
Report To:	The Inverclyde Council	Date: 13 August 2009
Report By:	Corporate Director Regeneration & Resources	Report No: SL/AI/LA/400/09
Contact Officer:	Sharon Lang	Contact No: 01475 712112
Subject:	Nominations to the Board of River Clyde Homes	

1.0 PURPOSE

- 1.1 The purpose of this report is to advise of a request received from River Clyde Homes for the Council to nominate four representatives to serve on the RCH Board for the period September 2009 to September 2010.
- 1.2 The current Council representatives are Councillors McKenzie, Clocherty and McCallum with a vacancy existing following the death of Councillor Ferguson. River Clyde Homes have indicated that it is for the Council to determine whether it would wish to change its representation or re-nominate the existing Board Members.
- 1.3 Attached is a copy of the correspondence received from River Clyde Homes which also sets out the requirements placed on Members of the Board.

APPENDIX

2.0 RECOMMENDATION

- 2.1 The Council is asked to nominate four Members to serve on the Board of River Clyde Homes.

Sharon Lang
Legal & Administration

John Mundell
Chief Executive
Inverclyde Council
Municipal Buildings
Greenock



Elaine to
Prepare Report
to Council



river clyde homes

Direct Line: 01475 712511
Fax: 01475 712351
Our Ref:
Your Ref:
Date: 23 June 2009

Dear John

Nominations to River Clyde Homes' Board

As you may be aware, River Clyde Homes will hold its second Annual General Meeting on the evening of 29 September 2009.

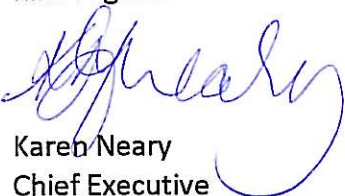
Therefore, I would like to ask Inverclyde Council to advise on which four people it would wish to nominate as Board members for September 2009 – September 2010, in order that this information can be imparted to the membership at the Annual General Meeting. For the avoidance of any doubt, it would be appropriate for the Council to change the nominations or re-nominate those who are already serving as Board members, as the Council sees fit.

River Clyde Homes' Board members are the company's directors and charity trustees and, as such, must work in strict accordance with all relevant legislation, together with guidance from Companies House, the Office of the Scottish Charities Regulator (OSCR) and the Scottish Housing Regulator. I enclose copies of the documentation that River Clyde Homes' Board members are required to sign prior to taking up office, and I would ask that this informs your decision making, to ensure your nominees would be eligible to serve on River Clyde Homes' Board.

I would like to extend a warm invitation to you to attend the Annual General Meeting.

Please do not hesitate to contact me if you have any queries.

Kind regards


Karen Neary
Chief Executive

BOARD MEMBERSHIP APPLICATION FORM - individual

Name			
Address			
Post Code			
Telephone	Home	Work	Mobile
Email			
Occupation			
Name of Employer (current or last)			
Are you a Tenant of River Clyde Homes? Yes / No Are you the partner of a tenant residing with a tenant of River Clyde Homes? Yes / No			
a	Are you (or have you been in the past 12 months) an Inverclyde Councillor? Yes / No		
b	Are you an employee of River Clyde Homes? Yes / No What is your job title?.....		
c	Are you an employee or an officer of a company which is under the control of River Clyde Homes? Yes / No What is your job title / role?.....		
d	Are you related to anyone who meets the descriptions of a – d above or to anyone who is already a River Clyde Homes' Board member? If so, please give details.....		
Please give some brief details of any skills/qualifications/experience that you may have which you feel would assist you in your role as a member of the Board.			

Please also complete page 2

BOARD MEMBERSHIP APPLICATION FORM – individual continued

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I have read and understood the Information Pack that has been supplied to me and, if appointed, I would be willing to accept the obligations of Board membership.

I have read and understood the Declaration by Board members and none of these applies to me. If appointed, I would be able to sign it.

I have read and understood the River Clyde Homes Code of Governance for Board members and, if appointed, I would be prepared to adhere to it.

Should I be granted Board membership of River Clyde Homes, I agree to the information on this form being made available to the public.

I confirm I wish to be considered for Board membership.

