

MINUTES OF	:	Board of Management Meeting
TIME & DATE HELD	:	5th October 2021 at 6.00pm
DATE APPROVED	:	

BOARD MEMBERS PRESENT	:	Ms Scoffield, Ms Thomson, Ms Barbour, Mr Barclay, Ms Barnes, Ms Johnston, Ms Kiernan Mr McIntosh, Ms Park and Mr Robertson
APOLOGIES	:	Mr Morrison and Ms Battersby
STAFF PRESENT	:	Tony Teasdale, CEO Fiona Nicholl, Director of Finance & Corporate Services (DFCS)
IN ATTENDANCE	:	None

1. Introduction

Apologies were noted as indicated above.

The new Board Members - Brian Barclay and Hugh McIntosh - were welcomed to their first meeting and Eddie Robertson was welcomed back after his break away from the Board.

2. Declarations of Interest

There were none.

3 Election of Office Bearers

Members noted the content of the report and that one nomination had been received for each of the Office Bearer positions. The Board then approved the election of office bearers for the coming year as follows:

- Chairperson: Lesley Scoffield (proposed by Brian Barclay, seconded by Christine Thomson).
- Vice Chairperson: Christine Thomson) (proposed by Lesley Scoffield, seconded by Eddie Robertson).
- Secretary: Elizabeth Battersby (proposed by Belle Barnes, seconded by Hugh McIntosh).

4 Minutes for Information

There were none.

5. Minutes for Approval

The draft Minute of the Board of Management meeting held on 14.09.21 was **approved** as a correct record on a motion from Ms Johnston, seconded by Ms Barbour.

6. Matters Arising

Members noted the content of the Schedule of Matters Arising from the meeting on 14.09.21 and in particular that:

- The update regarding GCC's consultation on the "Inner East Strategic Development Plan". The **Board agreed that an-in house event be organised for Board and staff members to hear information about the Strategic Development Plan proposals from the Council.**
- That GCC has now committed to not charge HAs for taking bulk to waste stations in 2022/23. Lobbying efforts were continuing in conjunction with GWSF to extend this arrangement into future years and to seek agreement more generally on joint working and respective responsibilities in this and related areas.

There were no other items raised.

7. Compliance and Safety Update

Members noted the content of the report.

8. CEO Progress Report

Members noted the content of the report and there was discussion regarding the following items:

a) Covid 19: Resumption of Services:

The CEO advised that with infection rates falling again it was intended to resume the three day working in the office arrangement for all staff and to end the temporary dispensation for staff not providing front-line services.

It was noted that visits to the office continue to be by appointment only. However a number of Members reported the perception of some tenants that the office is still closed. It was noted that other shops and businesses in the area were fully open and it was **agreed that steps now be taken to open the office reception to visitors.** It was agreed that this be on a time-limited basis in the first instance to ensure that effective arrangements can still be maintained to protect the health and safety of staff and visitors.

A member also reported tenant dissatisfaction with the ongoing closure of the Edrom Path meeting room which serves our retirement housing service users at Edrom Path and Cunningham House. It was noted that there are particular health and safety considerations at this location given the nature of the residents but it was **agreed that further consideration be given to the possibility of opening this space up for use.**

b) Tollcross Shettleston Money Advice Services

The Board noted the ongoing efforts to seek extended funding from the Scottish Government for this service for 6 months beyond October 2022 and **agreed to commit to extend the Association's match-funding for the project in the event that this is successful.**

c) Shettleston Community Centre

The CEO gave an update on recent discussions with FUSE regarding a joint exploration of the feasibility of acquiring the Community Centre for the benefit of the community, in light of the continuing intention of Glasgow Life/GCC to dispose of the building.

Ms Park declared an interest at this point due to her volunteer involvement with FUSE and Ms Scofield and Ms Barnes also declared interests on the basis of their involvement with organisations opposed to the Council's sell-off of community facilities.

