

## CLYDESDALE HOUSING ASSOCIATION LIMITED

Minute of the Management Committee meeting held via Video Conferencing on Wednesday 29<sup>th</sup> September 2021 at 18:00

Present: Maggie Botham, Chair  
Pauline Sandford, Vice-Chair (Mentor)  
Agne Zasinaite  
Brian McInally  
Catherine McClymont  
Gillian Anderson  
Hazel Galbraith, Vice-Chair  
John Malone, Treasurer  
Ken Greenshields  
Brian Moore  
Jacqueline McCutcheon  
Ruth McElhinney

A quorum was achieved.

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

### 1. Appointment of Office Bearers & Authorised Signatories

The CEO welcomed everyone to the meeting and advised that they would chair the meeting until the appointment of the Chairperson.

#### Appointment of Chairperson

The CEO asked Committee for nominations for the position of Chairperson. Maggie Botham noted their interest in the position of Chairperson. There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed Maggie Botham as Chairperson for the next 12-month period.

**Appointment of Vice Chairperson**

The CEO asked Committee for nominations for the position of Vice Chairperson. Hazel Galbraith noted their interest in the position of Vice Chairperson. There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed Hazel Galbraith as Vice Chairperson for the next 12-month period.

**Appointment of Vice Chairperson (Mentor)**

The Chairperson asked Committee for nominations for the position of Vice Chairperson (Mentor). Pauline Sandford noted their interest in the position of Vice Chairperson (Mentor). There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed Pauline Sandford as Vice Chairperson (Mentor) for the next 12-month period.

**Appointment of Secretary**

The Chairperson told Committee that Carmena Nixon's term as Secretary was not due to end until September 2022.

- In accordance with the Association's Standing Orders, Management Committee appointed Carmena Nixon as Secretary for the next 12-month period.

**Appointment of Treasurer**

The Chairperson told Committee that Susanne Crayton's term as Treasurer was not due to end until September 2022 however, they had expressed a willingness to step down from office. The Chairperson asked Committee for nominations for the position of Treasurer. John Malone noted their interest in the position of Treasurer. There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed John Malone as Treasurer for the next 12-month period.

The Technical Services Manager joined the meeting at 18:08

### Authorised Signatories

The CEO advised that due to appointment of new Office Bearers, Committee were being asked to review the schedule of Authorised Signatories and agree a final format for the inclusion in the Standing Orders.

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| i) Committee reviewed the schedule of Authorised Signatories and agreed that the FM would contact the bank for guidance on the final form. The FM will update Committee at the next meeting, scheduled to take place on Wednesday 27 <sup>th</sup> October 2021. |
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### 2. Apologies

Apologies were received from Carmena Nixon and Susanne Crayton.

The CEO told Committee that due to personal reasons Mary Clark had resigned from Committee.

Committee discussed the recruitment of a new Committee member and it was agreed that the CEO approach the candidate noted as a potential Committee member from the previous recruitment exercise and invite them along to the next Committee meeting scheduled to take place on Wednesday 26<sup>th</sup> October 2021, as an observer. The CEO advised Committee on the meeting procedure and process for the election of the candidate onto the Management Committee.

### 3. Approval of Previous Meeting Minutes & Matters Arising

The minute of the Committee meeting held on 25<sup>th</sup> August 2021 were checked for accuracy and was approved by the Management Committee.

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

- a) TSM – Staffing levels within the Technical Services Team.

### 4. Conflicts of Interest

There were no conflicts of interest.

### 5. Notifiable Events

The Chairperson asked the CEO to present the report. The CEO gave Committee an overview of the report and advised they had no further updates to report. Committee discussed the report format and agreed that only current Notifiable Events should be included in the report.

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| i) Committee considered the report and agreed the actions of the Association have been satisfactory in relation to Notifiable Events. |
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## 6. Actions from Previous Meetings

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

- Management Committee online Health and Safety training – It was agreed that Management Committee members who had not already done so should complete the online training as soon as possible.
- Content of the Management Committee online Health and Safety training – Committee stated they did not feel the course content was applicable to them as a Governing Body. They agreed the CSO should look for a more suitable course to take place in the next financial year.

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| i) Committee considered the Actions from Previous Meetings Report and agreed progress is satisfactory. |
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Jacqueline McCutcheon joined the meeting at 18:25

## 7. Health and Safety Update

The Chairperson asked the CEO to present the report to Committee. The CEO gave Committee an overview of the report and advise they had nothing further to add.