Signature

Date

Appendix 2

River Clyde Homes Code of Governance – Board Member Declaration Form

As a Board Member of River Clyde Homes I acknowledge and understand the contents of River Clyde Homes' Code of Governance for Board Members and agree to be bound by all its terms and in particular, but without limitation, I agree:

1. to declare all my interests, for example: employment, positions of responsibility, membership of other Registered Social Landlords, directorships and any financial or other interest that may relate to the work of River Clyde Homes
2. not to receive any financial remuneration whatsoever for my work as a Board member other than reasonable travelling and out of pocket expenses properly incurred in the business of River Clyde Homes
3. to ensure that any private or personal financial, political or other interest will never influence my decisions and that I will never use my position as a Board member of River Clyde Homes for personal gain of any kind
4. to undertake all work as a Board member of River Clyde Homes in accordance with the Constitution and policies of River Clyde Homes
5. to treat as confidential all information relating to the business, policy, organisation, management, future plans, clients, tenants and staffing of River Clyde Homes to which I have access. Furthermore, I undertake not to give possession of or reproduce any River Clyde Homes' correspondence, documentation or internal memoranda for the benefit of a third party without the express permission of the Board
6. not to accept gifts, other than those of a nominal value, nor to receive or offer hospitality in the name of River Clyde Homes, without the consent of the Chief Executive, Chair or Vice Chair in line with section 7C.2 of the Code of Governance
7. to ensure that at all times I adhere to the provisions of Schedule 7 of the Housing (Scotland) Act 2001 relating to the receipt by Board member of any payment or benefits in kind from River Clyde Homes. An extract from the legislation is appended to this declaration for ease of reference.
8. to observe the principles of corporate responsibility and decision-making
9. to work at all times to promote equal opportunities and stakeholder participation in River Clyde Homes.

Signed

Print Name

Date

FINAL VERSION

Page 24

March 2007

I:River Clyde Homes/Policies/Governance/Code of Governance

River Clyde Homes – charitable status

Declaration by Board Members

River Clyde Homes ("the Company") requires that none of the criteria noted below applies to any of its Board members, otherwise that person is prohibited from being a Board member. This is in accordance with the Constitution, and each Board member will be required to sign an annual declaration to the effect that they are eligible to serve as a Board member. The obligation to continue to meet the Eligibility to Serve Criteria detailed below is a continuing liability and applies **at all times** throughout the Board member's term of office.

You shall not be eligible for election, re-election or appointment to the Board, and if already a Board member shall be deemed to have vacated your office, if any of the following apply to you at any time:

You are apparently insolvent within the meaning of the Bankruptcy (Scotland) Act 1985;

You are an undischarged bankrupt as defined in Section 70 of the 2005 Act;

You are in the opinion of a qualified physician unable to attend Board meetings for the next 12 months due to incapacity by physical or mental illness;

You have been sent to prison for a month or more or has been convicted of an offence of dishonesty or an offence under the 2005 Act for which the rehabilitation period in terms of the Rehabilitation of Offenders Act 1974 has either not expired or for which rehabilitation is excluded;

You are a party to civil proceedings by or against the Company;

You have been removed from the governing body of another Registered Social Landlord by Communities Scotland, the Housing Corporation or Tai Cymru;

You have been disqualified from being a Company director under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002;

You have been removed from a charity

- (i) under Section 7 of the Law Reform Miscellaneous Provisions (Scotland) Act 1990 (in connection with the power of a Court to remove or suspend any person who is concerned in the management or control of a charity); or
- (ii) under Section 34 of the 2005 Act (in connection with the power of a Court to remove or suspend any person who is concerned in the management or control of a charity); or

- (iii) by an order made by the Charity Commissioners for England and Wales or by Her Majesty's High Court of Justice in England on the grounds of any misconduct in the administration of the charity for which he was responsible or to which he was privy, or which his conduct contributed to or facilitated.