Following discussion Members **agreed that the Association should proceed with the feasibility study in order to properly explore, on behalf of the community, what might be required to transfer the ownership and ensure a successful and sustainable future for the premises as a community centre.**

It was noted that the cost of carrying out a proper technical appraisal of the building and future repair requirements was estimated at being in the region of £2000. Efforts would continue to secure this from Glasgow Life.

d) National and local housing policy

Members noted the range of current economic factors and government policy decisions that were likely to impact adversely on many tenants' incomes and create anxiety in the coming months. A reminder was also given that:

- the Business Plan projects a 1.5% above inflation across the Board rent rise from next April to enable the Association to continue to deliver on investment plans.
- tenant consultation will be required over whether to maintain the new bulk uplift service on the basis of a higher service charge.

The Board agreed that these were not the best circumstances to be taking forward the planned consultation on rent harmonisation and agreed to defer this until into 2022/23. However, it was also agreed in-principle to once again propose differential rent rises under which those currently paying significantly less than others for similar property types will be again asked to pay a higher percentage increase from April 2022. This would help ensure a fairer spread of the added rent burden and make some further progress in bridging the gap between respective rents.

9. **RBS Loan Agreement**

The Director of Finance and Corporate Services (DFCS) presented her report. Members noted:

- the impending demise of LIBOR (London Interbank Offered Rate) as a national benchmark for interest rate changes.
- the proposal that the loan agreement with RBS be amended to replace LIBOR with the new SONIA (Sterling Overnight Index Average) measure.
- the differences between the two measures.

Members also noted the change would only be of significance for one of the four parts of the loan facility (Tranche D) where the interest rate is variable.

In response to member queries the DFCS provided further information about the practical implications of the proposed change and in particular the move to a rate that is set retrospectively or backward-looking.

The DFCS noted that a requirement of the change is that it be economically neutral for both the lender and borrower and reported that the advice of our lawyers and our treasury management adviser was that the proposed Loan Agreement Amendment letter was in an industry standard format.

The Board approved:

- **the Loan Agreement Amendment Letter**
- **the wording of the proposed extract Minute of this specific decision, as proposed within the report.**
- **that the agreement and the draft extract Minute be signed by either the Chairperson, the CEO or DFCS.**

10. **Review of Standing Orders**

Members noted the content of the report and considered the draft revised Standing Orders.

The proposed changes to the main body of the current version of the Standing Orders had regard to:

- discussion and decisions at the two previous Board meetings and
- the revisions to the Association's Rules that had been agreed at the SGM on 21.09.21.

It was noted that the Board and Committee remits (Appendix 1) and the Schedule of Delegated Authorities (Appendix 2) would be presented for final consideration to the November Board meeting.

In discussion Members noted and approved the proposal that the Minutes of Board and sub-Committee meetings be published on the website in future.

The Board also considered the proposed draft calendar of Board and sub-committee meeting dates/ workplan for the coming year. This had been prepared on the basis that in future sub-committees will only meet quarterly except where there is an identified need for additional meetings.

After discussion the Board: approved:

- **Gave in-principle approval to the draft revised Standing Orders, subject to final approval at the November meeting.**
- **Agreed the Calendar of meeting dates for the year ahead and that this would be subject to review in the Spring as part of the review of the Business Plan Delivery Plan for 2022/23.**

11. Governance

11.1 Governance Issues

a) AGM

Members noted the report on the SGM and AGM held on 21.09.21. It was agreed that the event had been successful with a reasonable attendance given the ongoing Covid situation.

Members noted the updated details regarding the Board Membership and that the number of elected Members had risen to 12.

b) Co-options

Members noted the powers as set down in the Rules for the Board to co-opt additional Members. In accordance with the recommendation within the report, the Board **Committee then agreed to co-opt Sean Connor for a further year.**

It was noted that this left space for a further two co-optees with specific skills to be co-opted in due course, in accordance with the Committee Development Plan.

c) Appointment of Sub-Committees

Members noted the updated provisions regarding sub-committee membership within the revised Standing Orders. It was noted that all members would be contacted after the meeting and asked to confirm their interest in serving on each of the following:

- Housing and Community Services Committee:
- Property Services Committee:
- Audit and Corporate Committee:

d) Appointment of Subsidiary Boards

The Board then **approved the membership of the subsidiary Boards**, as follows:

Upkeep: Lesley Scoffield, Christine Thomson and Elizabeth Battersby (as the SHA Office Bearers) plus other SHA Board Members Brian Barclay, Sean Connor and Eddie Robertson and Tony Teasdale (SHA CEO).

