

# Board Meeting Minutes

Minutes of a meeting held at 1.45pm on **Thursday 19 September 2024** at 95 McDonald Road and via Microsoft Teams

**Present** Gary Devlin (Chair), Ashley Campbell, Kathleen McAdams, Fraser Mitchell, Rob Rowe, James Rowney, Bryony Willett, Margaret Whoriskey

**MS Teams** Adele Erwin

**In attendance** Angela Currie (Chief Executive), Wendy Russell (Director of Business Support & Transformation), Donna Henderson (Director of Strategic Finance)

**Apologies** Christa Reekie, Alan Stewart

**1. Introduction & Apologies**

The Chair welcomed Board Members to the meeting. Apologies were accepted from Christa Reekie and Alan Stewart.

**2. Declarations of Interest**

As the Committees and Office Bearers were being appointed along with the Company Secretary, all Members had an interest, as did Wendy Russell.

James Rowney noted interest as an employee of NatWest Bank against the Loan Covenant Amendments paper.

**3. Appointment of Chair & Vice Chair of Hanover Scotland**

**Discussion** WR conducted the first part of this item. WR confirmed that Gary Devlin was willing to stand as Chair for another year. ***The Board approved that proposal.*** WR then handed over the rest of the agenda to the Chair.

The Chair confirmed that Ashley Campbell was happy to stand as Vice Chair. ***The Board approved that proposal.***

**Decision** The Board **appointed** Gary Devlin as Chair and Ashley Campbell as Vice Chair.

**4. Appointment of Membership & Office Bearers for Committees**

**Discussion** The Chair highlighted for members the proposed membership and office bearers for both the Audit, Performance and Risk Committee and the People Committee – as per Appendix 1 of the paper.

The Board discussed quorate levels for each committee and future Board recruitment and that more is planned after the AGM which should hopefully boost committee membership. WR confirmed that the Board can have up to 15 members, though it typically operates with 12-13 members. The Board is reviewing its skills matrix and appraisals to identify any gaps in skills or representation to focus on when recruiting new members. Board Members also noted that it would be important to look at diversity and disability as we consider future recruitment.

	<p>The Board discussed whether Board members should be paid, WR noted that the Scottish Federation of Housing Associations (SFHA) Governance Forum are planning to look at this at their next Governance Forum and we will provide feedback to Board.</p> <p>GD noted that he no longer wanted to be part of the People Committee as he felt it would be best for the Chair to remain independent of the Committees.</p> <p>The proposal given was following discussions with Board Members.</p>	WR
<b>Decision</b>	<p>The Board <b>approved</b>:</p> <ul style="list-style-type: none"> <li>• Margaret Whoriskey as the Chair and James Rowney as Vice Chair of the <b>Audit Performance &amp; Risk Committee</b>. Membership of the Committee is as follows: <ul style="list-style-type: none"> <li>○ Adele Erwin</li> <li>○ Fraser Mitchell</li> <li>○ Christa Reekie</li> <li>○ James Rowney</li> <li>○ Margaret Whoriskey</li> </ul> </li> <li>• Alan Stewart as the Chair and Kathleen McAdams as Vice Chair of the <b>People Committee</b>. Membership of the Committee is as follows: <ul style="list-style-type: none"> <li>○ Ashley Campbell</li> <li>○ Kathleen McAdams</li> <li>○ Alan Stewart</li> <li>○ Bryony Willett</li> </ul> </li> </ul>	
<b>5.</b>	<b>Appointment of Company Secretary</b>	
<b>Discussion</b>	The Chair confirmed that the Company Secretary role is linked to the role of Director of Business Support & Transformation.	
<b>Decision</b>	The Board <b>approved</b> Wendy Russell, in her role as Director of Business Support & Transformation to carry out the role of Company Secretary for the year ahead.	
<b>6.</b>	<b>Appointment of Data Protection Officer</b>	
<b>Discussion</b>	The Chair confirmed that the Data Protection Officer role is linked to the role of Head of Governance & Transformation.	
<b>Decision</b>	The Board <b>approved</b> Elaine McCaffery, in her role as Head of Governance & Transformation to carry out the role of Data Protection Officer.	
<b>7.</b>	<b>Loan Covenant Amendments</b>	
<b>Discussion</b>	DH gave a brief overview of the proposed Amendment Agreements and other documentation in respect of the Term Loan and Revolving Credit Facilities Agreements from Lloyds Bank, The Royal Bank of Scotland, and the National Westminster Bank to permit additional capital investment in 2024/25 without a banking covenant breach.	
<b>Decision</b>	The Board <b>approved</b> Gary Devlin, Angela Currie and Donna Henderson to sign the proposed Amendment Agreements and other documentation in respect of the Term Loan and Revolving Credit Facilities Agreements	

from Lloyds Bank, The Royal Bank of Scotland, and the National Westminster Bank

**8. Any Other Competent Business**

None

**Chairperson:** Gary Devlin

**Date:** 21/11/24