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| i) Committee considered the Health & Safety Update Report and agreed progress is satisfactory. |
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## 8. Covid-19 Update

The Chairperson asked the CEO to present the report to Committee. The CEO updated Committee on Page 6, A1.3 Gas Safety Checks. He advised that 2 safety checks were outstanding however, the Technical Services Officer and Housing Management Team were working with the tenants to gain access to their homes to carry out the inspections. Committee discussed:

- The report format – Committee discussed whether the format of the report should change to exception reporting only or if they should retain the full report. It was agreed that the Management Team would review the report format and bring it back to Committee for consideration.

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| i) Committee considered the content of the report and agreed progress in managing the impact of Covid-19 is satisfactory. |
| ii) Committee advised the CEO to review the report format and return to Committee for their consideration.                |

## 9. Governance Issues:

### 9.1 Sub-Committee Membership

The Chairperson asked the CEO to present the report to Committee. The CEO gave Committee an overview of the report and the work carried out by Audit & Risk and the Staffing Sub-Committee's. Committee discussed:

- Audit & Risk Sub-Committee:
  - Mary Clark and Maggie Botham will step down from the Sub-Committee;
  - John Malone and Gillian Anderson would join the Sub-Committee;
  - Membership of the Sub-Committee with therefore be: Gillian Anderson, Susanne Crayton, John Malone, Briane Moore and Pauline Sandford.
- Staffing Sub-Committee:
  - Membership of the Sub-Committee will remain: Maggie Botham, Susanne Crayton, Jacqueline McCutcheon, Pauline Sandford and Agne Zasinaite.

i) Committee agreed the future membership of each Sub-Committee.
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### 9.2 Governance Working Group Outcome Report

The Chairperson asked the CEO to present the report to Committee. The CEO made Committee aware of the work carried out by the Governance Working Group and the content of the draft Induction Policy and draft Management Committee Annual Review Policy. He asked Committee for their views on the draft policies. Committee discussed:

- Draft Management Committee Annual Review Policy, page 5, item 15, annual collective refresher training session – Committee discussed if the training would be optional for long-standing Management Committee members. Committee agreed that as the appraisal process would be changing long-standing Committee members would be asked to attend the first session and future sessions would be optional.
- Draft Management Committee Annual Review Policy, Pre-appraisal training – Committee discussed which consultant/training provider would be asked to carry out the training and provide appraisal consultancy. It was agreed that SHARE would carry out the first pre-appraisal training and provide consultancy advice. Going forward the Association would review the procurement of the consultant. It was also agreed that the consultant would produce an appraisal guide for long-standing Committee members who do not wish to attend the training. It was also noted that the guide would be a valuable reference document for new members.
- Draft Induction Policy, Page 3, 1<sup>st</sup> paragraph '*Clydesdale Housing Association (CHA) is committed to providing a cohesive approach to the policies and procedures which relate to recruitment and selection, induction and performance management of its Governing Body and Staff.*' Committee asked the CEO to review the wording, in particular 'performance management'. The CEO advised that he will review this section and amend to reflect that the process is about reviewing the effectiveness of the Management Committee.

- Draft Induction Policy, Page 4, Stage 1, Recruitment – Committee asked that the CEO consider inserting information on:
  - Mandatory training
  - Mandatory documentation for signing (e.g.) Code of Conduct, Declaration of interests
  - Regulatory framework

- i) Committee considered the draft Induction Policy and agreed amendments to the final version for adoption by CHA.
- ii) Committee considered the draft Management Committee Annual Review Policy and agreed amendments to the final version for adoption by CHA.

### 9.3 Committee Training Update

The Chairperson asked the CSO to present the report to Committee. The CSO gave Committee details of the training that had already taken place and training that is still to take place. They told Committee that they would include the Health and Safety training details in the next report to Committee. They also made Committee aware that mandatory Equalities refresher training was due to be completed before the end of the financial year and asked if they could confirm approx. dates for the training. Committee discussed:

- Equalities training – Committee asked the CSO to explore possible training dates in December 2021 or January 2022 and to conduct a doodle poll to confirm a training date.
- Other collective training courses– the CEO told Committee that they thought it would be beneficial for Committee to consider new build development training. The Vice Chair (Mentor) also asked that Committee consider Anti-bribery and Fraud in Social Housing training.

- i) Committee considered the content of the report.
- ii) Committee will ensure that dates for relevant planned training activities are noted in their diaries.
- iii) Committee members agreed to update their Individual Learning Statements and to review their ILS's and identify any further training required.

