



**LORETTO HOUSING ASSOCIATION
BOARD MEETING**

**Monday 20 September at 6.45pm
Lipton House, 170 Crown Street, Glasgow**

AGENDA

1. Appointment of Chair
2. Apologies for Absence
3. Declarations of Interest
4. Minute of 16 August 2021 and matters arising
5. Neighbourhood Environmental Teams mobile working (presentation)
6. Revive project (presentation)
7. [redacted]
8. AOCB

Report

To: Loretto Housing Association Board

By: Anthony Allison, Director of Governance

Approved by: Steven Henderson, Group Director of Finance

Subject: Appointment of Chair

Date of Meeting: 16 August 2021

1. Purpose

1.1 To confirm the election of Eric Gibson as Chair, the appointment of Suzanne Lavelle and Jennifer Williamson to the Board and the extension of existing Board members.

2. Authorising and strategic context

2.1 Our Rules set how the process for appointing our Chair. The Rules also set out the process for appointing our Board members and for re-appointing Board members at the end of the three-year terms. Our rule change in 2020 moved to an appointment-based system for Board members, rather than election at Annual General Meetings. In all cases, prior approval from the parent is required.

3. Risk appetite and assessment

3.1 Our agreed risk appetite for governance is “cautious”. This level of risk tolerance is defined as a “preference for safe delivery options that have a low degree of inherent risk and have only limited potential for reward”.

3.2 Our strategic risk register includes a risk that “*The governance structure is not clearly defined, is overly complex and lacks appropriate skills at Board and Committee levels to govern the Group effectively. Failure of corporate governance arrangements could lead to serious service and financial failures.*”

3.3 We seek to mitigate this risk by reviewing our governance structure on an ongoing basis, including the strategic governance review currently underway. In addition to this we review our succession planning arrangements formally as part of our annual appraisal process, including linking this to the wider Group board succession planning where it relates to Wheatley appointees.

4. Background

- 4.1 Our recruitment and succession planning process has been set within the context of the impact of the pandemic and the Transfer of Engagements from Cube. As part of the Transfer of Engagements we committed to up to three Cube tenants joining the Board.
- 4.2 At its meeting in May, the Board noted the succession plans associated with the Cube Transfer of Engagement (“ToE”). This included two former Cube and now Loretto tenant Board members, Suzanne Lavelle and Jennifer Williamson, joining the Loretto Board. In addition, the Board also noted that Eric Gibson would succeed Douglas Robin as Chair following Douglas’ retirement at the upcoming AGM. These arrangements were formally agreed as part of the succession plan approved by the Board in August 2021.

5. Customer engagement

- 5.1 Our Rules provide for the appointment of tenant Board members. Whilst we currently have a full complement of tenant Board members, we will be engaging with customers at the appropriate time to identify potential future tenant Board members are part of our succession planning arrangements.

6. Discussion

- 6.1 Under our Rules the Chair must be elected from the Board members. This election must be approved by the parent, Wheatley Housing Group Limited. With the retiral of Douglas Robin at the end of the Annual General Meeting on 20th September, the Board is invited to formalise the appointment of Eric Gibson as Chair. As noted above, this has also been formally pre-approved by our parent company.
- 6.2 The Board is also asked to confirm the appointments of Suzanne Lavelle and Jennifer Williamson to the Board. This has also been pre-approved by our parent company.
- 6.3 Three Board members have served for three-years since their last appointment or re-appointment. Following the Board appraisal and consideration as part of the succession plan, the Board is invited to confirm the extension of Alex McKay, Alex Robertson and Allan McGinness as Board members for further three-year terms.

7. Digital transformation alignment

- 7.1 The contents of this report are not directly related to our digital transformation activities.

8. Finance and value for money implications

- 8.1 There are no finance and value for money implications contained within this report.

9. Legal, regulatory and charitable implications

9.1 The SHR Regulatory Standards of Governance that all RSLs:

formally and actively plans to ensure orderly succession to governing body places to maintain an appropriate and effective composition of governing body members and to ensure sustainability of the governing body.

9.2 The proposals within this report are consistent with us complying with this requirement.

10. Equalities impact

10.1 There are no specific equalities implications arising from this report and as such no Equality Impact Assessment is required.

11. Environmental and sustainability implications

11.1 There are no direct environmental and sustainability implications arising from this report.

12. Recommendations

12.1 The Board is asked to:

- 1) confirm the election of Eric Gibson as the Chair;
- 2) confirm the appointments of Suzanne Lavelle and Jennifer Williamson as Board members; and
- 3) confirm the extension of Alex McKay, Alex Robertson and Allan McGinness as Board members.