***MINUTES OF MEETING NO.682***

***QUEENS CROSS HOUSING ASSOCIATION BOARD OF MANAGEMENT***

***HELD ON MONDAY 18 SEPTEMBER 2023 FOLLOWING AGM***

***THE COURTYARD 2 WESTERCOMMON DRIVE G22 7BE***

Attendance: Andrew Burns, Ian Elrick, Margaret Glass, Sadie Gordon, David Horner, Matt Millar.

Shona Stephen (Chief Executive), Neil Manley (Director of Finance and Corporate Support), Alison McKay, (Governance Advisor), Fiona Smith (Head of Customer First)

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|  |  | ACTION |
| **1.0** | Welcome and Apologies |  |
| 1.1 | Fiona Smith, Head of Customer First welcomed everyone to the meeting. Apologies received from John McIntyre, Donalda Hogg (Depute Director of Property Enterprise & Regeneration), Anne Ramsey, Louise Smith (Director of Neighbourhood Services), Bronwyn Wyper. |  |
| **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 appointments for 2023/24 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. Andrew Burns (Chair) and Anne Ramsey (Vice Chair) appointed in 2021 and Sadie Gordon (Vice Chair) appointed in 2014 have confirmed that they are willing to stand again. The Board formally approved the appointments of Andrew, Anne, and Sadie |  |
| 3.1.2 | The following recommendations set out in section 1 of the report were agreed and noted and there were no questions.  |  |
| **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 2 Ambassadors Mohammed Razaq, and Marilyn Clewes. |  |
| **3.4** | **Audit Committee** |  |
| 3.4.1 | The Board re-appointed 4 of the existing members to the Audit Committee; Ian Elrick, John McIntyre, Matt Millar, and Andrew Burns. John McIntyre has agreed to continue as Chair.  |  |
|  |  | **ACTION** |
| **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. It was agreed succession planning should be looked at.  |  |
| **3.6** | **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) |  |
| 3.6.1 | **Factoring**The Board re-appointed the 3 existing HA board members to the Factoring Board; Andrew Burns, Margaret Glass, and Anne Ramsey (Chair). |  |
| 3.6.2 | **Workspace**The Board noted the appointments of following 6 Directors to the Workspace Board: David Horner, Ian Elrick, Eileen McDade (Secretary), Ian McLean (Chair), Sadie Gordon and Jim Shankland. The Board also noted the co-option of Sharon Martin and Louise Stergar. It was agreed at the QC Workspace board meeting on 7September would continue as chair for 1 further year, David Horner would step down as Vice Chair and Jim Shankland would take on the role as Vice Chair. It was agreed that Sadie Gordon should be re-appointed as the Association (Parent) Representative member. |  |
| 3.6.3 | **Community Foundation**The Foundation is a created body of both the Association and Workspace and has become, by default, a subsidiary. It converted to a SCIO and officially changed its name from the Garscube Community Foundation to the Queens Cross Community Foundation on 1 July 2022. There are only two members of the QC Community Foundation: The Association and the Workspace. In accordance with the SCIO constitution, Trustees no longer require to stand down by rotation and each member will be invited annually to appoint up to 3 trustees to serve on the Board. There is also now an option to co-opt a further two individuals. The Association currently has two appointed Charity Trustees: Sadie Gordon and Helen McLellan. Both members have confirmed their willingness to continue their appointments. The Board is asked to approved the re-appointment of both trustees for one further year and noted the co-option of Rose Sehakizinka.  |  |
| **3.7** | **Partnerships**  |  |
| 3.7.1 | **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. |  |
| **3.8** | **Working Groups**  | **ACTION** |
| 3.8.1 | David Horner and Sadie Gordon to the Regeneration Working Group.  |  |
| 3.8.2 | Andrew Burns, Margaret Glass, Anne Ramsey, and Bronwyn Wyper to the Supported Housing Working Group. Louise Smith is the lead, Director. |  |
| 3.8.3 | The Succession Planning Working Group was set up in 2018 to recruit new members to the board. Fiona Smith is the Lead Officer. This group has not met since 2019 and has achieved its purpose. It was agreed to disband this working group.  |  |
| **3.9** | **Authorised Signatories** |  |
| 3.9.1 | 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. To support our commitment to reducing our carbon footprint, signing will be completed online using DocuSign. |  |
| **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 is to present the Safety Policy for endorsement and the Policy Statement and Responsibilities of the Board, for review and signing to evidence compliance with SHR Regulatory requirements, to meet all our legal duties and responsibilities and adhere to relevant guidance, as set out in section 3 of the Regulatory Framework. Members of the Board were invited to consider the responsibilities set out at Appendices 1 and 2 of the report which would be sent for signing via DocuSign.  | Alison |
| 5.2 | After consideration the Board:1. Noted the organizational chart in relation to H&S responsibilities which will be uploaded to the Board portal.
2. Endorsed the Health and Safety Policy (Appendix 2) of the report.
3. Agreed that the digital signatures of the Chair and Chief Executive be applied to the Policy Statement (Appendix 2).
4. Reviewed the responsibilities, specifically those of the Board, as set out in the Health and Safety Control Manual (Appendix 3).
5. Agreed that every Board Member will digitally sign to confirm that they have read, understood, and accepted their responsibilities as set out in the Health and Safety Manual (Appendix 2).
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| **6.0** | **Report from the Remuneration Committee** **Recruitment of Director of Homes and Neighbourhoods**  | **ACTION** |
| 6.1 | The purpose of this report is to:1. Explain the request for a responsibility payment to the Director for Neighborhoods and Community Wellbeing.
2. Explain the proposed recruitment process for the new Director for Properties and Sustainability and the new Director for Neighborhoods and Community Wellbeing.
3. Seek approval for the recommendation of the Remuneration Committee.
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| 6.1.1 | Following approval at the August Board meeting, the Remuneration Committee met on 5 September to approve a responsibility payment to senior officer and recruitment of two new Director posts, Director for Neighbourhoods and Community Wellbeing and Director for Properties and Sustainability.  |  |
| 6.1.2 | The Board approved the recommendation of the Remuneration Committee.  |  |
| **6.0** | AOB |  |
| 6.1 | There was no other business to be considered.  |  |
| **7.0** | Date and Time of Next MeetingThe meeting concluded at **8.00pm**.The next meeting is scheduled to take place on Tuesday 31 October at 6.00pm.  |  |
|  | I certify that the above minute has been approved as a true and accurate record of proceedings:Chair: …………………………………. Date: …………………………………… |  |