



# Board Meeting Minutes

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| <b>Meeting:</b>       | Board Meeting  | <b>Location:</b>               | The Ron Davey Enterprise<br>Centre / Microsoft Teams |
| <b>Date:</b>          | 19 June 2025   | <b>Time:</b>                   | 4.30pm   |
| <b>Attendees:</b>     | C Rossine (Chair)<br>J MacLeod<br>A Gow  | C Cook<br>G Satti<br>J Kennedy |  |
| <b>Apologies:</b>     | J Berrington, F Malcolm, J Fernie, J Thorburn                                  |                                |  |
| <b>In Attendance:</b> | J Devine (CEO), B Hartness (DCEO) BH, L Cooper (DHS) LC,<br>T Sweeney (DCS) TS |                                |  |
| <b>Minute Taker:</b>  | C Murray (DTPO)  |                                |  |

|    | Agenda  | Action | Date |
|----|---|--------|------|
| 1. | <b>Apologies</b>  |        |      |
|    | As above.   |        |      |
| 2. | <b>Declaration of Interest and Attendance</b>   |        |      |
|    | As above.<br><br>Members APPROVED a leave of absence for J Fernie for 3-months.<br><br>Proposed J MacLeod    Seconded G Satti   |        |      |
| 3. | <b>Governance Review</b>  |        |      |
| a. | Governance Structure and Scheme of Delegation   |        |      |
|    | The purpose of this meeting was to discuss governance structure, scheme of delegation and thresholds and how the Board get assurance on areas of delegated decisions. Member commented that the Board have to be candid about looking at what has come to the Board over the last 12 months and consider whether those items should continue as Board business or should be delegated to a committee or to Senior Officers. |        |      |

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|  | <p>The aim is to have a new structure in place from the first Board meeting following the AGM. In order to agree on a structure, there needs to be a clearer picture of what future agendas would look like.</p> <p>Members reviewed a typical 12-month cycle of Board agenda items, discussed each one in turn and agreed whether it should remain on the Board agenda and the frequency or if it should be delegated to a committee or to Officers.</p> <p>The Board should have oversight of subsidiaries and committees and similarly they should have a direct line to the Board for any matters requiring the Boards attention. Therefore, the Board agenda should include a standing item for any items of business from committees or subsidiaries.</p> <p>Some agenda items are bound by strict deadlines e.g. regulatory returns. Some agenda items are considerably larger than others and require more time. Also, some items are stringently linked and must be discussed at the same meeting, all of which should be considered when plotting Board meeting dates and setting agendas.</p> <p>ng homes policies and strategies take up a considerable amount of time at Board meetings. Members discussed pushing the review period out from 3 years to 5 years for non-governance policies (with the caveat that they will be reviewed sooner in line with regulatory or legislative guidance/changes or good practice guidelines). Members also suggested delegating the authority for policy approval to committees or Officers, where appropriate.</p> <p>Some other items require further consideration and discussion on whether there is an opportunity to change the way information is shared with the Board outwith Board meetings.</p> <p>Currently, minutes of committee and subsidiary meetings go to the Board for noting. Members discussed replacing those items on the agenda with a standing item for the Committee Chairs to provide an update to the Board or table an item of importance where necessary.</p> |  |  |
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|    | Members tasked Officers with reshaping what was discussed at the meeting into [REDACTED] proposed structure. Members stressed the need for that to be done quickly to allow time for matters to be fully considered and formal decisions to be taken at the next meeting. |  |  |
| 4. | <b>Date of next meeting – Tuesday 29 July 2025</b><br>Meeting ended at 7:00pm   |  |  |