

To: Leadership Board

On: 22nd June 2022

Report by: Chief Executive

Heading: OneRen Director Nominations

1. Summary

1.1 OneRen is the trading name of Renfrewshire Leisure Limited, a charitable organisation and a company limited by guarantee which operates within the provisions set out in the Charities and Trustees Investment (Scotland) Act 2005 and the Companies Act 2006. To ensure compliance with both Acts, OneRen has detailed Articles of Association to govern the operation of the company which set out the appointment, role and responsibilities of the company directors.

1.2 OneRen currently operates with eleven directors: three appointed by the Council; six independent directors from the business, sport and cultural community, and two employee directors. Council directors serve for the term of the administration of Renfrewshire Council (unless they resign or are removed as a director by Renfrewshire Council during the term). Independent directors are appointed for a period of five years.

1.3 Independent directors are appointed by Renfrewshire Council guided by a nominations committee established by OneRen. The nominations committee reviews the skills of the nominees and assesses whether they meet the requirements of the company before making a recommendation to the Council on their appointment. The recommendations for the appointment of two independent directors to the Board of OneRen are now made to the Council.

2. Recommendations

2.1 It is recommended that the Leadership Board:

- i) Approves the nominations committee recommendation in section 3.7 of this report for the appointment of the following independent directors to One Ren's Board:

Kieron Achara, Independent Director – Transformational change

Elaine Robertson, Independent Director – Commercial, marketing and sales, and fundraising and development

3. Background

3.1 Renfrewshire Leisure Limited was established as a charitable trust in 2002 under the Industrial and Provident Societies Act 1965. In November 2014, it converted into a company limited by guarantee, with Renfrewshire Council the sole shareholder, to support the transfer of cultural facilities, services and employees from the Council to Renfrewshire Leisure, now OneRen.

3.2 OneRen has detailed Articles of Association which govern the operation of the company. Part 2 of the Articles of Association sets out how the company can appoint directors, directors' powers and responsibilities and appropriate rules for decision making by the directors.

3.3 OneRen currently has nine directors, from a maximum of eleven, who are entitled to attend and vote at any General meeting of the charitable company.

3.4 The Chief Executive carried out a skills audit with the current Board of Directors and identified skill gaps in the following areas, which informed the recruitment drive: -

- Commercial, marketing and sales
- Fundraising and development
- Transformational change

3.5 The company's Articles of Association sets out how to nominate and appoint directors. For the appointment of independent directors, a nominations committee is established to review potential candidates and to make recommendations to the Council in relation to the selection of appropriate individuals for appointment as independent directors of OneRen's Board.

3.6 To select appropriate candidates with the relevant skills and experience necessary to assist the company in carrying out its objectives, the nominations committee was appointed, as detailed below:

Councillor Lisa Marie Hughes, Chair of OneRen
Mary-Frances Felletti, Independent Director, OneRen
Victoria Hollows, Chief Executive, OneRen
Laura McIntyre, Renfrewshire Council

3.7 Following consideration by the nominations committee, the recommendation to the Leadership Board is for the appointment of the following independent directors to the Board of OneRen.

Kieron Achara, Independent Director – Transformational change
Elaine Robertson, Independent Director – Commercial, marketing and sales, and fundraising and development

Implications of the Report

1. **Financial** - not applicable
2. **HR & Organisational Development** - not applicable
3. **Community/Council Planning** - not applicable
4. **Legal** - not applicable
5. **Property/Assets** - not applicable
6. **Information Technology** - not applicable
7. **Equality & Human Rights** -
 - (a) The Recommendations contained within this report have been assessed in relation to their impact on equalities and human rights. No negative impacts on equality groups or potential for infringement of individuals' human rights have been identified arising from the recommendations contained in the report because for example it is for noting only. If required following implementation, the actual impact of the recommendations and the four mitigating actions will be reviewed and monitored, and the results of the assessment will be published on the Council's website.
8. **Health & Safety** - not applicable

9. **Procurement** - not applicable
10. **Risk** - not applicable
11. **Privacy Impact** - not applicable
12. **Cosla Policy Position** - not applicable

List of Background Papers - not applicable

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