

Special Meeting of the Board: Wednesday 18 September 2024
At 6.30 p.m. Fullarton Connexions, Church Street, Irvine

AGENDA

		Data Class
1.	Apologies for Absence	
2.	Declarations of Interest	
3.	Substantive Business	
3.1	Election of Chair	Public
3.2	Committee Memberships	Public
3.3	Annual Financial Statements Return	Confidential
4.	Any Other Business	
5.	Date of Next Meeting - 9.30 a.m. on Saturday 26 October 2024 – Special Board Meeting followed by Board Strategy Day at 44-46 Bank Street, Irvine	

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 16/01/25

3.1. Election of Chair

Title: Election of Chair	Date: 18 September 2024
Author: Donna Boyle	Sponsor: Diana MacLean
Action: Decision	Confidential: No
Appendices: Appendix 1 - Extract from Association's Rules (Rule 47)	Reading Room:
Reg. Standard: Standard 6 The governing body and senior officers have the skills and knowledge they need to be effective.	ORP ref: People at our heart
Strategic Risk ref: R6 Governance and Regulation	
Consultation: This report is not subject to consultation	

Purpose and Action:

The Association's 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.

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.

Executive Summary:

The Association's Rules require the Board to elect the Chair to serve until the conclusion of the Annual General Meeting in September 2025.

1. Introduction

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.

The elected person's appointment as Chair is subject to written approval by the Parent i.e. the Riverside Group.

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.

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.

3.2. Committee Memberships

Title: Committee Membership	Date: 18 September 2024
Author: Donna Boyle	Sponsor: Diana MacLean
Action: Decision	Confidential: No
Appendices: N/A	Reading Room:
Reg. Standard: Standard 6 The governing body and senior officers have the skills and knowledge they need to be effective.	ORP ref: People at our heart
Strategic Risk ref: R6 Governance and Regulation	
Consultation: This report is not subject to consultation	

Purpose and Action:

The Board is asked to consider and:

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

Paul Mason - Chair
Gerry Darroch
Margaret Burgess

- b) agree to continue with the nomination of James Strang as Riverside Scotland's nominee to Group's Customer Experience Committee.

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, usually following the Annual General Meeting.

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

1. Introduction

- 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 a recruitment exercise earlier this year for Board Members and also a Chair of Audit & Risk Committee, the interview panel recommended the appointment of Paul Mason as a Board Member, filling a casual vacancy to the Board. It was also recommended that Paul Mason be appointed as Chair of the Audit & Risk Committee, later in the year when the role would become vacant, following the retirement of Robin Hill in September 2024.
- 1.4 On joining the Board in May 2024, Paul Mason was also appointed as a member of the Audit & Risk Committee.
- 1.5 There is currently a vacancy on the Audit & Risk Committee. A recommendation regarding an appointment to the Committee will be made in due course, pending the outcome of ongoing discussion. The quorum of the Committee is two members.

- 1.6 The Chair was approved as Riverside Scotland's nominee to Group's Customer Experience Committee (CEC) in September 2021 and it is proposed that he continues to represent the Association on this Committee.

5. Date of Next Meeting - 9.30 a.m. on
Saturday 26 October 2024 - Special
Board Meeting followed by Board Strategy
Day at 44-46 Bank Street, Irvine