You resign your office by notice in writing to the Secretary;

In the case of a Board member who is a representative of a member, your appointment by a body corporate is revoked in accordance with Article 11 (or, if you are not a representative of a body corporate) your representation is withdrawn by notice in writing to the Secretary by the relevant party;

In the case of a Board member who is also a member of the Company, you cease to be a member of the Company; and/or

- (a) you absent yourself from and fail to tender apologies for 4 consecutive meetings of the Board without special leave of absence previously granted by the Board;
- (b) you fail to sign, and deliver to the Board, the statement confirming that you will meet your obligations to the Board and the Company as set in the Company's Code of Governance for Board Members;
- (c) you are removed from office by a resolution (or written notice signed by) at least three quarters of all the other Board Members from time to time provided that the vote to ask a Board Member to leave must relate to one of the following:
 - (i) failure to perform to the published standards laid down by the Scottish Federation of Housing Associations and/or the Scottish Housing Regulator adopted and operated by the Company;
 - (ii) failure to comply with the Company's Code of Governance for Board Members or Financial Regulations;
 - (iii) a serious breach of the Company's constitution or standing orders;
 - (iv) a serious breach of Schedule 7 of the 2001 Act;

You have been or will be away for a period of 12 months and are thus unable to attend the Board meetings; or

You are, or have been within the last 12 months, in arrears, of an amount greater than the maximum level set by the Company in its Board Membership Policy, in respect of any of his financial obligations ("arrears") to the Company (or, if before

Transfer, to the Council) for a reason (in either case) which was not due to Housing Benefit processing delays; or

- (i) you are or have been in the previous 12 months, in breach of your tenancy or factoring agreement (other than in respect of arrears) with the Company (or, if before Transfer, with the Council);
- (ii) you damage or have in the previous 36 months damaged property leased to you by the Company (or, if before Transfer, the Council) or you cause or have in the previous 36 months caused distress or nuisance to neighbours; or
- (iii) you receive or have during the previous 36 months received housing benefit to which you are not entitled because you gave false information;

You breach any rules of confidentiality; or

You have claimed expenses to which you were not entitled; or

You have failed to disclose an interest under Articles 33 and 34; or

In the case of a Tenant Board Member you cease to be a Tenant of the Company;

You are a Tenant Board Member and become a Local Authority Person; or

You are a Council Board Member and become a Tenant; or

You are a Community Board Member and become a Tenant or a Local Authority Person; or

You are removed from Board membership in accordance with Article 31;

You are a Tenant and wish to stand as a Community Board Member;

You are a co-optee pursuant to Article 27 and your co-option is revoked by the other Board members;

You are an employee of the Company or a close relative of such an employee

You are a close relative of another Board member.

Any Board Member who has not signed and delivered the statement referred to in 32(m) above without good cause within 14 days of election or appointment to the Board shall immediately cease to be a Board member.

I,(print name), confirm that I have read the above three page Declaration, understand it, and declare that none of the criteria applies to me. I further undertake to advise the Board of River Clyde Homes if any of the above becomes applicable during the time I am serving on the Board. If I am in any doubt as to whether any of the criteria applies, I will raise this with River Clyde Homes.

Signed.....

Date.....



Companies House

for the record

288a

APPOINTMENT of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Please complete in typescript,
or in bold black capitals.

CHWP000

Company Number

Company Name in full

Date of appointment

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

†Date of Birth

Day	Month	Year
<input type="text"/>	<input type="text"/>	<input type="text"/>

Appointment form

Appointment as director

as secretary

Please mark the appropriate box. If appointment is as a director and secretary mark both boxes.

Notes on completion appear on reverse.

NAME *Style / Title

*Honours etc

Forename(s)

Surname

Previous Forename(s)

Previous Surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under the provisions of section 723B of the Companies Act 1985

†† Usual residential address

Post town

Postcode

County / Region

Country

†Nationality

†Business occupation

†Other directorships (additional space overleaf)

Consent signature

I consent to act as ** director / secretary of the above named company

Date

* Voluntary details.

† Directors only.

**Delete as appropriate

A director, secretary etc must sign the form below.

Signed

Date

(**a director / secretary / administrator / administrative receiver / receiver manager / receiver)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record..

Companies House receipt date barcode

**This form has been provided free of charge
by Companies House**

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales or

Companies House, 139 Fountainbridge, Edinburgh, EH3 9FF
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

Company Number

† Directors only.

†Other directorships

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.