

MINUTES OF MEETING NO.648
QUEENS CROSS HOUSING ASSOCIATION BOARD OF MANAGEMENT
HELD ON MONDAY 7 SEPTEMBER 2020 AT 7.00 P.M via ZOOM.

Andrew Burns, Marilyn Clewes, Ian Elrick, Margaret Glass, Sadie Gordon, David Horner, John McIntyre, Anne Ramsey, Robert Takenzire, Bronwyn Wyper.

Shona Stephen (Chief Executive), Neil Manley (Director of Finance and Corporate Support), Donalda Hogg (Head of Business Services), Elizabeth Hood (Depute Director), Louise Smith (Head of Housing & Housing Support), Fiona Smith (Executive Office Manager), Adele Drennan (Governance Officer).

ACTION

1.0 Welcome and Apologies

1.1 The Executive Office Manager welcomed everyone to the meeting, and in particular to Robert Takenzire who was attending his first Board meeting as an elected Board member. Apologies received from David Horner and Rona Anderson.

2.0 Declarations of Interest

2.1 No new declarations were made.

3.0 Office Bearer and other appointments

3.1 The Board is required to have a transparent process in place for these appointments and review them annually to ensure progressive refreshing and sustainability. The proposed appointments are set out in the attached Appendix 1 for approval. As the Parent of the Group, the QCHA Board must annually approve all appointments to the Board, its two subsidiaries, the Garscube Community Foundation (joint venture organisation between QCHA and QCW), working groups and other partnerships.

3.1.1 The expectation is that Office Bearers will normally serve for between 3-5 years. This term can be extended annually by agreement of the Board however, for the role of the Chair this can only be for a maximum term of 5 years. The rules state that Office Bearer appointments must be formally agreed by the Board and noted at the first Board meeting after each AGM. David Horner gave notice earlier in the year of his intention to stand down as Vice Chair, creating a vacancy. Notice of this vacancy was issued to all Board members and those interested were invited to apply. One nomination was received from Andrew Burns and at the Board meeting on 18 August it was unanimously agreed that Andrew should take up the appointment of Vice Chair.

3.1.3 The Board formally approved the appointments of Marilyn, Sadie, and Andrew for one year and wished to thank David for his contribution and commitment during his time as Vice Chair.

3.1.4 It was noted that Marilyn must step down as Chair in September 2021 and the Board agreed to take time to review Office Bearer appointments before the next AGM.

3.2 Co-optees

3.2.1 The Board can co-opt anyone it considers suitable. Co-optees do not need to be Members, but they can only serve as co-optees on the Board until the next annual general meeting or until removed by the Board. It was noted that Matt Miller had attended the Board meeting on 31 August as an observer and will observe at the next meeting on 22 September. Following this, the Board may then want to consider his co-option as a Community Member on the Board.

ACTION

3.3 Queens Cross Ambassadors

- 3.3.1 The Association currently has 2 Ambassadors Bridget McGeechan and Mohammed Razaq, both former Board members. There are no further appointments to be considered by the Board at this time. The role description of an Ambassador will be reviewed in 2020-21.

3.4 Audit Committee

- 3.4.1 The Board re-appointed 3 of the existing members to the Audit Committee; Ian Elrick, John McIntyre and Andrew Burns. The Board approved the new appointment of Robert Takenzire and noted that Marilyn was standing down from the Audit Committee. Earlier in the year, Ian confirmed his intention to stand down as Chair and John McIntyre who is both financially qualified and experienced to lead the committee was appointed as Chair. The Board wished to thank both Marilyn and Ian for their contribution to the committee.

3.5 Remuneration Committee

- 3.5.1 The Board re-appointed the following 4 members to the Remuneration Committee; Marilyn Clewes, Ian Elrick, Margaret Glass and Andrew Burns.

3.6 Community Involvement Groups

- 3.6.1 The Board agreed the following appointments to the Community Involvement Groups:
1. Dundasvale – Anne Ramsey
 2. Hamiltonhill / Westercommon – David Horner
 3. Queens Cross – no appointment made
 4. Woodside – Sadie Gordon

The Board noted that membership of the CIG's is lower than we would expect and both the Executive Office Manager and the Governance Officer are working closely with our new Customer Engagement Officer and Community Opportunities Co-ordinator to fill the vacancies.

3.7 Subsidiaries

A parent RSL must ensure a subsidiary cannot exercise control or undue influence over the parent, this constitutional control by the parent should normally be exercised through powers to appoint and remove a majority of the subsidiary's governing body. The Association is the parent and must ensure that not all of its board members serve on the governing body of a particular subsidiary, to have members who are free from any potential conflict of interest between the parent and the subsidiary. The governing body of the Workspace and Factoring should include some members who are independent of the parent Association's Board. (SHR Group Structures and Constitutional Partnerships Statutory Guidance February 2019)

- 3.7.1 **Factoring** The Board re-appointed the 2 existing members to the Factoring Board; Marilyn Clewes and Margaret Glass, and approved the new appointment of Anne Ramsey. The Board also approved the appointment of Independent Member and factored owner, Cathie Corbett for a further two years until 2022, subject to annual review.
- 3.7.2 **Workspace** The Board confirmed their approval to re-appoint the following 6 Directors to the Workspace Board: David Horner, Ian Elrick, Eileen McDade, Ian McLean, Derrick Milligan and Sadie Gordon. It was agreed that Sadie Gordon should be re-appointed as the Association (Parent) Representative member.

