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| **COMMITTEE MINUTE RECORD**  **Minute of:** Ark Board of Management  **Date Held:** 26 September 2024, 1.15pm  **Venue:**  Hybrid  **Chair:** Ian Logan  **Secretary:** Bobby Duffy | | | |
| **Present:** Mr Ian Logan (Chair) IL,Ms Catriona Clarke (Depute Chair) CC, Mr Dave Proudfoot DP, Mr Richard Stark RS, Ms  Jane Dunlop JD, Ms Donna Downie DD, Mr Darcey Black DB  **In Attendance:** Mr Bobby Duffy (Chief Executive Officer) BD, Mr Mark Hall (Director of Care & Support) MH, Mr Stuart Green  (Director of Finance and Digital Improvement) SG, Ms Victoria Knox (Director of People & Organisational  Development) VK, Mr Craig Unsworth CU (r), Mr Oliver Saint OS (r), Mrs Nina Adamson (PA to CEO) (Minutes) | | | |
| **ITEM** |  | | |
|  | **Board of Management Pre-Session**  Did not take place today | | |
| 1. | **Election of Chair & Deputy Chair**  The Secretary commences by saying that we will be appointing the Chair, Depute Chair, New BoM and Subsidiary Committee Members and confirming Committee compositions and BD’s role as Secretary in today’s meeting. IL approved this along with DP & DB.  IL commences the discussion about the appointment of the Depute Chair: there is only one interest for the Deputy Chair role: CC and one interest for the Chair role, IL.  **Members approved the elected candidates** | | |
| 2. | **Welcome**  The Secretary welcomed all attendees to 26th September 2024 Board of Management meeting.  IL welcomed everyone to the meeting, the new Members and those that couldn’t make it. | | |
| 3. | **Apologies**: Joanna Mansell, Isla Gray, Oliver Saint, Kerrie Mitchell, Caryn Innes | | |
| 4. | **Declaration of Interest**  There were no declarations of interest. | | |
| 5. | **Items for Approval** | | |
|  |  | | **Proposed Governance Structure (composition of Subs)**:   * + - Chair of Finance Sub-Committee   + Membership of Finance Sub-Committee   IL states the proposed composition of the Finance Subsidiary Committee as follows: CC as Chair: DP, DD, RS  **This was approved by Members.**   * Chair of Audit Sub-Committee   + Membership of Audit Sub-Committee   IL states the proposed composition of the Audit Subsidiary Committee as follows: DB as Chair, JM, JD, KM, IG  **This was approved by Members.**   * Chair of Ark Commercial Investment Ltd. * Board Members of Ark Commercial Investment Ltd.   IL states the proposed composition of the Ark Commercial Investment Ltd. Subsidiary Company as follows: DP as Chair, MM, HB, AL, EJ **This was approved by Members.**   * + - Chair of Ark Services Ltd. * Board Members of Ark Services Ltd.   IL states the proposed composition of the Ark Services Ltd. Subsidiary Company as follows: JM as Chair, MM, HB, AL, EJ **This was approved by Members.**  Questions:  CC asks about Members who are resigning and the protocol that follows.  Action: SG answers that he will remove them from Companies’ House.  DP queries how the Subsidiary Boards will be quorate with only one main Board Member and the rest Subsidiary Members.  BD & IL agree that Directors can count towards being quorate.  IL states the reason for this new proposed structure being to take pressure off the Main BoM who fulfil multiple roles. The structure gives the Subsidiaries coverage over 2 companies. This makes for an attractive role.  DP raises that the Subsidiary and BoM must have solid trust in place in order to convey the right messages, and not falsify anything. The only record would be the Minutes.  As Ark own the Subsidiary Companies, there is an expectation that the reporting will be informed and true, so potential conflicts are mitigated as the BoM & Subsidiary Board are a trusted body. The Subsidiary Board will get access to the Minutes too, in order to cross-reference.  BD assures that the ET will be present in the meetings so there will not be any issues. Ark also have a whistleblowing policy in place.  This is a new structure and we will see how it unfolds. The BoM are welcome to be more involved if they would like to be. We will need to converse with the new BoM to see how they would like to work in their new roles. The Ark BoM on the Subsidiary Committees have the only vote on that Board, significant decisions as to how it is run, it is the Parent Company that will essentially look after it. |
| 5. |  | | |
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|  |  | **The Meeting closed at 3.02pm** | |
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**2024 Dates for Board of Management Meetings – commencing 14.00**

**Board Member Only sessions will commence at 13.30 unless agreed otherwise.**

* **31 October at 10.00 at Lochside Way (Strategic Development Day)**
* **05 December (Hybrid) Ordinary Board Meeting)**

**ACTIONS**

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