

MINUTES OF MEETING NO.659
QUEENS CROSS HOUSING ASSOCIATION BOARD OF MANAGEMENT
HELD ON MONDAY 13 SEPTEMBER 2021 AT 7.00 P.M AT THE COURTYARD 2 WESTERCPMMON
DRIVE G22 7BE

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

Shona Stephen (Chief Executive), Neil Manley (Director of Finance and Corporate Support), Fiona Smith (Executive Office Manager),

ACTION

1.0 Welcome and Apologies

1.1 Apologies received from Matthew Millar.

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 previous Chair has already been in touch with members to discuss appointments and these had been 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 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. Orderly and effective succession planning ensures that the Board is well placed to deliver good outcomes to our tenants, customers and service users and achieve the objectives as set out in the Business Plan. Marilyn Clewes had made the board aware of her intention to step down as Chair and from the Board around 18 months ago. This gave the board time to plan a smooth transition and think about a potential successor who best fitted the role profile and had the right characteristics and skills to take the organisation forward. The process for recruitment of Office Bearers is set out in the QC Group Governance regulations 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 25 May it was agreed that he would succeed Marilyn as Chair. Andrew's appointment resulted in a vacancy for Vice Chair and having followed the same process it was agreed that Anne Ramsey would take up the appointment as Vice Chair. Sadie Gordon was elected as Vice Chair in 2014 and the board has given approval for her to continue in this role.

3.1.3 The Board formally approved the appointments of Andrew, Anne and Sadie acknowledged Marilyn's contribution and commitment during her appointment. The Board noted the appointment of Matthew Millar which was agreed by the membership of the Association at the AGM held earlier that evening. There are now 3 resident / community vacancies, and the governance team will work with the Tenant Participation and Customer Engagement Officer to recruit to these vacancies. At the Board meeting on 31 August the Board agreed the appointment of Ian Elrick for a further three years. There are no other current or anticipated vacancies for Independent Members therefore no recruitment is planned.

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. There were no co-options to be agreed

3.3 Queens Cross Ambassadors

3.3.1 The Association currently has 1 Ambassador: Mohammed Razaq. The board approved the new appointment of Marilyn Clewes.

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. John McIntyre has agreed to continue as Chair. This is a key role and the board thanked John for agreeing to continue this appointment.

3.5 Remuneration Committee

3.5.1 The Board re-appointed the following 3 members to the Remuneration Committee: Ian Elrick, Margaret Glass and Andrew Burns. Membership of the Committee is a maximum of 4 including the Chair of the Association Board. The Committee is happy to continue with a membership of 3 for the remainder of 2021 when they hope that Matt Millar may consider joining as this will support succession planning.

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 particularly low 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; Margaret Glass and Anne Ramsey and one further member from the Association Board Andrew Burns. The Board also approved the appointment of 2 Independent Members Cathie Corbett a factored owner, for one further year until 2022, when she has indicated she may step down as chair and from the board and Jim Shankland, a new Independent member.

3.7.2 Workspace

The Board confirmed their approval to re-appoint the following 5 Directors to the Workspace Board: David Horner, Ian Elrick, Eileen McDade, Ian McLean, and Sadie Gordon and one new member independent member Jim Shankland. 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, and Helen McLellan and noted the 3 appointments agreed by the Workspace Board Jeanne Dayton, Derek Iggo and Anne Ramsey.

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 Andrew Burns was reappointed and Bronwyn Wyper a new appointment to the Succession Planning Working Group. Fiona Smith, Executive Office Manager, is the lead Officer. The Succession Planning Working Group was set up in 2018. It was agreed to look at widening the remit to encompass all 'Governance' and this will include reviewing in detail evidence for the Annual Assurance and overseeing any changes to governance documents or policies. Anne Ramsey has recently achieved the GOSHA and it has been noted that she will be a useful addition this group.

3.10 Other Appointments

3.10.1 GCC Anderston, City and Yorkhill Area Partnership

We lost our membership to this Board as we could not identify a local (resident in this area) person to represent us however it has been noted by GCC that should a vacancy occur that we would like to be invited to appoint a further representative 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.

3.10.3 Young Persons Panel

In November 2020, the Board gave approval for Bronwyn Wyper to serve as the Board representative on the Young People's Panel. The Board agreed to appoint Bronwyn for one further year.

3.10.4 Tenant Information Service (TIS) Board Nomination

The Board agreed the nomination of Robert Alston who is in receipt of services from the Factoring Company and a member of our Residents Task Force, to serve as a Director on the Board of TIS for a period of 2 years, until 2023. Although nominated by the Association, it should be noted that Robert does not formally represent the Association on the Board, and that this nomination will only continue so long as Robert remains connected to the Association by way of tenant participation (e.g. through the RTF or CIG).

3.11 Authorised Signatories

- 3.11.1 The board agreed the Authorised Signatories will remain as Chief Executive, Directors and Office Bearers. As a result of the new appointments of Andrew and Anne and Marilyn's appointment ending there will be a number of legal and other signatories requiring to be updated.

**Neil
Adele**

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 agreed 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.

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 **8.10pm**.

The next meeting is scheduled to take place on Tuesday 21st September at 6pm.

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

Chair: **Date:**