

**Minutes of the Board Meeting held on
Wednesday 19 August 2020 at 6pm
via Zoom video conferencing**

Present:

S. Gaunt, Chairperson
J. Ayorinde
K. Clayton
A. Edgar
M. Flaherty
E. Gotowicz
F. Koroma
A. Louden
M. Overthrow

In Attendance:

A. McKee, Chief Executive (AM)
N. Logan, Finance Director (NL)
J. Murray, Housing Services Director (JM)
D. Weir, Technical Director (DW)
M. Hutcheson, Corporate Services Manager (Minutes)

P. Morrice, Alexander Sloan (PM) – part meeting
O. Gaffney, SHARE (OG) – part meeting

1. Apologies and Declarations of Interest (including agenda item to which this refers)

Apologies:

Apologies were **noted** on behalf of Board Members K. Barker, H. Gracie and M. Smith and Staff Member P. Bridges. P. McGinlay MBE and E McShane are on leave of absence.

Declarations of Interest:

K. Barker was not in attendance at the start of the meeting, however, if she attends later, she will declare an interest in item 6(1)(d).

2. Year End Financial Statements

(1) Report on Financial Statements for the year to 31 March 2020

NL presented her report and explained that the main difference between the Management Accounts and the Year End Financial Statements relates to

pension adjustments. She introduced Phil Morrice and asked him to provide an overview on the pension implications. He explained that organisations are now provided with more accurate information on their liabilities which results in more accurate reporting in the Financial Statements. He also spoke about the impact of the equity and bond market performance on the accounts. Due to the complexities around pensions, NL agreed to arrange a separate training session for the Board.

NL gave a detailed presentation on the Financial Statements and key ratios for the year to 31 March 2020. There was some discussion on the level of spending on planned maintenance against responsive repairs, particularly in relation to the continuing increase in responsive repairs. It was agreed that DW and NL will prepare a report on reactive and planned maintenance costs for the next meeting.

The Board approved the Financial Statements

(2) Financial Statements for the year to 31 March 2020

PM summarised the audit process and presented the Financial Statements. These were approved by the Board.

(3) Management Letter

PM confirmed that the Financial Statements provide a true and fair view of the Association's affairs and that Alexander Sloan had therefore issued an unqualified audit opinion on them. He thanked NL and her team for their co-operation during the audit. NL thanked everyone at Alexander Sloan for helping the process go smoothly this year when the audit was carried out remotely. AM thanked NL and her team and the team at Alexander Sloan.

(4) Letter of Representation

The Letter of Representation was signed by the Association's Chairperson and Treasurer.

(5) Report from the Finance, Audit and Corporate Services Sub-Committee

The Board noted the report from the Sub-Committee and confirmed that it was satisfied with the effectiveness of internal control and risk management.

3. Board Appraisals

SG introduced O Gaffney from SHARE and asked her to present the findings from the recent Board appraisals. She thanked the Association for allowing SHARE to carry out the appraisals which were all done remotely this year. She said the feedback was very good, with evidence of positive progress from the previous year. She explained that she will now produce a Learning & Development Plan for the Board, based on the discussions during the

appraisals. She recommended that Board members complete their own personal Learning and Development Plans. She also thought it would be beneficial if they reviewed them in six months. OG agreed to provide a copy of her presentation. SG asked for Board learning and development to be on the agenda at the next regular meeting to allow the Board to plan future training.

The Board thanked OG for her presentation and positive feedback.

4. Minutes of previous Board Meetings

(i) Decisions taken between meetings

Nothing to report.

(ii) Board Meeting 24.6.20 & Confidential 24.6.20

The Minutes were **approved** as an accurate record of the meeting.

(iii) Matters Arising/Tasks

The Board **noted** that most of the tasks agreed at the Board meeting in June had been actioned.

Page 4, Item 5(1): Board Training

AM asked MH to distribute SHARE's training booklet to the Board. She has agreed to do this.

Page 9, Item 15(1): Policy Register

AM will discuss SIG's involvement in the review of the Gold Service Policy at their next meeting. This review will be carried out by the Value for Money Working Group.

Page 10, Item 17(1): SHR Five-Year Financial Plan (FYFP)

NL confirmed that this document will be presented to the Board at their meeting in September.

Page 10, Item 20(i): 1-2-1 Meetings

AM advised that he will shortly be meeting with the newer Board members.

Page 10, Item 20 (ii): Security Cameras in Darnley

DW has still to progress this – he will discuss it with H. Gracie and report back to the next Board meeting.

5. Minutes of Sub-Committees and other Meetings

(i) Housing, Technical and Health & Safety Sub-Committee 3.6.20

The Board **noted** the minutes of the meeting.

6. Matters for Discussion / Decision

(1) 29th Annual General Meeting

(a) AGM Arrangements

The Board agreed that a prize draw should be held at the AGM with 5 shopping vouchers as prizes.

(b) Supplementary Information

The Board noted the report confirming that Rules 62 to 67 had been followed. SG asked how the Association could have the minutes signed at meetings which were taking place online. AM agreed to arrange for previous minutes to be signed as soon as possible.

(c) Ending of Membership 2020

The Board agreed to cancel 3 shareholding memberships as detailed in the report.

(d) 9 Year Rule

The Board noted the report and confirmed that K Barker should stand for re-election.

(2) Update on Coronavirus

The Board noted the report which detailed the action being taken in relation to planning to re-open the office. There was a lengthy discussion about the problems caused by the lack of a bulk uplift service. DW explained that arrangements were now in place for a contractor to clear the back courts of bulk items and they will continue to do this on a monthly basis. SG suggested it would be appropriate to discuss the costs for this work (detailed in the Health & Safety report). The Board agreed to delegate authority to staff to instruct the one-off clearance of bulk items. However, they asked for a further report to be provided with details of costs of this work on an ongoing basis. They stressed the importance of monitoring these costs.

(3) Management Accounts for the period to 30 June 2020

See Confidential Minute.

(4) Treasury Report

See Confidential Minute.

(5) Quarterly Business Plan Report

NL advised that some improvements need to be made to the reports produced in the Goals module. She also said the strategic objectives need to be reviewed at the half-year stage. AM advised the Board that the Corporate Management Team will review the objectives in September and report back to the Board in October. The Board agreed that the new

modules will improve how they track progress and performance.

7. **Board Priorities**

There will be no further updates on these areas until next year.

8. **Health & Safety**

DW advised that most of this information had been covered by the Coronavirus Update report discussed earlier in the meeting. AM advised that further training (on resilience) will be arranged for staff following the verbal assault earlier in the month. The Board **noted** the report.

9. **Assurance Statement**

NL explained that the summary report highlighted areas that had not been achieved. The Board requested that future reports also provide information on tasks that had been achieved. NL advised that the final report on the Assurance Statement would be prepared for the October meeting but at this stage it seemed feasible to submit it to the SHR by 31 October.

The Board **noted** the report.

10. **Risk Management**

NL advised that the Finance, Audit & Corporate Services Sub-Committee would review the risk management report in detail at their next meeting. SG asked for an update on the installation of smoke detectors. DW advised that there had been no official postponement to the deadline as a result of the Coronavirus pandemic. SG asked if this could be added to the risk summary and for a further report (including proposals to catch up with the programme) to be provided at the next meeting. SG also suggested that pensions should be included in the risk summary due to the fluctuations in the deficit. NL agreed to add this. The Board **noted** the report.

11. **Notifiable Events** - *nothing to report*

12. **Staffing**

One of the Board members asked if there should have been an update when a member of staff left to join another housing association. AM explained that this type of detail would normally be reported to the Finance, Audit & Corporate Services Sub-Committee rather than the Board but this can be changed in future. AM updated the Board on the recent Investors in People review. The draft report has been received and this confirmed that the Association had achieved Silver status. He thanked the staff and Board for their work on this. SG also passed on congratulations to the team.

13. **Membership** - *nothing to report*

14. **Use of Seal** - *nothing to report*

15. **Policy Review**

(1) **Policy Register**

The Board **noted** the Policy Register. A Board member highlighted the fact that the Whistleblowing Policy was overdue for review and this would need to be done before the Assurance Statement was submitted to the SHR. AM confirmed that a review of the policy will be presented to the Board in October.

16. **Community Regeneration** - *nothing to report*

17. **Matters for Information** – *nothing to report*

18. **Report back from Meetings / Conferences attended** - *nothing to report*

19. **Correspondence and Other Matters for Decision** - *nothing to report*

20. **Any Other Competent Business**

(1) **Nomination to SFHA Board**

AM asked if the Board would agree to the nomination of J Orr from Pineview Housing Association to the SFHA Board. This was **agreed**.

(2) **Buy back of a property in Darnley**

The Board **noted** the report and **agreed** with the recommendation for buying back a property in Darnley.

21. **Date and Time of Next Meeting**

The next meeting will take place on **Wednesday 16 September 2020** at **8.15pm** via Zoom. AM explained that it will be slightly longer than the normal meetings after the AGM as there needs to be discussion on the Unity Bank loan and the Five Year Financial Plan.

Signed:

Date: