

**West of Scotland Housing Association
Minutes of the Board Meeting at Camlachie House
Wednesday 22nd August 2018
PUBLIC MINUTES**

Some Information has been removed for confidentiality

<p>Present: Ruth Simpson (Chair), Elaine Davidson, Ena Hutchison, Ann Reid, Clare Newton, John Shearer, Kelly Adams , Colin Menabney, Shona Gallagher, Robert Higgins and Derek McGowan</p> <p>In Attendance: Lynne Donnelly, Chief Executive Officer, Colin MacCallum, Director of Finance and Corporate Services, Andrew Kubski, Director of Development and Asset Management , Jennifer Cairns, Corporate Services Manager and Kari Archibald, Executive Assistant.</p>	
<p>1. Welcome The Chair welcomed Derek McGowan to his first Board Meeting.</p>	
<p>2. Resignation The Chair informed the Board that, due to new work commitments, Paul MacAninch has regretfully resigned from the Board.</p> <p>The Board agreed to send a token of thanks to Paul for his valuable input to the Board and Audit Committee meetings during his time with the Association.</p> <p>The Chair reminded members that it was agreed at the meeting of 31st January that the Board move their meeting to the third week of the month to suit Paul's and other members attendance and she took the opportunity to ask members if they would like to revert back to the last Wednesday of the month or remain as is.</p> <p>The Board unanimously agreed to remain as is.</p>	Agreed
<p>3. Disclosures of Interest. None.</p>	
<p>4. Approval of the Minute of 21st June 2018 The approval of the minutes from the Board meeting of 21st June 2018 was proposed by Elaine Davidson and seconded by Ena Hutchison.</p>	
<p>5. Matters Arising All matters arising were noted.</p> <p>Robert Higgins asked if there was any update on the Douglas properties. The Director of Development and Asset Management advised that there we continue to look at options while supporting the remaining tenant to transfer to other suitable properties and the possibility of demolition remains.</p>	

<p>6. Board Briefing</p> <p>The CEO provided an overview and update on the information from the Board Briefing.</p> <p>The CEO drew member’s attention to a number of items including that the Association has signed up for “The Make a Stand Appeal” and that this is a positive campaign around this issue of Domestic Violence.</p> <p>The Director of Housing and Customer Services submitted a brief on the current situation and press coverage on Asylum Seekers in Glasgow.</p> <p>The Corporate Services Manger will take up the role of Data Protection Officer as part of her remit and the Company holding the current contract will expire at the end of August.</p> <p>The CEO informed that members of the Tenant Advisory Group agreed for the Volunteer Dinner to resume and that this years event will be held on the 7th November. The Executive Assistant will issue out a communication in due course.</p> <p>The EVH Brief was issued to members and Robert Higgins enquired if the CEO had seen sight of EVHs paper on salary negotiations. The CEO informed that she had not received anything to date and that the Staffing sub committee members would be notified when it is published.</p>	<p>Action</p>
<p>7. Health and Safety - The Board</p> <p>The CEO presented a report to Board and informed members of its responsibility in relation to Health & Safety (H&S) and invited members to approve the inclusion of a standard summary report on each Board Agenda.</p> <p>The CEO spoke of the seven elements of responsibility being detailed in appendix1 of the report confirming there is good structure in place together with external assurance.</p> <p>The CEO informed that H&S is a standing item on agendas at team meetings and officers have sufficient knowledgeable and training to report and register any H&S issues.</p> <p>The Board had been invited to attend H&S Training with Tollcross Housing Association in March 2018 but due to adverse weather conditions this had been postponed. A date for H&S training will be set and members notified.</p> <p>The Corporate Services Manager informed that H&S is taken seriously and that state inspection training has been complete and the Leadership Team is learning from third parties.</p> <p>The Board agreed to have H&S as a standing agenda item and to participate in Health and Safety Training once scheduled.</p>	<p>Agreed</p>

<p>8. Review of Federal Structure</p> <p>The Corporate Services Manager referred to the Governance Improvement Plan highlighting that the Board agreed to review the effectiveness of the current Board structure. The Corporate Services Manager referred to the lack of tenant representation in the Barrowfield area despite several recruitment campaigns and this should also be considered.</p> <p>The Corporate Services Manager informed that the current structure has been in place since 2001 when Camlachie Housing Association transferred to WSHA and since then the Association has developed a significant number of homes across the different federal areas. This report outlines a number of options for the Board to discuss when considering the review of this structure.</p> <p>The Chair noted that there was a lot to consider and some decisions required in order to move forward. The Chair suggested that Board convene a special meeting to discuss this item further.</p> <p>Colin Menabney agreed that this was overdue and it would be valuable to have this structure in place before the Annual General Meeting of 2019.</p> <p>The Board agreed to hold an afternoon session before the end November to fully consider the range of options included within the paper.</p>	<p>Agreed</p> <p>Agreed</p>
<p>9. Performance Against KPI's – Q1</p> <p>The CEO spoke to the Key Performance Indicators of quarter 1 highlighting areas of good performance and reference two areas where performance was below target including Complaints and Anti Social Behaviour. This CEO explained that reduced performance was partly due to the lack of adequate information and a poor recording system. She advised that once the new IT system was in place there would be a significant improvement in the way issues are recorded.</p> <p>Shona Gallagher asked for insight into how tenants view Value for Money. The Corporate Services Manger explained that it can be difficult due to some tenant's perceptions and how rents are paid. She further advised that Value for Money Project was underway, TAG members were involved in this working Group and she anticipated the strategy would be presented to the Board by the end of the calendar year.</p> <p>Robert Higgins asked why harmonisation was not included in the reports. The CEO informed that the Director of Housing and Customer Services would look into this further.</p> <p>The Board noted the Key Performance Indicators for Quarter 1.</p>	<p>Action</p> <p>Action</p> <p>Noted</p>
<p>10. Performance Against the Business Plan</p> <p>The CEO referred to the five Aims set within the Business plan and highlighted to the Board that there was a delay in finalising the five year</p>	

<p>planned maintenance programme due to an officer within the maintenance team required to be part of the IT Project Group. The report recommends delaying the project to Quarter 4 and invited Board approval for the change. The CEO also confirmed that years one and two of the programme were tested and available.</p> <p>Derek McGowan noted that the IT seems to be highly important project. The CEO explained the background of the Associations decision to implement a new IT system confirming it was a critical part of the business Plan.</p> <p>After consideration the Board agreed to delay publication of year's three to five of the planned maintenance programme and noted good performance against the aims set out in the remainder of the Business Plan.</p>	<p>Agreed</p> <p>Noted</p>
<p>11.Management Accounts T The Director of Finance and Corporate Services presented the financial performance of the Association for the quarter to 30 June 2018 as shown by the management accounts.</p> <p>The Director of Finance and Corporate Services advised that Income was broadly ahead of budget with expenditure behind, leading to a higher than anticipated surplus for the period and that it is likely that some variances are timing related and this will become clear over the next couple of months</p> <p>The Board noted the report.</p>	<p>Noted</p>
<p>12. New Borrowing Facility The Director of Finance and Corporate Services spoke to the report to advise the Board of the facility documentation in respect of the new borrowing facility to be entered into with Royal Bank of Scotland ("RBS").</p> <p>The Director of Finance and Corporate Services explained of the documentation for that facility and that it easier to have dealing with one lender than two and gave a detailed report of costs involved and issued a list of stock security to the Board prior to the meeting</p> <p>The Board had noted the content of the report and agreed for the completion of the loan facility documentation.</p>	<p>Noted/ Agreed</p>
<p>13. Annual Review of Compliance The CEO introduced this report advising the Board of the work that went into collating this information; she confirmed it included a significant amount of detail which the Board should take time to fully consider.</p> <p>The Corporate Services Manager presented the Annual Report on compliance with the Scottish Housing Regulator's Regulatory Standards of Governance and Financial Management to the Board.</p>	

