

CASSILTOUN HOUSING ASSOCIATION

MINUTE OF MEETING OF BOARD OF MANAGEMENT
HELD ON WEDNESDAY 27TH MAY 2020 AT 6.00 PM
VIRTUAL ZOOM MEETING

Present: George Kelly Anne M Stuart MBE
Teresa McGowan Julie McNeil
Chris O'Brien Kim McKee
Evelyn Ferguson Richard Sullivan

In Attendance: Clair Malpas Chief Executive Officer
Gamal Haddou Director of Finance/IT
Fiona McGowan Director of Operations
Paula Brownlie Corporate Services Manager
Mark Ewing TC Young (Part Meeting - left at 6.32 pm)
Laura Edwards Development Consultant (Part Meeting - left at 6.54pm)

1a. WELCOME, INTRODUCTIONS, SEDERUNT & APOLOGIES

George Kelly, Chairperson welcomed everyone to the meeting. He asked the Chief Executive to outline the rules for holding the meeting virtually.

Apologies were received from William Craig and Barbara Dusik.

The Board were reminded that they were to speak through the Chair and to raise their hand if they wanted to ask a question.

The Chair sought the Board's approval to bring forward agenda item 6 to the beginning of the meeting. The Board unanimously approved.

1b. QUORUM

As per the Association's Rules, the Quorum for the Board of Management Meeting stands at 4 members. Today's meeting is therefore quorate.

2. CONFLICT OF INTEREST (PERMANENT REGISTER)

None

6. CASSILTOUN HA'S RULE CHANGE

Mark Ewing, TC Young presented the proposed changes to the Association's current rules as previously circulated with the minutes.

The proposed changes are being made to the current Rules that were developed in 2013. The three main reasons why the Rules are being updated at this time are:-

1. The law has changed in the last year and it led to the reduction of some powers that the SHR had ie they no longer have to give their consent to any changes to the Rules or if there is a change to our name. The new Rules were updated to reflect this.
2. To reflect a couple of minor changes in terms of the new Regulatory Framework issued early last year, ie Rule 45
3. Governance changes are being put forward in the new model rules that are worth highlighting
 - a. Historically there were no restrictions placed on the chair with regards to exercising proxies at AGM. Under the new Rules the SHR was insisting that the chair should be prohibited going forward from exercising proxy votes on behalf of members. Under the new Rules proxies can still be given. A person can hold up to 10 proxies but the Chair cannot hold any proxies for any members.
 - b. A need to plug a gap that exists with regards to the Code of Conduct. If a board member is under investigation in regards to a breach to the Code of Conduct they are required to take leave of absence. However, the Rules have never reflected this. The new Rules now permit the Board to enforce leave of absence for a board member who is under investigation under the Code of Conduct.
 - c. Historically, if a nomination has been received from a member to go onto the Board of Management, there has been no power for the Board to decline that nomination. This has now been incorporated into the new Rules. The SHR expect that this would be a last resort matter.

Process for Rule Amendment

Historically SHR's consent was required before going to Special General Meeting (SGM) regarding any changes to the Rules. This is no longer the case. If the Board are happy with the draft Rules presented, the next stage of the process is to put them to the members at a Special General Meeting. Assuming the members at the SGM approved the new Rules, the next stage would be to inform the Financial Conduct Authority (forms to fill out). The Rules would then be lodged with them and at that point the Rules become effective. After this process we need to notify the SHR within 28 days of the Rule Change and also OSCR.

With regards to Special General Meetings/Annual General Meetings, under COVID-19 Regulations we cannot hold Board Meetings or Annual General meetings under the current restrictions. The SHR previously highlighted that they accepted that it may not be possible to hold AGMs normally by the end of September but the Association is hopeful that restrictions are lifted and that meetings can go ahead that were planned for August. However, new legislation has been introduced in the last few days to the Westminster Parliament that would allow Associations to hold a virtual AGM. This would be an option for the Association to could consider.