3.7.3 **Community Foundation** There are only two members of the Community Foundation being the Association and the Workspace. No more than 3 individuals from each member may be appointed at any given time and there is no option to appoint co-optees. The Board confirmed the appointment of its representatives as Sadie Gordon, Bridget McGeechan and Helen McLellan.

3.8 Partnerships

3.8.1 North West Development Hub

Membership of the North West Development Hub Board will be appointed by the Boards of each Housing Association. This will include a member of the Executive Team and 2 Board members from each organisation. Membership shall, as far as possible, remain constant throughout the term of appointment, to ensure stability, consistency and enable members to gain experience. Sadie Gordon and David Horner were reappointed.

3.9 Working Groups

3.9.1 David Horner and Sadie Gordon to the Regeneration Working Group. Rona Anderson is the lead Director

3.9.2 Andrew Burns, Margaret Glass, Anne Ramsey and Bronwyn Wyper to the Supported Housing Working Group. Louise Smith is the lead Director.

3.9.3 Marilyn Clewes and Andrew Burns to the Succession Planning Working Group. Fiona Smith, Executive Office Manager, is the lead Officer.

3.10 Other Appointments

3.10.1 **GCC Anderston, City and Yorkhill Area Partnership** There were no appointments made and the Board noted that we are actively seeking to appoint a new member to the Area Partnership.

3.10.2 **Possilpark Peoples Trust** At the Board meeting on 30 October 2018 the Possilpark Peoples Trust invited the Association to join the Trust along with a number of other organisations and community representatives. The Trusts main purpose is to source funding to facilitate investment in a new community centre. Sadie Gordon, our board member, was already a member of the Trust and active in the Hamiltonhill community. The offer being made was for an input of staff resources for the redevelopment of the Possilpoint centre and social regeneration staff resources for engagement with new and current tenants in the Possilpark community. The Board approved the re-appointment of Sadie Gordon for one further year.

3.11 Authorised Signatories

3.11.1 The board agreed the Authorised Signatories will remain as Chief Executive, Directors and Office Bearers.

4.0 Signing of Code of Conduct, Declaration of Interest and other information

4.1 The Code of Conduct sets out the standards of behaviour and conduct it expects of governing body members and governing body members must declare and manage openly and appropriately any conflicts of interest and ensure they do not benefit improperly from their position. Further information is available in the SHR Standards of Governance and the Association Rules which can be found in the portal. In order to avoid the distribution of paperwork during the global pandemic, Board Members were invited to email our Governance Officer confirming:

- a) That have read, understood, and accepted the Code of Conduct and the Board Member responsibilities as set out in the role profiles.

- b) That they have read and understood the health and safety responsibilities of the Board of Management.
- c) Any updates to their personal information, declarations of interest, or their biography on our website.

4.2 The Governance Officer confirmed that the SFHA is currently updating the hyperlinks and some references in its model Code of Conduct which ours is based on. When these updated links are made available, these will be incorporated into our existing Code of Conduct and circulated to Board members for information. It was confirmed that as the updates are purely in relation to the links and there are no other changes to any of the content there will be no requirement for the Board to resign the Code.

5.0 Annual Review of Safety Policy Statement and Signing of Health and Safety Responsibilities of the Board

5.1 The purpose of this report was to present to the Board, the Safety Policy for endorsement and the Policy Statement and Responsibilities of the Board, for review and signing. The Control Manual, which is part of the Management System, sets out the responsibilities of everyone in the organisation from individual board members to employees, and these responsibilities must be reviewed annually. Members of the Board were invited to consider and sign off the responsibilities set out at Appendices 1 and 2 of the report.

- 5.2 After consideration the Board:
- 1. Endorsed the Health and Safety Policy (Appendix 1) of the report.
 - 2. Agreed that the digital signatures of the Chair and Chief Executive be applied to the Policy Statement (Appendix 1).
 - 3. Reviewed the responsibilities, specifically those of the Board, as set out in the Health and Safety Control Manual (Appendix 2).
 - 4. Agreed that every Board Member will email the Governance Officer to confirm that they have read, understood and accepted their responsibilities as set out in the Health and Safety Manual (Appendix 2).

6.0 AOB

6.1 There was no other business to be considered.

7.0 Date and Time of Next Meeting

The meeting concluded at **7.10pm**.

The next meeting is scheduled to take place on Tuesday 22nd September at 6pm.

I certify that the above minute has been approved as a true and accurate record of proceedings:

Chair: **Date:**