### 9.4 Exercise of Delegated Authority

The Chairperson asked the CEO to present the report to Committee. The CEO advised that the Association's Standing Orders require that they present a quarterly report to the Management Committee regarding the exercise of the Scheme of Delegated Authority. They gave Committee details of the structure of the Scheme of Delegated Authority as contained within the Standing Orders.

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| <ul style="list-style-type: none"><li>i) Committee considered the report and the Appendix that detailed the levels of adherence to the Scheme of Delegated Authority contained in CHA's Standing Orders.</li><li>ii) Committee agreed that the reported level of compliance against the Scheme of Delegated Authority is satisfactory.</li></ul> |
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### 9.5 Annual Returns: OSCR & FCA

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

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| <ul style="list-style-type: none"><li>i) Committee approved both annual returns for submission to OSCR and the FCA.</li></ul> |
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### Comfort Break

The Chairperson advised a comfort break at 19:07 and asked members to resume at 19:12.

## 10. Strategy

### 10.1 2019/2022 Business Plan Progress

The Chairperson asked the CEO to present the report to Committee. The CEO updated Committee on:

- Objective 4, Develop ICT Strategy – The CEO advised that due to competing priorities this objective would not be available for review until the Management Committee meeting scheduled to take place on Wednesday 26<sup>th</sup> January 2022.
- Objective 9, Achieve full compliance with SHR Regulatory Requirements – The CEO advised that he has arranged for consultant, John Mulholland, to temporarily gain access to the secure area of the website in order for them to view the necessary documents.

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| <ul style="list-style-type: none"><li>i) Committee considered the progress made against each Strategic Objective from the 2019/2022 Business Plan and agreed this is satisfactory.</li></ul> |
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### 10.2 2022/2025 Business Plan Development

The Chairperson asked the CEO to present the report to Committee. The CEO thanked Committee for participating in the Business Planning event that took place on Saturday 4 September 2021. They gave Committee an overview of the outputs from the business planning event and asked for their views and comments. Committee discussed:

- The report – Committee agreed that the outputs noted in the report were an accurate reflection of what was discussed and agreed at the business planning event.

- Section 3.4, Business Plan Themes, develop a Carbon Reduction Strategy and start delivering on its objectives – it was agreed that an activity relating to CHA's supply chain should be included in the Carbon Reduction Strategy.

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| <ul style="list-style-type: none"> <li>i) Committee considered the following and agreed the final versions for inclusion in the 2022/25 Business Plan:           <ul style="list-style-type: none"> <li>a. The draft CHA Common Value on people wellbeing;</li> <li>b. The draft Business Plan Themes and potential activities presented in 3.4.</li> </ul> </li> <li>ii) Committee agreed to delegate authority to the Management Team to develop action plans for the delivery of activities that are:           <ul style="list-style-type: none"> <li>• <u>S</u>pecific</li> <li>• <u>M</u>easurable</li> <li>• <u>A</u>chievable</li> <li>• <u>R</u>ealistic</li> <li>• <u>T</u>ime-bound</li> </ul> </li> <li>iii) The Audit &amp; Risk Sub-Committee agreed to re-assess CHA's Risk Management Strategy in light of new Business Plan Themes/activities when it meets on 9 November 2021.</li> <li>iv) The Staffing Sub-Committee agreed to carry out workforce planning in light of the Business Plan Themes Committee agree and report back to Management Committee with costed recommendations.</li> <li>v) The Management Team agreed to include delivery of the Business Plan Themes in the forthcoming budget for 2022/23 and long-term financial plans thereafter.</li> <li>vi) Committee agreed that CHA will engage with tenant organisations and tenants on the proposed Business Plan and feedback a summary of responses to them.</li> <li>VII) The CEO agreed to present regular reports to Management Committee on the continued development of the Business Plan.</li> </ul> |
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### 10.3 Insurance Procurement

The Chairperson asked the FM to present the report to Committee. The FM told Committee that the Association's current insurance portfolio expires on 31 March 2022. The FM reminded Committee that the current broker, Marsh, was appointed by them on 26 February 2019 for a three-year period from 1 April 2019 to 31 March 2022 with the possibility of extension for up to a further two years.

The FM advised that the Association's claims experience has deteriorated significantly over the last three years and that this has led Marsh to advise that a premium increase at renewal on 1 April 2022 is inevitable.

The FM advised that they had consulted with an independent Business Risk Consultant who led the Association's procurement exercise in 2019, to get their views on the options available to the Association at this time, these were:

- go to the market in an open procurement exercise;



- extend the current contract with Marsh for a further period of up to two years.

