

**Special Meeting of the Board: Tuesday 16 September 2025**  
**At 6.30 p.m. Fullarton Connexions, Church Street, Irvine, KA12 8PE**

**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
3.4	Chair's Action Procedure	Confidential
4.	Any Other Business	
5.	Date of Next Meeting - 9.30 a.m. on Friday 24 October 2025 – Special Board Meeting followed by Board Strategy Day at 44-46 Bank Street, Irvine	

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19/01/26



### 3. Substantive Business



### 3.1. Election of Chair

<b>Title:</b> Election of Chair	<b>Date:</b> 16 September 2025
<b>Author:</b> Donna Boyle Governance & Company Secretarial Assistant	<b>Sponsor:</b> Gary Naylor Managing Director
<b>Action:</b> Decision	<b>Confidential:</b> No
<b>Appendices:</b> Appendix 1 - Extract from Association's Rules (Rule 47)	<b>Reading Room:</b>
<b>Reg. Standard:</b> Standard 6 The governing body and senior officers have the skills and knowledge they need to be effective.	<b>ORP ref:</b> People at our heart
<b>Strategic Risk ref:</b> R6 Governance and Regulation	
<b>Consultation:</b> This report is not subject to consultation	

### **Purpose and Action:**

The Association's Rules require that, at a specially convened meeting following the AGM, the Board elects 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 to hold office until the conclusion of the Annual General Meeting in 2026.

### **Executive Summary:**

The Association's Rules require the Board to elects the Chair to serve until the conclusion of the Annual General Meeting in September 2026.

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### **1. Introduction**

- 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 at a specially convened meeting immediately following each AGM, the Board elects 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 Riverside Group.
- 1.3 Rule 47(d) provides that the current Chair may be re-elected, but may not hold office continuously for more than five consecutive AGMs. The current Chair will have served for a period of four years on the conclusion of the AGM this year.
- 1.4 Board Members are therefore asked to elect a Chair from their own number to hold office until the conclusion of the AGM in 2026.

**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

<b>Title:</b> Committee Membership	<b>Date:</b> 16 September 2025
<b>Author:</b> Donna Boyle Governance & Company Secretarial Assistant	<b>Sponsor:</b> Gary Naylor Managing Director
<b>Action:</b> Decision	<b>Confidential:</b> No
<b>Appendices:</b> N/A	<b>Reading Room:</b>
<b>Reg. Standard:</b> Standard 6 The governing body and senior officers have the skills and knowledge they need to be effective.	<b>ORP ref:</b> People at our heart
<b>Strategic Risk ref:</b> R6 Governance and Regulation	
<b>Consultation:</b> 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  
Sohini Petrie

b) agree to continue with the nomination of the Association's Chair 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 and Board are asked to consider the Chair's nomination to the 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 Paul Mason has served as Chair of the Audit & Risk Committee since September 2024.
- 1.4 No change is proposed to the Audit & Risk Committee membership agreed at the Special Board Meeting in September 2024, subject to the approved re-election of Margaret Burgess and Gerry Darroch at the AGM.
- 1.5 The Chair was approved as Riverside Scotland's nominee to Group's Customer Experience Committee (CEC) in September 2021 and their nomination to represent the Association on this Committee is recommended.

5. Date of Next Meeting - 9.30 a.m. Friday  
24 October 2025: Special Board Meeting  
10.15 a.m. Friday 24 October 2025: Board  
Strategy Day, Riverside Scotland, 44-46  
Bank Street, Irvine, KA12 0LP