer Experience Committee.

## 1 BACKGROUND

- 1.1 Membership of the Association's Audit and Risk Committee is normally approved at the meeting immediately following the AGM.
- 1.2 In line with the Terms of Reference of Audit and Risk Committee "the Chair of the Committee shall be appointed by the Board on an annual basis for a maximum period of 5 years".
- 1.3 Following the Annual General Meeting, a vacancy will be created on the Audit & Risk Committee by the retirement of Ms J Murray. At the present time it is proposed to continue with this vacancy to allow for discussions with Board Members about a future appointment. The quorum of the Committee is two members.
- 1.4 Retiring Chair, Duncan McEachran, has been appointed to Riverside's Neighbourhood Services Committee since September 2016 as the Association's nominee. This Committee has recently been reviewed, has adopted revised terms of reference and has been retitled the Customer Experience Committee (CEC).

- 1.5 The terms of reference of the CEC allow for a nomination from the Board of Riverside Scotland.
- 1.6 It is proposed that this nominee is James Strang.

## **2 RECOMMENDATIONS**

It is recommended that Board:

- a) approves the membership of the Audit and Risk Committee as follows:

Robin Hill - Chair  
Mary Crearie  
Gerry Darroch

- b) approves that James Strang is Riverside Scotland's nominee to Riverside's Customer Experience Committee.

Date:	22 September 2021
Subject:	Co-option Proposal
Author:	Morag Hutchinson
Sponsor:	
Appendices:	Mr Steven Easton's CV
Action:	Decision
Data Class:	Public

**EXECUTIVE SUMMARY**

It is envisaged that following the Annual General Meeting, the Board will have 11 members on the Board. The Association has recently gone through an exercise to recruit and strengthen the collective skills and experience of the Board.

As part of that process it is considered that the particular skills and knowledge that Mr Steven Easton has, would widen the collective experience of the Board.

It is recommended that the Board co-opts Mr Steven Easton as a Board Member until the Annual General Meeting in 2022.

## **1 Background**

- 1.1 The Association currently went through a recruitment exercise for new Board Members during May 2021. Following that exercise the Recruitment Panel recommended 5 new members for the Board. Four of the potential members have subsequently been formally nominated to the Board through the election process. It is proposed that, because of his specialist skills, Mr Steven Easton is co-opted to the Board. Mr Easton's co-option to the Board will be made under the provisions of Rule 38(a).
- 1.2 Mr Easton's CV is attached as Appendix 1. It is noted that he possesses particular skills and knowledge that will assist the Board and Association in responding to the environmental / zero carbon agenda which is identified as a priority in the current Corporate Plan.
- 1.3 Rule 38(a) states that, "The Board may from time to time co-opt to the Board or to a committee of the Board anyone it considers is suitable to become a Board Member or member of a committee of the Board. Co-opted persons do not need to be members but they can only serve on the Board or committee of the Board until the next annual general meeting or until removed by the Board."
- 1.4 In accordance with the Rules, a co-opted Board Member will be subject to the duties and responsibilities of a Board Member and may take part in the deliberations of the Board and vote on matters at Meetings, with the exception of items relating to the Membership of the Association or the election of officers.
- 1.5 Co-opted Board Members are unable to stand for election, nor be elected as one of the Association's officers of the Board and their attendance at Board or committee meetings cannot count towards determining a quorum.

## **2. Recommendation**

- 2.1 It is recommended that the Board co-opts Mr Steven Easton as a Board Member until the Annual General Meeting in 2022.

5. Date of Next Meeting - 5.30 p.m. on  
Thursday 21 October 2021 Special Board  
Meeting via MS Teams