

**West of Scotland Housing Association
Minutes of the Board Meeting at Camlachie House
Wednesday 31st January 2018
PUBLIC MINUTES**

Some Information has been removed for confidentiality

<p>Present: Ruth Simpson (Chair), Elaine Davidson, Ena Hutchison, Katy McLeod, Clare Newton, Ann Reid and John Shearer, Robert Higgins, Paul MacAninch and Colin Menabney</p> <p>Also Present: Michael Leslie, JCRA Group</p> <p>In Attendance: Lynne Donnelly, Chief Executive Officer, Colin MacCallum, Director of Finance and Corporate Services, Stewart Gibb, Director of Housing and Customer Services, Jennifer Cairns, Corporate Services Manager, Brendan McGeever, Housing Manager and Kari Archibald, Executive Assistant.</p>	
<p>1. Apologies Apologies were submitted by Kelly Adams and Rab Morrow. The Chair noted the private session of the Board had run over resulting in a delayed start to the meeting.</p>	
<p>2. Variation to Agenda The Chair informed the committee that Item 4 on the agenda would take place first and all items would follow.</p>	
<p>3. Treasury Management - Presentation There was heard and noted a presentation by Michael Leslie, JCRA Group, informing the Board of the three risks involved in treasury management, these being Liquidity risk, Refinancing risk and Governance risk. Michael spoke to his presentation and requested that for members consider the liquidity threshold around requirements and contractual commitment.</p> <p>Michael Leslie informed the Board that they will gain further insight and knowledge at their Treasury Management training session scheduled in April 2018. The Executive Assistant will gather date availability from Board members for April and confirm.</p> <p>The Director of Finance and Corporate Services provided a further presentation displaying the indicative terms and conditions on offer from the Royal Bank of Scotland for additional revolving credit facilities and compared those to the figures JCRA is experiencing in the current marketplace for a housing association of similar credit standing. Following discussion the DF&CS requested approval from the Board to proceed on these terms.</p>	<p style="text-align: center;">Action</p> <p style="text-align: center;">Approve</p>

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<p>After consideration and a few queries raised and answered, the Board agreed to approve that the DF&CS could proceed to seek to secure additional revolving credit facilities provided by RBS.</p>	
<p>4. Disclosure of Interests Ruth Simpson declared that James McGill, planner at Glasgow City Council was her nephew. She advised she would update her declaration of interest form for the register.</p>	
<p>5. Approval of the Minute of 29th November 2017 The approval of the minutes from the Board Meeting of 29th November 2018 was proposed by Robert Higgins and seconded by Elaine Davidson, subject to the following changes; that</p> <p>(i) under Item 6, Matters Arising, page 2 which should read as “Ena Hutchison” and not “Ena Davidson”</p>	<p>Approved</p>
<p>6. Matters Arising All matters arising were noted. The CEO advised that the Chair had distributed her feedback from the Chairs conference event which took place on Friday 25th January.</p> <p>The Board was advised that the vacant Board members interviews would take place on Monday 12th February.</p> <p>The Director of Housing and Customer Services advised that the tenant consultation proposal outcome would be presented at the February Board meeting.</p> <p>The Chair confirmed that during the Board private session it was agreed to hold the harmonisation meeting on the 22nd February. The Executive Assistant will deliver an invite to members.</p>	<p>Action</p>
<p>7. Board Briefing The CEO provided an overview and update on the information from the Board Briefing.</p> <p>The Board was advised that 23 applicants had applied for the post of Director of Property and Asset Management and that the interviews would take place on 14th February.</p> <p>The CEO highlighted the situation with Netherlee House. A Board member queried about selling to another Association. The Director of Housing and Customer Services informed that he will be meeting with East Renfrewshire Council to hold a discussion and look to the possibility of interest of other Associations. A range of options will be considered and included in a Business Case.</p> <p>The CEO provided insight into the Staff and Board Business Planning Away Day 2018 and provided costs comparisons of the</p>	