EEHDC: Lesley Scoffield, Christine Thomson and Elizabeth Battersby (as the SHA Office Bearers) plus other SHA Board Members Brian Barclay, Sean Connor and Eddie Robertson and Tony Teasdale (SHA CEO).

It was noted that both Boards would be somewhat strengthened by the inclusion of new members with relevant experience and knowledge and that action was planned to seek to recruit additional independent members for Upkeep and EEHDC.

e) Induction/training

Members noted the details of the induction process so far for new Members. This had included the in-house session on Governance Standards and the role of the Board Member on the previous Tuesday which had also been attended as refresher by most existing Members.

All members were reminded of the opportunity to undertake on-line introductory sessions on key aspects of the Association's activities through our membership of training agency SHARE. Attention was also drawn to SHARE's training brochure for the coming months and **Members were encouraged to contact Anila Ali, our Governance & Communications officer for further details and booking queries.**

It was provisionally agreed that in the coming months further in-house training sessions for all Members would be held on Finance and on Effective questioning, scrutiny and challenge.

11.2. Chairperson's Report on Annual Governance checks

Members noted the content of the report and the Chairperson presented the report on her annual governance checks carried out earlier in the week (copy of report at **Appendix 1**). Members noted that no significant issues had been identified and approved the proposed action points that would be taken forward as part of the Assurance Improvement Action Plan.

12. Assurance Review

Members noted the content of the report. The CEO referred to the updated Assurance Map Summary that was available in the Documents section of Decision-Time. He highlighted the key action points for improved compliance with the Standards that are identified in the Map Summary. He emphasised that at this point he did not feel that any of these represented "material non-compliance" with the Standards.

Members noted the update regarding the independent audit of our compliance with Regulatory Standards. This was to be carried out by Quinn Internal Audit Services Ltd later that week. The finding and recommendations would be reported by the auditor to the Special Board meeting on 26th October. At the same meeting the Board would be deciding on its Annual Assurance Statement for 2021.

13. Membership Applications

There were none.

14. Any Other business

There was none.

**Minute prepared by
Tony Teasdale, Chief Executive**

SIGNED: DRAFT MINUTE

DATE: N/A

Appendix1 : Relating to Item 11.2: Annual Governance checks

Annual Governance Checks by Chair: 2021

Items inspected	Up to date?	Issues for noting?	Action Proposed?
1. Share Membership Register	Yes	Invitation to re-join sent to two former members whose memberships expired at 2021 AGM due to non-attendance /failure to give apologies - for 5 consecutive AGMs. New procedures drafted up for processing membership applications. Membership Policy to be reviewed.	Review membership policy.
Register of Interests			
a) Board	Yes	Declarations outstanding from two Board members.	Outstanding forms chased up and to be completed asap.
b) Staff (*)	No	Forms outstanding from one staff member currently on long-term sickness absence. One staff member to re-do form as they picked up Board form instead of staff ones	<ol style="list-style-type: none"> 1. Declaration forms to be completed by staff on sickness absence when return to work. 2. One staff member to re-do form on 5.10.21
3. Gifts and Hospitality Register	Yes	One staff member (Governance & Communications Officer) now takes responsibility for recording G&H.	Review and update G&H policy

Items inspected	Up to date?	Issues for noting?	Action Proposed?
		The Gifts and Hospitality Policy was approved in 2015 and needs to be reviewed and updated.	
4. Payments and Benefits Register	yes	Payment and Benefits procedures been drafted up for staff and Board. To be finalised and issued to all. Payments and Benefits Policy was approved in 2016, due for review. SFHA issued updated P&B Policy in 2021.	Finalise and issue procedure to Board and staff members. Review and update P&B policy, taking account of latest SFHA update.
5. Disposals Register	Yes	None	Internal procedures still to be updated to reflect new requirements since change of SHR guidance and powers in relation to Consents, in April 2019.
6. Notifiable Events Register	Yes	None	None
7. Returns Register	Yes	None Checklist of Returns due now also prepared.	None

(* Individual staff forms not viewed by Chair with exception of CEO's. CEO provided Chair with summary of any issues declared by staff)

Signed:
(Chairperson)

Date: