

CLYDESDALE HOUSING ASSOCIATION LIMITED

Minute of the Management Committee meeting held via Video Conferencing on Wednesday 26th August 2020 at 18:00

Present: Pauline Sandford, Chairperson
Carmena Nixon, Secretary
Susanne Crayton, Treasurer
Maggie Botham, Vice Chairperson
Brian McNally
Brian Moore
Catherine McClymont
Hazel Galbraith
Jacqueline McCutcheon
John Malone
Ken Greenshields
Mary Clarke
Ruth McElhinney

A quorum was achieved.

In Attendance: The Chief Executive Officer (CEO)
The Depute Chief Executive (DCE)
Finance Manager (FM)
Technical Services Manager (TSM)
Elizabeth Miller, Corporate Services Officer (CSO) minute
Mark Mulholland, Alexander Sloan

1. Apologies

The Chairperson welcomed everyone to the meeting and introduced Mark Mulholland from Alexander Sloan.

Apologies were submitted by Christine Shookhye and Diana MacLean.

2. Financial Statement for Year Ending 31 March 2020

Mark Mulholland from Alexander Sloan, the Associations Auditor, gave Committee a detailed overview of the Financial Statement for Year Ending 31 March 2020, the Audit Management Letter and the Letter of representation.

Mr Mulholland asked Committee if they had any questions.

Committee discussed:

- The pension deficit reduction - Mr Mulholland advised Committee that the information provided was a 'snap shot in time' and that he was satisfied with the actuary assumptions used.

- i) Committee considered the Financial Statements for the year ended 31 March 2020.
- ii) Committee approved the Financial Statements for the year ended 31 March 2020.
- iii) Committee considered the Management Letter and draft Management Committee response to the Management Letter.
- iv) Committee approved the draft Committee responses to the Management Letter and delegated authority to the Chairperson to sign the Committee response to the Management Letter on behalf of the Management Committee.
- v) Committee considered the letter of representation.
- vi) Committee approved the letter of representation and delegated authority to the Chairperson and Treasurer to sign the letter of representation on behalf of the Management Committee.

Mark Mulholland left the meeting at 18:32.

3. Covenant Compliance Certificate

The Chairperson asked the FM to present the report. The FM advised Committee that the signed Covenant Compliance Certificate was sent to the bank on an annual basis. She advised the auditors agree that CHA is complying with the covenants in the Royal Bank of Scotland loan agreement.

- i) Committee authorised the Finance Manager to send the signed Covenant Compliance Certificate to the Royal Bank of Scotland.

4. Approval of Previous Meeting Minutes

The minute of the Committee meeting held on 29th July 2020 was checked for accuracy and approved by the Management Committee.

5. Matter Arising

There were no matters arising.

Agreement on Items for AOCB

The Chairperson asked Committee if they had any items, they wished to discuss under AOCB:

- a. EVH AGM

Committee agreed to discuss this item under AOCB.

6. Conflicts of Interest

Mary Clarke and all staff declared a conflict of interest for agenda item 15.

7. Notifiable Events

The Chairperson invited the CEO to present the report to Committee. The CEO gave Committee details of the notifiable events that were made to the Scottish Housing Regulator as a result of the impact of COVID-19. He also gave Committee an update on the office re-occupation by staff. Committee discussed:

- Tenants visiting the office – The CEO advised that staff were not offering tenants the opportunity to visit the office or for staff to visit them at their homes at this present time. However, this could be arranged in exceptional circumstances.

i) Committee considered the report and agreed that the actions of the Association were satisfactory in relation to Notifiable Events and Regulation.

8. Actions from Previous Meetings

The Chairperson asked the CEO to present the report to Committee. The CEO advised Committee that he had nothing further to add to the report

i) Committee considered the Actions from Previous Meetings Report and agreed progress was satisfactory.

9. COVID-19 Update

The Chairperson asked the CEO to present the report to Committee. The CEO gave Committee an overview of the report format and contents. Committee discussed:

- Section A2, Reactive/Response Repairs and the procedures taken by contractors when visiting tenant's homes – The TSM gave Committee details of what action is taken by staff when the repair is reported and the action taken by the contractor before visiting to carry out the repair. She told Committee that tenants have been happy to take part in the risk assessment questionnaires by staff and contractors and to date feedback has been positive.
- Section A4, Planned & cyclical works, issue of supply of Scottish Power isolator switches - The TSM told Committee that she and the contractor have been in regular contact on this matter. The contractor has advised that they may have an alternative supplier for the isolator switches. The TSM advised Committee she will keep them updated on progress.

i) Committee considered the report and agreed no amendments to the format, structure and content were necessary

10. Secretary's Annual Report to Committee – Rule 68

The Chairperson asked the Secretary to present the report to Committee.

The Secretary advised Committee that she had nothing further to add to the report.

- | |
|-----------------------------------------------|
| i) Committee noted the content of the report. |
|-----------------------------------------------|

Comfort Break

The Chairperson advised a comfort break at 19:05 and asked members to resume at 19:10

11. Governance Issues

11.1 Assurance Statement Action Plan Update

The Chairperson invited the CEO to present the report to Committee. The CEO gave Committee an overview of the report focusing on the further planned activities remaining. He made Committee aware of the postponement to adopting the new Model Rules and the enquiry outstanding with the Scottish Housing Regulator on this matter.