<p>The Corporate Services Manager informed Board that the SFHA has published the self Assessment Guidance and that the papers presented have a detailed analysis of the work undertaken by the Board throughout the year.</p> <p>The Chair thanked the Corporate Services Manager for summarising the paper and proposed that the Board include a more detailed discussion on the Annual Review of Compliance at the special meeting of the Board referred to at Item 8. The Board agreed.</p> <p>Kelly Adams also thanked the Corporate Services Manager for the hard work on this report. John Shearer agreed and that the document is a very good reference point for members to further consider.</p> <p>The Board noted the content of the report and agreed that the document was a great starting point for the Board to take forward and lead on.</p> <p>The Board approved the proposed Compliance report and Governance Plan.</p>	<p>Agreed</p> <p>Approved</p>
<p>14. Board Annual Review</p> <p>The Corporate Services Manager spoke to the report and of the key themes arising from members annual review meetings.</p> <p>The Board discussed which officers and Directors should be present at meetings and agreeing they should only be in attendance if required to present a paper or if they could add value to the meeting. The CEO was invited to communicate this to Directorate members.</p> <p>The Board noted the content of the report.</p>	<p>Agreed</p> <p>Noted</p>
<p>15. Netherlee House</p> <p>The Director of Development and Asset Management spoke to the report on the proposed plans regarding Netherlee House.</p> <p>The Board noted the options for Netherlee House the most likely being demolition however, following a recent note of interest from Cross Reach a meeting has been set up to discuss options with the service provider.</p> <p>The Board members made suggestions for alternative uses for Netherlee House such as assisting Asylum Seekers or rehousing teenagers coming from the care system.</p> <p>The Director of Development and Asset Management informed that all avenues had been considered to date but none had been successful.</p> <p>The Board agreed that Cross Reach be given the option and if that is unsuccessful the demolition would be the likely next step.</p>	<p>Agreed</p>
<p>16. Review of Standing Orders</p>	

<p>The Corporate Services Manager presented a report to Board for consideration and approval of the amendments to the Standing Orders in relation to the Company Secretary Role.</p>	
<p>The Board discussed agreed and approved to the amendments in the report.</p>	<p>Approved</p>
<p>17. Risk Management Review</p>	
<p>The Corporate Services Manager updated the Board of the key risks for the Association and the activities that have been undertaken in relation to risk management over the past six months.</p>	
<p>The Board was pleased to note the positive direction of travel in relation to risk management. The report also detailed where risk scores have been reduced due to work that has been undertaken to mitigate risks.</p>	
<p>The Board noted the content of the report.</p>	<p>Noted</p>
<p>18. Secretary Report</p>	
<p>The Corporate Services Manager advised the Board that in her capacity as Company Secretary she is required to confirm that Rules 62 to 67 have been followed and that the report presented outlines compliance with Rules 62 to 67.</p>	
<p>The Board noted the contents of the report.</p>	<p>Noted</p>
<p>19. AGM report</p>	
<p>The Corporate Services Manager informed the Board of the details of the AGM and provided an update to the retiring members as Paul MacAninch has now resigned and that Ann Reid will be seeking re election at the AGM.</p>	<p>Noted</p>
<p>20. Health and Safety Review Report</p>	
<p>The content of the Health and Safety review report were noted.</p>	<p>Noted</p>
<p>21. Review of Regulatory Standards and Governance</p>	
<p>The CEO referred to the report highlighting how two reports, the Netherlee House and Review of Federal Structure, linked to the standards.</p>	
<p>The Board noted the content of the paper.</p>	<p>Noted</p>
<p>22. Minutes of TAG</p>	
<p>The minutes of the Tenant Advisory Group meeting of 6th August 2018 were noted.</p>	<p>Noted</p>
<p>23. Audit Committee Minutes</p>	
<p>The Minutes of the Audit Committee meeting of the 23rd May were noted.</p>	<p>Noted</p>

<p>24. Resolutions The CEO had spoke to the report and advised that the 7 day rule had been adhered to.</p>	
<p>24. Notifiable Event The Board noted the content of the paper;</p>	Noted
<p>25. AOCB None.</p>	
<p>26. Review of the meeting The Chair invited members to review the meeting. Members commented that there had been good interaction between members and noted an increase in the number of questions asked on the reports.</p>	
<p>27. Date and time of next meeting: Wednesday 19th September – Annual General Meeting</p>	