

Board of Management Meeting held on 22 September 2022 at 6:30pm

The Board meeting was held remotely using Zoom.

The following members participated:

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| Mark Griffiths | Howard Dales |
| Margaret Vass | Graeme Darling |
| Kenneth Butler | Susan Macmillan |

Staff in Attendance:

Donna Birrell – Chief Executive Officer (CEO)
Sandra McPhee – Governance and Compliance Officer (GCO)
(Minutes)

| Item | | Action |
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| 1. | <p>Welcome and Apologies D Birrell, CEO welcomed everyone to the meeting.</p> <p>Apologies were received from</p> <ul style="list-style-type: none"> • Theresa Elliott • Fiona Boath • Linda Anderson • Scott Kirkpatrick • Martin Earl • Andrew Faulk • Lorna Cameron | |
| 2. | <p>Declarations of Interest</p> <p>There were no declarations of interest for this meeting.</p> | |

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| 3. | Health and Safety | |
| 3.1 | <p>H&S Moment</p> <p>M Griffiths advised the meeting that there are ongoing works outside the office and for members to be cautious if visiting the office.</p> | |
| 3.2 | <p>H&S Incident</p> <p>D Birrell advised the meeting that there were no incidents to report.</p> | |
| 4. | Governance - Ethical Conduct and Notifiable Events | |
| | <p>D Birrell presented the report on the election of the Office Bearers and members of the Committee.</p> <p>Election of Office Bears</p> <p>D Birrell advised that Mark Griffiths had noted his interest to stand as Chair for the coming year. Margaret Vass Nominated Mark for the position of Chair and this was seconded by Howard Dales.</p> <p>Mark Griffiths took over the role of Chair from this point onwards.</p> <p>For the first Vice-Chair Fiona Boath confirmed she would be happy to stand again for the position. Mark Griffiths nominated Fiona for first Vice Chair and this was seconded by Susan Macmillan.</p> <p>M Griffiths advised the meeting that he will contact the members not in attendance for interested parties for the position of second Vice Chair if no one present at the meeting wishes to be considered for the role.</p> <p>No member at the meeting noted an interest in the role.</p> <p>Membership of Audit & Risk Committee</p> <p>The following members agreed to join the Audit & Risk Committee for the coming year</p> <ul style="list-style-type: none"> • Fiona Boath • Howard Dales • Kenneth Butler • Susan Macmillan • Mark Griffiths • Margaret Vass <p>D Birrell advised that she will contact members not in attendance to confirm interest in joining the Committee.</p> <p>The Audit & Risk Committee Remit was reviewed and it was agreed to increase the member numbers for the group from 6 to 7.</p> | <p>CHAIR</p> <p>CEO</p> <p>CEO</p> |

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| | <p>Election of Chair of Audit & Risk Committee</p> <p>Fiona Boath had noted her interest to continue as Chair of the Committee. Fiona was nominated by M Griffiths and seconded by Susan Macmillan.</p> <p>RSHA Board Member representative on the Subsidiary Board</p> <p>Margaret Vass agreed to continue to be the Board Member representative on the Venachar Subsidiary Board for the coming year.</p> <p>Membership of Investment Working Group</p> <p>The following members agreed to join the Investment Working Group for the coming year</p> <ul style="list-style-type: none"> • Andrew Faulk • Susan Macmillan • Mark Griffiths • Margaret Vass <p>Graeme Darling noted his interest but would like to find out more about the group before committing.</p> <p>The Investment Working Group remit was agreed as presented with no amendments required.</p> <p>Election of Chair of the Working Group.</p> <p>It was agreed to leave the position open at present and for this to be confirmed at the next Board meeting on 6th October 2022.</p> | |
| 5. | <p>Any other Competent Business</p> <p>The members were reminded that the next Board Meeting on the 6th October will commence at 6pm for the presentation on the Decision Time Risk module.</p> | ALL |
| 6. | <p>Review/Reflections of Meeting:</p> <p>Please email your feedback to Mark Griffiths Chair. BoardGriffithsM@rsha.org.uk</p> | ALL |
| 7. | <p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Board meeting – Thursday 6th October 2022 at 6.00 pm – Via Zoom (Please note the earlier start to the meeting to allow for the Decision Time Risk Module presentation by ERMG) • Audit and Risk Committee – Thursday, 3rd November 2022 at 2.00 p.m. Note rescheduled to 10th November. • Venachar Board of Management – Thursday, 24th November 2022 at 4.30 p.m. • Board Meeting – Thursday, 24th November 2022 at 6.30 p.m. Note rescheduled to 8th December. | |