- | |
|-------------------------------------------------------------------------------------------------------------------------------|
| i) Committee considered the report and agreed that progress against the Regulatory Requirements Action Plan was satisfactory. |
|-------------------------------------------------------------------------------------------------------------------------------|

11.2 2020 AGM

The Chairperson asked the CEO to present the report to Committee. The CEO gave Committee details of the virtual AGM timeline and the target dates. He told Committee that no nominations had been received for the governing body vacancies. He made Committee aware that the number of governing body vacancies was eight, four existing members standing down under Rule 39.1 and 39.2 and four members standing down under Rule 41 who had filled a casual vacancy. He advised that a list of the candidates seeking election for the vacancies would be sent to all members in the delegate packs.

- | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| i) Committee considered the options for proceeding with the Annual General Meeting on the 9 th September 2020 in order to meet the Association's legal and regulatory requirements. |
| ii) Committee agreed proposals that included the virtual AGM attendance, granted delegated authority to the Secretary and the CEO to develop procedures for ensuring that the business of the AGM can be conducted effectively and in a manner that protects the best interests of the Association and its shareholding members. |

11.3 Governance Workshop1 Progress Report

The Chairperson asked Committee for their views on the report from Arneil Johnston, and their opinions on the training to date. Committee had a lengthy discussion on the matter during which they discussed:

- The brief given to the trainer;
- Whether the training was beneficial;
- Level of discussion that took place during the training;
- The cost of the training;
- Observation and scrutiny by the trainer;
- The newness of virtual meetings when observer joined the Management Committee meetings;
- Scoring system used by observer;
- Content of Management Committee reports;
- Committee succession planning content of the workshops;
- Management Committee expectations of the training being met;
- Learning objectives.

i) Committee evaluated the Governance Workshops delivered so far using the criteria suggested in the report.

[Details redacted from public minute due to commercial sensitivity.]

Management Committee also agreed that they would set up a short-life working group to review the report recommendations. The working group will then report back to the full Management Committee on what actions they should take on the report's recommendations. The Chairperson advised that membership of the working group would be determined at the next Committee meeting and asked that Committee Members consider their interest in contributing to the group.

The Chairperson also asked Committee Members to email the CSO with their individual comments on workshop evaluation using the question prompts contained in the CEO's report.

Hazel Galbraith left the meeting at 19:45

11.5 Compliance with Rules 37.6, 39 & 41

The Chairperson asked the CEO to present the report to Committee. The CEO advised Committee that he had nothing further to add to the report.

i) Committee noted the content of the report and agreed that the activities being taken satisfy the requirements of the Association's Rules.

11.6 Membership Register Report

The Chairperson asked the CSO to present the report to Committee. The CSO told Committee that she had received confirmation of a further removal from the register. This brings the membership total to 115.

- | |
|--------------------------------------------------------------------------------------------------------------|
| i) Committee considered the Membership Register Report and agreed the membership total as at 26 August 2020. |
|--------------------------------------------------------------------------------------------------------------|

12. Quarterly Management Accounts

The Chairperson asked the FM to present the report to Committee. The FM gave Committee an overview of the report and advised she had nothing further to add.

- | |
|-------------------------------------------------------------------------------|
| i) Committee approved the Management Accounts for the period to 30 June 2020. |
|-------------------------------------------------------------------------------|

13. Treasury Management Report

The Chairperson asked the FM to present the report to Committee. The FM gave Committee an overview of the report and advised she had nothing further to add.

- | |
|----------------------------------------------------|
| i) Committee considered the content of the report. |
|----------------------------------------------------|

14. Confidential Staffing Report

The Chairperson asked the TSM to present the report to Committee. The TSM gave Committee a detailed overview of the report. She asked Committee for their thoughts on the content of the report. Committee discussed:

- The need to advertise the post externally – The TSM advised that in the interests of being open and objective she believed the post should be open to both internal and external candidates.
- The most cost effective way of advertising the post – The TSM gave Committee approx. costs of advertising in local newspapers, sector specific websites etc. She told Committee that if delegated authority was granted both she and the CEO would review the best and most cost effective way to advertise the post.

- | |
|---------------------------------------------------------------------------------------------------------------------------------------------------|
| i) Committee agreed that the information presented and proposed in the report is in line with the Association's Recruitment and Selection Policy. |
| ii) Committee granted delegated authority to the CEO and TSM to recruit the new member of staff for maternity cover. |

15. EVH Letter – Staff Pay Award April 2021

Committee agreed to postpone this matter until the next meeting on the 30th September 2020. There was, therefore no need to those who had earlier declared an interest to leave the meeting.

16. Eviction Report Update

The Chairperson asked the DCE to present the report to Committee. The DCE advised she had nothing further to add to the report.

- | |
|----------------------------------------------------------------------------------|
| i) Committee agreed there was sufficient information contained within the report |
|----------------------------------------------------------------------------------|

17. AOCB

- a. EVH's AGM - Brian McNally advised Committee that he will be attending EVH's AGM on Monday the 7th September 2020. He told Committee he would give them an update on the proceedings.

The Chairperson thanked everyone for attending and the meeting ended at 20:05.