It was the view of the independent Business Risk Consultant that the current insurance market for social landlords is challenging and uncompetitive. Committee discussed:

- Premium increase levels – The FM advised that they will discuss this issue when they meet with the broker at the end of October 2021 and will report back to Committee on the outcome of discussions.
- If the current level of cover was sufficient – The FM advised that currently the Association has a good level of cover.

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| i) Committee agreed to delay a decision on whether they wished to extend the current contract with Marsh for a further period or go to the market in an open procurement exercise for the period from 1 April 2022 until the FM meets with the Broker and reports back to them at the meeting scheduled to take place on Wednesday the 26 <sup>th</sup> October 2021. |
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#### 10.4 Risk Management Report

The Chairperson asked the CEO to present the report. The CEO gave Committee an overview of the report and advised they had nothing further to add. Committee discussed:

- The increase in energy costs – The TSM advised Committee of the work that is currently underway with the Association's partner, the HEAT Team, in educating and informing tenants on how to deal with energy cost rises and ways to reduce energy consumption.
- Fuel Poverty – The TSM made Committee aware of a meeting they attended recently on this topic. It was the consensus of those in attendance that the RSL cannot control energy prices, however, they would be able to ensure the fabric of properties are sufficiently insulated. The TSM also advised that the heating systems the Association are currently installing are energy efficient and that they will continue to search for grant funding to assist tenants reduce energy costs.
- Number of tenants who use pre-payment meters – The TSM told Committee that this information will be available once the HEAT Team complete the heating voucher project.

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| i) Committee considered the report and agreed CHA's arrangements for risk management are acceptable. |
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#### 11. Health & Safety Policy Statement

The Chairperson asked the CEO to present the report to Committee. The CEO told Committee that the Health & Safety Policy Statement is a document reviewed annually in accordance with guidance provided through ACS Physical Risk Control Ltd. They advised that there were no changes from last year's document.

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| <ul style="list-style-type: none"><li>i) Committee noted the content of the report and the attached Health &amp; Safety Policy Statement.</li><li>ii) Committee approved the Health &amp; Safety Policy Statement.</li></ul> |
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## 12. Code of Conduct for Governing Body Members

The Chairperson asked the CEO to present the report to Committee. The CEO reminded Committee of the training recently delivered by Linda Ewart on 8 September 2021 on Good Governance. Committee discussed:

- The training recently delivered by Linda Ewart on 8 September 2021 on Good Governance – Committee agreed that the training was very useful, informative and very well presented.

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| <ul style="list-style-type: none"><li>i) Committee considered the SFHA Model Code of Conduct for Governing Body Members and agreed to adopt it to replace Clydesdale Housing Association's current document.</li><li>ii) Committee instructed the CEO to reformat the SFHA Model Code of Conduct for Governing Body Members to reflect CHA's policy layout and personalise the document where required.</li><li>iii) Committee agreed that copies of the reformatted Code of Conduct for Governing Body Members will be distributed to all Management Committee Members.</li><li>iv) Committee agreed that, on receipt of the reformatted Code of Conduct for Governing Body Members, all Management Committee Members will complete Section 5 of the document and return a copy to the Corporate Services Officer for assurance purposes.</li></ul> |
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## 13. Entitlements Payments & Benefits Policy

The Chairperson asked the CEO to present the report to Committee. The CEO reminded Committee of the training recently delivered by Linda Ewart on 8 September 2021 on Good Governance.

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| <ul style="list-style-type: none"><li>i) Committee considered the SFHA Model Entitlements, Payments and Benefits Policy and agreed to adopt it to replace Clydesdale Housing Association's current document.</li><li>ii) Committee instructed the CEO to reformat the SFHA Model Entitlements, Payments and Benefits Policy to reflect CHA's policy layout and personalise the document where required.</li><li>iii) Committee agreed that copies of the reformatted Model Entitlements, Payments and Benefits Policy will be distributed to all Management Committee and staff Members.</li><li>iv) Committee agreed that, on receipt of the reformatted Model Entitlements, Payments and Benefits Policy, all Management Committee and staff Members will review their most recent Disclosure of Interest Form and update it to reflect any changes to the new Policy</li></ul> |
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#### 14. Equality Action Plan Update

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

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| i)  | Committee considered the content of the report and the accompanying Equality Action Plan. |
| ii) | Committee agreed no additional information was required.                                  |

#### 15. AOCB

- a) The TSM advised Committee that after a recruitment drive, they have now successfully recruited a Technical Services Officer and Technical Services Assistant. They advised that the Technical Services Team were now fully staffed.

The Chairperson thanked everyone for attending and the meeting.

The meeting ended at 20:05