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<p>the sections of the Standing Orders ;and</p> <p>(3) the revision of the seven day rule which does not reflect good governance and shall be amended to ensure that approval by the majority of the Board is provided before a decision made ;and</p> <p>(4) the process for minutes of the sub committees be presented at the next Board meeting and that the Executive Assistant will issue these minutes to be viewed and approved by members of the sub committee prior ;and</p> <p>(5) the new role responsibilities of the Tenant Advisory Group (TAG); and</p> <p>(6) that Formal Resolutions has been considered as an outdated practice and will now be updated to reflect the current legislation</p> <p>After consideration the Board approved the revised Standing Orders.</p>	<p>Approve</p>
<p>12. Review of Protocol for dealing with Breaches of the Code of Conduct</p> <p>The Corporate Services Manager presented a report to the Board on the process of dealing with concerns regarding the conduct of Board members. The Board was guided through a review of the protocol for dealing with breaches of the Code of Conduct.</p> <p>The Corporate Services Manager asked the Board to consider the proposed changes to the “Dealing with Breach of the Code of Conduct Protocol”.</p> <p>The Board agreed that an informal process was required that allowed members to have an informal discussion with another member of the Board and approved the changes to “Dealing with Breach of the Code of Conduct Protocol”.</p> <p>The Corporate Services Manager advised that she will review documents linked to this protocol to ensure consistency. She will report back to the Board on any required changes.</p>	
<p>13. Draft Business Plan 2018</p> <p>The CEO provided a report to the Board on the 2018 Business Plan and confirmed that Management Team will present further information on team achievements over 2017/18, future challenges and expectations for 2018/19 at the Away Day on 6th February.</p> <p>The Board noted the content of the report.</p>	<p>Noted</p>
<p>14. Progress and Governance Improvement Plan</p> <p>The Corporate Services Manager highlighted that the plan was in progress and actions had been completed on time. A further</p>	

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update will be provided at the May 2018 meeting.	
The Board noted the plan	Noted
<p>15. Gifts and Hospitality Register</p> <p>The Executive Assistant issued a report on the Gifts and Hospitality register from 1st January 2017 to 31st December 2017. The Board notes that a total of £5000 was raised and split equally to the 2017 Corporate Charities being Alzheimer’s Scotland and Strathcarron Hospice.</p> <p>Appendix A of the report highlighted all donations of the value of £25 and over as requested by the Board at their meeting of 25th January 2017.</p> <p>The Executive Assistant advised members that the two corporate charities for 2018 are The City Mission and Cancer Research.</p> <p>The Board noted the report</p>	Noted
<p>16. Minutes of TAG</p> <p>The minutes of the Tenant Advisory Group meeting of 27th November 2017 was submitted and noted.</p>	Noted
<p>17. Resolutions</p> <p>None.</p>	Noted
<p>18. Notifiable Event</p> <p>The Corporate Services Manager advised that the Code of Conduct Breach Investigation was in the next stage.</p>	
<p>19. AOCB</p> <p>The Chair advised that there were two items of AOCB.</p> <ol style="list-style-type: none"> 1. Kelly Adams had issued an email raising awareness on the SHR discussion paper ‘Our Regulation of Social Housing’ published on their website and requested that this paper should be viewed and feedback given. <p>CEO highlighted that this paper was available to view online and had been distributed to members. The CEO also confirmed that CMT & SMT members will provide a response and invited Board members to forward their view for inclusion in the final paper. The CEO has also passed the paper to the Tenant Engagement Officer for discussion with TAG members, whose views would also be incorporated in the response. The full response would be presented to the Board meeting scheduled for March 2018.</p>	Action

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<p>2. The Corporate Services Manager presented a minute extract document on behalf of Barclays confirming the changes following the disaggregation from Gentoo and changes to covenants associated with FRS 102. The Board had previously been advised of the changes. It was requested for the Board to agree for the Chair to sign. The Board approved and the Chair signed the document.</p>	<p>Approve</p>
<p>20. Date and time of next meeting.</p> <p>Wednesday 21st February at 5:45pm</p>	