

**Minute of meeting of River Clyde Homes' Board
held in hybrid format in River Clyde Homes' office and via Microsoft
Teams on Tuesday 26th September 2023 upon conclusion of the AGM**

	Name	Designation
Present	Gillian McLees (GMcL) Chris Curley (CC) Tom Ferrier (TF) Charles Thompson (CT) Robert Speir (RS)* Graeme Brooks (GB) Elizabeth Taylor (ET) Stephen Black (SB) Ellis Barilli (EB)	Board Member (Chair) Board Member Board Member Board Member Board Member Board Member Board Member Board Member Board Member
Apologies	John Quinn (JQ) Heike Noack (HN) Vera Karaba (VK)	Board Member Board Member Board Member
Others in Attendance	Richard Turnock (RT) John Wright (JW) Stevie McLachlan (SMcL) Kevin Smith (KS) Derek Ferguson (DF) Siobhan O'Kane (SO) (* represents online attendance)	CEO Director of Group Services Director of Housing Services Director of Property Services Managing Director of HFS Minute Taker
1. Sederunt, welcome introduction and apologies		
In advance of appointment of the Chair, RT assumed the role and welcomed all and sederunt as outlined above.		
2. Declarations of Interest		
The Board noted the declarations of interest made by ET regarding her position on the subsidiary company Board.		
3.1 Appointment of Chair of the Board		
The Board: <ul style="list-style-type: none"> Approved the appointment of John Quinn as the Chair of the Board. 		
3.2 Appointment of Vice Chair of the Board		
The Board: <ul style="list-style-type: none"> Approved the appointment of Gillian McLees as the Vice-Chair of the Board. 		

3.3 Appointment of Committees

[GMcL assumed the role of Chair for the remainder of the meeting].

The Board:

- **Approved the following Committee appointments:**

Audit and Risk Committee

Tom Ferrier
Robert Speir
John Quinn
Elizabeth Taylor
Vera Karaba

Social Landlord Operations Committee

Gillian McLees
Chris Curley
Charles Thompson
Heike Noack
Ellis Barilli
Graeme Brooks
Stephen Black

Remuneration and Nominations Committee

Gillian McLees
Tom Ferrier
John Quinn

3.4 Appointment of Chair of the Committees

The Board:

- **Approved Tom Ferrier as Chair of the Group Audit and Risk Committee.**
- **Approved Gillian McLees as Chair of the Social Landlord Operations Committee.**
- **Approved Gillian McLees as the Chair of the Group Remuneration and Nominations Committee.**

3.5 Appointment of Company Secretary

The Board:

- **Appointed John Wright as the Company Secretary.**

[Post meeting note:

The Board subsequently appointed Siobhan O’Kane as Company Secretary upon the departure of JW from the business.]

3.6 Appointment of HFS Chair

The Board:

- **Appointed Elizabeth Taylor as the Chair of HFS.**

3.7 Appointment to the HFS Board

The Board:

- **Appointed John Quinn to the HFS Board to take effect on 29th September 2023.**

4.1 Minute and Confidential Minute of Board Meeting held 23rd August 2022

The Board:

- **Approved the minutes as a true record subject to inclusion of the following at paragraph 6.1.4:**

‘A discussion also took place in relation to the going concern and the Board noted the analysis and assurance provided by management regarding this.’

4.2 Action Tracker

Board:

- The Board noted that all actions have been completed and can therefore be removed from the tracker.

Audit & Risk Committee:

- The Board noted that actions 2 and 3 have been completed. It was further noted that action 1 will be completed within the identified timescale.

Social Landlord Operations Committee:

- Customer Services – it was noted that both actions will be completed within the identified timescales.
- Property Services – it was noted that action 3 has been completed and all other actions will be completed within identified timescales.

5.1 Ratification of Board Approval (Confidential Item)

Contained in the Confidential Minute.

6.1 Remuneration and Nominations Committee Meeting – 20th March 2023

[SO presented the minutes in JQ's absence.]

6.1.1 The Board was advised that this meeting of the Committee considered and approved the new RCH Group Remote Working Policy which had been created following discussions with Board during a previous Policy Focus Session.

6.1.2 The Board was further advised that this meeting considered RCH and HFS Board membership and informed discussion that subsequently took place the Board meeting in March 2023.

6.2 HFS Board Meeting – 31st July 2023 (Confidential Item)

Contained in the Confidential Minute.

7.1 Compliance Policies:

- **Gas Management Policy**
- **Legionella Policy**

7.1.1 The policies were presented to the Board for consideration. The Board was advised that a track changed version of the policies is attached for the Board to easily determine the amendments that have been made.

The Board:

- **Approved the Legionella Management Policy**
- **Approved the Gas Management Policy**

7.2 Governance Policies:

- **Board Member Remuneration Policy**
- **Equality, Diversity and Inclusion Policy**

7.2.1 This report was presented to the Board. With regards to the Equality, Diversity and Inclusion (EDI) Policy, the Board was advised that this is a revised policy and key changes are highlighted within the covering report. Assurance was given that mandatory staff training will be developed and rolled out following approval of this policy.

7.2.2 The Board was advised that the Board Member Remuneration Policy formalises the approach taken to Board Member remuneration and that this will be supplemented by an independent review of the current position.

7.2.3 The Board suggested consideration of inclusion of reference to customer responsibilities with regards to the EDI Policy and also to make reference to the Unacceptable Behaviours Policy at paragraph 2.3.

The Board:

- **Approved the revised Equalities, Diversity and Inclusion Policy attached at appendix 2 subject to inclusion of the above suggested amendments.**
- **Approved the new Board Remuneration Policy attached at appendix 3.**
- **Noted that we will seek to instruct an external review of Board remuneration levels.**

7.3 Annual Assurance Statement

7.3.1 This report was presented and the Board was directed to the compliance checklist containing links to all of the evidence documents. The Board was reminded that as well as being available on a real time basis on the Board SharePoint site for members to check and monitor compliance throughout the year, the Annual Assurance Focus Plan has also been followed in preparation for submission of the Assurance Statement this year.

7.3.2 The Board was then directed to the draft Annual Assurance Statement. Confirmation was given that reference is specifically made to Equalities Data collection and compliance requirements within the document in line with the SHR's requirements for the 2023 Annual Assurance Statement.

7.3.3 Finally, in order to provide further assurance, the Board was directed to the findings of a recent Internal Audit review of Corporate Governance which examined arrangements to ensure compliance with the Regulatory Standards attached at appendix 6. This provided an overall assessment of substantial assurance. Confirmation was also given that progress against the Annual Assurance action plan will be monitored on a quarterly basis by the Audit & Risk Committee.

The Board:

- **Noted the Compliance Checklist attached at Appendix 4 and other appendices provided.**
- **Approved the Annual Assurance Statement attached at Appendix 2.**

7.4 Regeneration Activity (Confidential Item)

Contained in the Confidential Minutes.

8.1 Governance Matters

8.1.1 The Board was presented with the registers and submissions calendars outlined in the report. The Board was reminded that all Notifiable Events are reported to the Board or appropriate Committee and the SHR as and when they occur.

8.1.2 The Gifts and Hospitality Register and information relating to allocations made to connected persons was presented and confirmation was given that Board approval is sought prior to the allocations being made. The Board was advised that the submissions calendar, which is included for noting, is available on the Board SharePoint site to allow Board members to review this at any time.

8.1.3 The Board was also asked to consider and approve the appointments to the HFS Board as the terms of both Board members is due for renewal in advance of the next scheduled RCH Board Meeting.

The Board:

- **Noted the entries on the Notifiable Events Register at appendix 2.**
- **Noted the entries on the Gifts and Hospitality Register at appendix 3.**

- Noted the allocations made in line with our Payments, Entitlements and Benefits Policy at appendix 4.
- Noted the annual submissions calendar at appendix 5.
- Considered and approved the appointment of Jillian Moffat for a third term to the HFS Board to commence in November 2023.
- Considered and approved appointment of Elizabeth Taylor for a second term to the HFS Board to commence in December 2023.

8.2 Pension Strategy Update (Confidential Item)

Contained in the Confidential Minute.

8.3 CEO Update (Confidential Item)

Contained in the Confidential Minute.

9. AOB (Confidential Item)

Contained in the Confidential Minute.

Date of next meetings