

CLYDESDALE HOUSING ASSOCIATION LIMITED

Minute of the Management Committee meeting held via Video Conferencing on Wednesday 29 July 2020 at 18:00

Present: Pauline Sandford, Chairperson
Maggie Botham, Vice-Chairperson
Carmena Nixon, Secretary
Susanne Crayton, Treasurer
Mary Clarke
Ruth McElhinney
Brian McInally
Christine Shookhye
Brian Moore
Ken Greenshields
Diana MacLean
Jacqueline McCutcheon
John Malone

A quorum was achieved.

In Attendance: Chief Executive Officer (CEO)
Depute Chief Executive (DCE)
Technical Services Manager (TSM)
Finance Manager (FM)
Corporate Services Officer (CSO)
Elaine McIvor, Corporate Services Assistant (CSA) minute
Scott McCready – Wylie & Bisset (Internal Auditors)

1. Apologies

The Chairperson welcomed everyone to the meeting, in particular Scott McCready from Wylie & Bisset (Internal Auditors).

Apologies were submitted by Catherine McClymont and Hazel Galbraith.

2. Approval of Previous Minutes

The minutes of the Committee meeting held on 17 June 20 were checked for accuracy and approved by the Management Committee.

3. Matters Arising**11.6 CEO Appraisal Update**

The Chairperson confirmed that the CEO's Learning and Development record could be shared with Management Committee and asked if anyone wanted to have a copy. There were no requests for a copy.

Diana MacLean left the meeting at 18:05

The Chairperson explained that there was a sentence in the report that was prepared by the office bearers, regarding the CEO's career intentions with CHA. A request had been made to hear this sentence direct from the CEO. The Chairperson denied the request.

12.3 Domestic Abuse Policy

The DCE advised that the policy had been amended to include Male Domestic Abuse. The DCE read out the resultant changes that had been made to the Policy. Management Committee were satisfied with these changes.

4. Conflicts of Interest

Jacqueline McCutcheon, Mary Clarke declared a conflict of interest for Item 13. The CEO also declared a conflict of interest for all staff for Item 13.

5. Actions from Previous Minutes

The CEO apologised to Committee as this item was missing from the papers issued.

Diana MacLean returned to the meeting at 18:08

6. Agreement on items for A.O.C.B.

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

- a. Approval of External Auditor;
- b. SHR Consultation on the future regulatory approach in response to the COVID 19 Pandemic.

Committee agreed to discuss these items under AOCB.

7. Covid-19 Update

The Chairperson asked the CEO to present the report to Committee. The CEO highlighted two key areas in the report, neighbour complaints and office re-opening.

- Tenant Census – Committee discussed the census and the type of information that was being collected.

The DCE confirmed that the CHA census gathers information beyond equality and diversity. Information such as household composition, internet access, details that allow CHA to ensure the proper service is delivered and to identify tenants who are vulnerable and those people who require housing support.

- Allocations - The DCE advised that with the Guidance from Scottish Government, the Method Statement and Risk Assessment developed by CHA, the Allocations process was working well.
- Voids - The DCE confirmed that the void process was working well, a lot of terminations had been received and there were currently 9 void properties.
- Estate Management – The DCE advised that letters had now been issued advising tenants to empty items from common closes and explained there had been a couple of complaints, which were to be expected. Estate Inspections have now resumed but no home visits are taking place.
- The TSM advised that contractors caught up with the non-emergency reactive repairs back log, prior to the resumption of the full repairs service. Staff were in contact with tenants to carry out risk assessments to ensure it was safe to carry out the work. The full repair service resumed on 21 July 20. Contractors are currently very busy with the volume of repairs being reported.
- Planned and Cyclical works - The TSM highlighted that work is progressing with Contractors on Risk Assessments and Safe Working Method Statements.
- Office Re-Opening – The CEO confirmed the plan to partially re-open the office on Monday 24 August 20 and reiterated that it will remain closed to the public at that time. He explained that Social Distancing measures have now been put in place by the working group. The CSO advised that a programme had been rolled out to all staff. Staff agreed the programme.

Committee extended thanks to the CSO and the working group for putting the plan in place.

Committee discussed future plans for flexible working and working from home. The CEO advised that a future IT Strategy would seek to incorporate the remote working functionality recently introduced.

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| i) | Committee considered the report and agreed that content, format and structure of the report was satisfactory. |
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8. Annual Return on the Charter (ARC):

8.1 Internal Audit Report on ARC Reporting: The Chairperson invited Scott McCready from Wylie & Bisset (Internal Audit) to present the report to Committee. The CEO offered for the Management Team to leave the meeting for this item. Committee agreed this was not necessary.

Scott McCready presented the report and advised that the audit had taken place remotely. He highlighted that the overall conclusion was Strong. He went through the report explaining each page.

Committee discussed:

- Associations CHA had been benchmarked against.
- Areas of Good Practice.
- Length of time taken to carry out the audit.

Mr McCready summarised the audit report by advising that his firm could provide a strong level of assurance that the Association has appropriate controls in place for the reporting and data management arrangements in place for the supply of data for the ARC & EESSH Return. He further confirmed that the Association has sufficient evidence for all information recorded within the Return.

The CEO explained that Wylie & Bisset (Internal Auditors) produced the report to give confidence to the Management Team and to provide external assurance to the Committee that the requirements for the Annual Return on the Charter are met.

8.2 ARC Approval: The DCE confirmed that the full ARC Return had previously been made available via the secure website area for Committee Members to read through. Committee confirmed that they had been able to access the document successfully.

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| i) | Committee reviewed the information in Clydesdale Housing Association's Annual Return on the charter. |
| ii) | Committee approved the submission of the Annual Return on the Charter. |

The Chair thanked Mr McCready and Mr McCready then left the meeting at 18.38pm.

9. SFHA Charitable Model Rules 2020

The Chairperson invited CEO to present the report. The CEO presented the report and advised that after further discussions with the Chairperson and Mark Ewing of T C Young, it is proposed postpone the adoption of the 2020 Model Rules until April 2021 based on:

- The lack of capacity within CHA to fully consider this matter at this stage of the Covid-19 crisis;
- A delay in adopting the Model Rules would provide Committee appropriate time to full consider the content and implications of the Rules.

Committee approved the following recommendations and targeted a Special General Meeting for April 2021 to present a finalised version of the 2020 Model Rules to shareholding members:

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| i) | Committee considered the Association's capacity to properly consider the Scottish Federation of Housing Associations Charitable Model Rules 2020. |
| ii) | Committee agreed upon a process and timetable for updating the Association's Rules. |
| iii) | Committee that the Chief Executive advise the Scottish Housing Regulator of the timetable for updating the Association's Rules. |

10. Comfort Break

The Chairperson advised a comfort break at 18.45pm and asked members to resume at 18.50pm

11. Annual General Meeting

The Chairperson invited the CEO to present the report to Committee. The CEO gave Committee details of the content of the report and advised that Scottish Government restrictions on indoor public gatherings remains in place and that SFHA had recently issued practical governance advice recommending that AGMs be held virtually.

The CEO explained that should there be a need for an election, a mechanism needs to be in place for voting. The SFHA have recommended using postal votes.

The CEO told Committee that the SFHA had suggested extending the timescale for notifying the membership of the date of the meeting from 28 days to between 42-49 days where possible, to allow the new format to be communicated.

The CEO advised that the AGM is scheduled for 9 September 20, a notice period of only 35 days is possible if notifications are issued week commencing 3 August 2020.

Committee discussed:

- The Election process should it be required.
- IT Assistance for Members to attend.
- Voting Options- postal vote is recommended as it has been tried and tested
- Membership incentive pack to attend the virtual meeting.

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| i) | Committee agreed the Virtual Annual General Meeting on 9 September 2020 in order to meet the Association's legal and regulatory requirements. |
| ii) | Committee granted delegated authority to the Secretary and Chief Executive 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. |

12. Committee Election

The Chairperson asked the CEO to present the report to Committee. The CEO presented the report and highlighted the rules for standing down and re-election. He advised that four Committee members are required to stand down and seek re-election.

Committee discussed the implications on the Chair and Vice Chair both standing down and seeking re-election.

Members who agreed to stand down:

- Brian Moore
- Mary Clarke
- Christine Shookeye

The other longest serving Committee Member, Catherine McClymont had submitted apologies.

The CEO agreed to email Catherine McClymont for her decision. The CEO also agreed to seek clarification to establish if one of the shorter-term serving members could stand down instead. If this is clarified, Susanne Crayton agreed to stand down and seek re-election.

- i) Committee agreed Mary Clarke, Brian Moore, Christine Shookeye should stand down and seek re-election in order to comply with Rule 39.1. The fourth member to stand down will be confirmed by the CEO at the next meeting.
- ii) Committee agreed that Pauline Sandford, Chairperson and Maggie Botham, Vice Chairperson should not stand down in order to protect the best interests of the Association.

13. EVH Request to Defer Staff Pay Award

The CEO advised the chairperson that an email had been received from Eamonn Connelly from EVH advising, the trade union were not comfortable proposing a deferred pay award to their membership.

Committee agreed there was no requirement for any further discussion on the matter or for staff to leave the meeting.

14. Strategy

14.1 Annual Review of Long-Term Financial Projections – Committee Consultation

The Chairperson asked the FM to present the report to Committee. The FM advised that this was the first draft of the Cash Flow Summary, which included a list of Assumptions to allow Committee to have a more interactive approach.

The FM explained the list of Assumptions.

Elaine McIvor left the meeting 19:45pm, Elizabeth Miller continued minuting the meeting.

Committee discussed:

- Assumption on Rent Charges and a possible freeze. – The FM advised Committee that she will include this scenario when she next runs the long-term financial projections for the years ending 31 March 2021 to 31 March 2050.
- Voids and bad debts – The FM advised Committee that the assumptions were based on previous years actual figures.

- i) Committee reviewed and discussed the draft 2020 Long Term Financial Projections and assumptions.
- ii) Committee agreed that revised figures including a scenario with a freeze on rent charges for years 2 and 3 of the financial plan should be presented again in September 2020.

14.2 Annual Loan Portfolio Return

The Chairperson invited the FM to present the report to Committee. The FM gave Committee an overview of the report and advised that she was looking for their authorisation before submitting it to the Scottish Housing Regulator.

- i) Committee reviewed the 2020 Loan Portfolio Return to the Scottish Housing Regulator.
- ii) Committee approved the 2020 Loan Portfolio Return.
- iii) Committee authorised the Finance Manager to submit the 2020 Loan Portfolio Return to the Scottish Housing Regulator.

14.3 Annual Treasury Management Strategy

The Chairperson invited the FM to present the report to Committee. The FM told Committee that the Annual Treasury Management Strategy Report for the year to 31 March 2021 was scheduled to be presented to Management Committee at the meeting on 25 March 2020, however, that meeting was cancelled due to Covid-19. She gave Committee a summary of the report and asked for their consideration and approval.

- i) Committee reviewed and discussed the Annual Treasury Management Strategy.
- ii) Committee approved the Annual Treasury Management Strategy.

15. Planned & Cyclical Maintenance

The Chairperson asked the TSM to present the report to Committee. The TSM advised Committee that there had been no updates from the date the report was prepared. She gave Committee a detailed summary of the report and highlighting that the Energy Savings Trust had confirmed that the HEEPS loan drawdown deadline was extended by six months to 30th December 2020. Committee discussed:

- HEEPS funding and not meeting the December 2020 deadline – The TSM advised that she will continue to review and monitor the contract as well as keeping in contact with the HEEPS co-ordinator. She made Committee aware that she will keep them update on progress.
- HEEPS funding and external support from elected officials – The TSM advised Committee that at present she was not looking for external support from elected officials, however, she would revisit this if support is required.
- Green Grants Scheme – The TSM told Committee that CHA cannot access this scheme. She told Committee that she is looking at what other schemes/grants are available and would come back to them at a later date with details on what CHA qualifies for.

- i) Committee considered the progress made against the programme and agreed it was satisfactory.

16. AOCB

a. **Approval of Auditor** - The Chairperson asked the FM to present the AOCB item. The FM asked for Committee's approval to appoint Alexander Sloan as the Association's auditor for the year ending 31 March 2022.

- i) Committee agreed to re-appointed Alexander Sloan as the Association's auditor for the year ending 31 March 2022

b. **SHR Consultation on the future regulatory approach in response to the COVID 19 Pandemic** – The Chairperson asked the CEO to present the AOCB item. The CEO made Committee aware of a recent consultation document published by the SHR on the proposed changes to the Regulatory Framework. He gave Committee an overview of the proposed changes including changes to:

- The Annual Assurance Statements
- Annual Report publication date
- Notifiable Events
- Publication of Scottish Social Housing Charter performance reports by landlords

He asked Committee if they wished to respond to Consultation.

- i) Committee agreed that they did not wish to respond to the consultation as they were happy with the SHR's proposals.

The Chairperson thanked everyone for attending and the meeting ended at 20:15.