

CLYDESDALE HOUSING ASSOCIATION LIMITED

Minute of the Management Committee meeting held via Video Conferencing on Wednesday 30 September 2020 at 6.00pm

Present: Pauline Sandford, Chairperson
Susanne Crayton, Treasurer
Maggie Botham, Vice Chairperson
Diana McLean
Brian McNally
Jacqueline McCutcheon
Brian Moore
Catherine McClymont
Hazel Galbraith
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
Elaine McIvor Corporate Services Assistant (CSA) minute
Elaine Byrne, Arneil Johnston

1. Appointment of Office Bearers and Authorised Signatories

1.1 Appointment of Chairperson

Pauline Sandford was nominated as Chairperson by Maggie Botham. There were no other nominations.

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| <ul style="list-style-type: none">• In accordance with the Association's Standing Orders, Management Committee appointed Pauline Sandford as Chairperson for the next 12-month period. |
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The CEO passed the meeting to the Chairperson.

Appointment of Vice Chairperson

Maggie Botham was nominated as Vice Chairperson by Ruth McElhinney. There were no other nominations.

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

Appointment of Secretary

Carmena Nixon was nominated as Secretary by Susanne Crayton. There were no other nominations.

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

Appointment of Treasurer

Susanne Crayton was nominated as Treasurer by Hazel Galbraith. There were no other nominations.

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

1.2 Authorised Signatories

The CEO confirmed there were no changes to the authorised signatories.

2. Apologies

The Chairperson welcomed everyone to the meeting, in particular, Elaine Byrne from Arneil Johnston.

Apologies were submitted by Carmena Nixon.

The Chairperson advised Committee that Christine Shookhye had regrettably submitted her resignation due to personal reasons. The Chair requested that arrangements for recruiting for this vacancy be discussed under AOCB. This was agreed.

3. Office Bearer Succession Planning Options Report

Elaine Byrne from Arneil Johnston had nothing to add to the report and highlighted the options to be considered. There were no questions. The Chair thanked Elaine Byrne for her attendance – Elaine Byrne left the virtual meeting at 18.05pm.

Committee discussed the report from Arneil Johnston and concluded that:

- A new Office Bearer position should be introduced designed to specifically support a new Chair;
- That the new position be for an initial term of 12 months, but could be extended for a further 12 months on agreement by the Committee;

- The role of the Vice-Chair be reviewed in order to allocate specific responsibility for overseeing Committee training and induction.

The Chair and Vice-Chair, supported by the CEO, were tasked with developing relevant role descriptions for these roles and proposals for amending CHA's Standing Orders accordingly. A progress report will be submitted to the next meeting.

The CEO provided a summary of the feedback provided by Committee Members on recent Governance Workshops. Committee concluded that the services of Arneil Johnston would no longer be required.

4. Approval of Previous Meeting Minutes

The minute of the Committee meeting held on 26 of August 2020 were checked for accuracy and approved by the Management Committee.

5. Conflicts of Interest

Jacqueline McCutcheon and all staff declared a conflict of interest for agenda item 12.1.

6. Notifiable Events

The Chairperson invited the CEO to present the report to Committee. The CEO advised he had nothing to add.

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| i) Committee considered the report and determined the actions of the Association to be satisfactory in relation to Notifiable Events. |
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7. 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.

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| i) Committee considered the Actions from Previous Meetings Report and agreed progress to be satisfactory. |
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8. Health & Safety Update

The Chairperson asked the CEO to present the report to Committee. The CEO highlighted that everything had now been completed.

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| i) Committee considered the Health & Safety Update and agreed progress to be satisfactory. |
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9. COVID-19 Update

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

- Section A1.2, Electrical Safety Checks, 50% access rate - The TSM advised Committee that she was not surprised with this access rate for the Electrical or Gas Safety Checks, due to the new local lockdown restrictions, tenants getting back to work after lockdown eased, and not being able to take time off. She advised that it was taking time to get tenants on board, and that weekend visits may need to be considered going forward. The TSM advised Committee she will keep them updated on progress.
- H2 Rent Management – the DCE advised of a mistake in the figure of current tenant rent arrears should read £22,897.50.
- H4 Housing Support - Tenant disputes, Committee asked if additional support, in the form of training, be beneficial for staff dealing with disputes. The DCE advised that this was currently being monitored and that staff were coping well at present.

The CEO explained to Committee that at the pre meeting with the Chairperson and Vice Chair, it was suggested that this report be presented to future meetings in a new format, of a more manageable size. The report would contain a summary of each quarter along with the monthly report.

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| i) Committee considered the report and agreed on the changes to the future format, structure and content. |
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10. Governance Issues

10.1 Short-Life Working Group Terms of Reference

The Chairperson invited the CEO to present the report to Committee. The CEO gave Committee an overview of the report and asked for any questions or clarifications. Committee discussed:

- The frequency of meetings
- The time of meetings
- It was agreed that the Working Group would be titled the Governance Working Group.

It was agreed that Pauline Sandford, Maggie Botham, John Malone, Hazel Galbraith, Ken Greenshields, CEO and CSO would serve on the Working Group. The CEO will organise a Doodle Poll to agree a meeting date and time.

It was also agreed that, following completion of the current task, Committee will consider extending the remit of the Working Group to include Committee training, induction and appraisal.

- i) Committee considered the report and the draft Terms of Reference for the Governance Working Group presented in appendix 1.
- ii) Committee agreed a final version of Terms of Reference for the Governance Working Group.
- iii) Committee agreed the title Governance Working Group.
- iv) Committee determined the membership of the Governance Working Group;
- v) Committee noted that a date and time for the first meeting of the Governance Working Group would be agreed.

10.2 Committee Training Update

The Chairperson asked the CSO to present the report to Committee. The CSO advised that there had been some additional training activity since the report had been prepared and the next report will reflect this.

- i) Committee noted the content of this report.
- ii) Committee determined that the training that had taken place had been both relevant and useful.
- iii) Committee agreed to ensure that the dates for relevant planned training activities were noted in diaries.
- iv) Individual Learning Statements:
 - a. Committee members agreed to update these to reflect training activity they had undertaken;
 - b. Committee members agreed to review these and identify any further training required.

10.3 Disclosure of Interest

The Chairperson asked the CEO to present the report. The CEO summarised the register and confirmed that the report demonstrates that the policy is being adhered to. He confirmed that CHA is proactive and that Committee and staff complete a Disclosure of Interest Form annually.

Hazel Galbraith requested an addition to the register for her entry:
Director of Lothian Car Club (Edinburgh) Ltd and confirmed no conflict of interest.

- i) Committee noted this report and the attached Disclosure of Interest Register.
- ii) Committee determined that CHA's performance in the recording and management of personal interests to be acceptable.

10.4 Exercise of Delegated Authority

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 and asked for any questions.

- i) Committee considered the report and the attached Appendix detailing the levels of adherence to the Scheme of Delegated Authority contained in CHA's Standing Orders.
- ii) Committee determined the reported level of compliance against the Scheme of Delegated Authority to be satisfactory.

10.5 Annual Returns: OSCR & FCA

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

- i) Committee noted the content of the report and attached 2020 Annual Returns to OSCR and the FCA.
- ii) Committee approved the submission of the attached 2020 Annual Returns to OSCR and the FCA.

10.6. Annual Committee Meeting Schedule

The Chairperson reminded Committee of the importance of adding all dates into their diary.

- i) Committee approved the Annual Committee Meeting Schedule for 2020/2021.

Comfort Break

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

11. Strategy

11.1 2019/2020 Business Plan Progress

The Chairperson asked the CEO to present the report to Committee. The CEO gave an overview of the report highlighting that the Strategic Objectives had been updated and notes added summarising the discussion and changes made at the annual business plan review event which was held on 20 August 2020.

The CEO explained that a Covid-19 Pandemic Risk had been added to the Strategic Objectives and that Risk Log on this would be completed by the Management Team and presented to the next Audit & Risk Sub Committee meeting

He asked for any question. There were no questions.

- i) Committee considered the report and agreed a final version for Strategic Objective 10 which relates to Covid-19 Risks.
- ii) Committee considered the progress made against each Strategic Objective from the 2019/2022 Business Plan and determined it to be satisfactory.

11.2. Review of Long-Term Financial Plans

The Chairperson asked the FM to present the report to Committee. The FM presented the report, including a demonstration of the long-term financial planning model. Committee specifically considered:

- The main assumptions for the long-term plans
- The summary of projected cash balances over a 30 year period
- The summary of sensitivity analysis and stress test results.

i) Management Committee approved the 2020 Long Term Financial Projections and assumptions.
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11.3 5 Year Financial Projections Return to SHR

The Chairperson asked the FM to present the report to Committee. The FM had nothing to add to the model.

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| i) Committee reviewed the 2020 Five Year Financial Projections Return to the Scottish Housing Regulator. |
| ii) Committee approved the 2020 Five Year Financial Projections Return. |
| iii) Committee authorised the Finance Manager to submit the 2020 Five Year Financial Projections Return to the Scottish Housing Regulator. |

11.4 Risk Management Report

The Chairperson asked the CEO to present the report to Committee. The CEO gave an overview of the report advising of the recent changes made to the risk maps by the Audit & Risk Sub-Committee. The CEO highlighted the Audit and Risk Sub Committee had referred to the following in reviewing the risk maps:

- 2020 business planning PESTEL results
- 2020 business planning Stakeholder Analysis results
- 2020 business planning SWOT Analysis results
- Existing strategic and operational risk maps
- recent business planning advice specific to Covid-19 issued by the Scottish Housing Regulator.

He asked if there were any questions or comments. There were no questions.

i) Committee considered the report and the attached risk management documents and determined CHA's arrangements for risk management to be acceptable.

11.5 Stakeholder Communication Plan Update

The Chairperson asked the CEO to present the report to Committee. The CEO presented the report and highlighted the information on the Tenants' Group and Tenant Scrutiny Panel. He advised that the DCE is consulting with the group on using

the Zoom virtual platform for meetings. He further advised the Rent Review Information will be looked at in November 2020.

Committee Meeting Evaluations - the Chairperson advised that historically a period of time was set at the end of each meeting for Committee to complete an evaluation of the meeting. This was dependant on the number of agenda items. The Chairperson suggested that the evaluation recommence. Committee agreed that the Evaluation should recommence.

- i) Committee considered the stakeholder communication plan, and agreed the amendment.
- ii) Committee determined the progress against the stakeholder communication plan to be satisfactory.

12. EVH Issues

12.1 Letter – Staff Pay Award April 2021

The Chairperson asked Committee if they had noted the content of the letter.

Committee noted the content of the letter and agreed that there was no need for it to be discussed at present time. The Chairperson therefore confirmed there was no reason for anyone who had previously declared a conflict of interest to leave the meeting.

12.2 EVH 2020 AGM – Verbal Report

The Chairperson invited Brian McNally to present his report. He advised Committee that he attended EVH's Virtual AGM on Monday the 7th September 2020. He confirmed a statement had been issued by EVH 2 days prior to the meeting for perusal. The statement was read out at the meeting by David Rose the Chair of the Executive Committee, it highlighted the following:

- Annual Conference at St Andrews
- EVH Recruitment Service – celebrating 25 years
- Landlord Safety Manual used by 60 Organisations.
- New Service - EVH Member Protect - a new service providing EVH members with legal advice and representation in relation to Employment Tribunal
- Eamonn Connelly gave an overview of the EVH Financial Report

The Chairperson asked if there were any questions. Committee discussed:

- Indemnity offered by EVH for legal costs

The CEO confirmed that CHA's own Insurance would cover such costs.

The Chairperson thanked Brian McNally for his report.

13. Health & Safety Policy Statement Review

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

The CEO confirmed that the Health & Safety Policy Statement is reviewed annually in accordance with guidance provided through ACS Physical Risk Control Ltd, on behalf of EVH. He confirmed that there were no changes proposed to the document this year.

- iii) Committee noted the content of the report and the attached Health & Safety Policy Statement.
- iv) Committee approved the attached Health & Safety Policy Statement.

14. A.O.C.B.

The Chairperson confirmed that since Christine Shookhye had resigned there was one vacancy on Committee. She advised Committee that during the interview process for the most recent vacancies (November 2019), that one candidate stood out and this person had been advised that their details would be held on file for future reference. She asked Committee for their input.

Committee discussed the requirements of the vacancy and the benefits the proposed candidate could bring to the organisation.

Committee agreed that the candidate should be invited to attend the next meeting as an observer.

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