Anna Stuart MBE enquired as to what would happen if a person who applied to become a board member and were declined, can they appeal or apply again. Mark Ewing confirmed that they cannot appeal but there is nothing in the Rules to say they cannot apply/nominated at the following AGM. If this were to happen, it is recommended to discuss with the SHR before the Board decline the nomination.

George Kelly enquired if there was a timeframe for the new Rules to be implemented. Mark Ewing confirmed that the SHR would expected Housing Association's to adopt the new Rules at their SGM/AGM which is normally in August/September.

However, if this is not possible under COVID-19 restrictions, the SHR should be informed as to the timeframe you would propose holding the SGM/AGM. However, the new legislation to allow them to be held virtually may assist with this process.

Chief Executive Officer intimated that she had spoken to the local church and they have agreed that we can hold our SGM/AGM there. The church is much bigger and the corridors are less tight. We only need 21 members for the meeting to be quorate. Social distant rules would be implemented. This is all pending Government Lockdown Restrictions.

After discussion, the Board unanimously approved the changes to the Rules.

Mark Ewing left the meeting at 6.32 pm.

3a. MINUTE OF MEETING HELD ON 29TH APRIL 2020

The minutes of meeting held on 29th April 2020 were noted and approved on the motion of Teresa McGowan and seconded by Kim McKee.

3b. MATTERS ARISING FROM MINUTE OF MEETING HELD ON 29TH APRIL 2020

Page 5, Item 4c: Anna Stuart MBE enquired if we had heard from Barclays Bank. Director of Finance/IT confirmed that we had no correspondence from them.

3c. ACTION LIST FROM MINUTE OF MEETING HELD ON 29TH APRIL 2020

1. Outstanding
2. CEO in discussions with CEO at Ardenglen HA
3. Awaiting word from Barclays
4. Completed
5. Completed
6. Completed
7. Complete
8. Completed
9. Completed – Share Certificates to be signed
10. Completed

3d. MINUTES OF EMERGENCY MEETING HELD ON 14TH MAY 2020 TO DISCUSS OSCR RESPONSE RE SOCIAL ENTERPRISE 4 APPLICATION

The minutes of the Emergency Meeting held on 14th May 2020 to discuss OSCR's Response re Social Enterprise 4 Application were approved on the motion of Julie McNeil and Teresa McGowan. No matters arising.

4. CHAIRS REPORT

The Chair had nothing to report.

5a. PROCUREMENT POLICY

Laura Edwards, Development Consultant presented the above Policy previously circulated with the agenda.

The Procurement Policy is revised annually. The revised policy takes into account updated thresholds, the Community Benefits policy and Buchanan Lodge procurement.

Anna Stuart MBE enquired if when Brexit happens, would the policy have to be amended. Laura Edwards confirmed that we would not unless the Scottish Government change the Scottish Procurement Legislation.

After discussion, the Board unanimously approved the Procurement Policy.

5b. COLLATERAL WARRANTIES POLICY

Laura Edwards, Development Consultant presented the above Collateral Warranties Policy. The document has been expanded to cover Traditional contracts, whereas previously it only focused on Design and Build procurements. The document no longer includes a standardised version of wording for collateral warranties. Instead, it notes that CHA Solicitors will be consulted on a project by project basis for wording to be included in contract documents. It also expands the requirements on the actions to be taken by the Development Consultant to ensure all necessary paperwork is in place prior to contracts commencing.

After discussion, the Board unanimously approved the Collateral Warranties Policy.

5c. CASTLEMILK DRIVE UPDATE

Laura Edwards, Development Consultant gave a quick verbal update on the Association's other 2 developments first.

Nursery Site: Design Team progressing with design and are taking into account the safety of the loop road. Hope to present to the Regeneration Sub Committee at their meeting in July 2020.

Barlia Site: Got a call from Contractors Manager and they are awaiting Nicola Sturgeon's announcement on Thursday 28th May 2020 re construction going back to work. It is likely that as of Monday they will start back on the Barlia sites with a soft start, basically reforming the site accommodation that it is safe for their workman and visitors to comply with Government guidelines. Clerk of Works may start back provisionally around week commencing 22nd June. Just before the lockdown the contractor was about to give us the 5 week notice that the handover was imminent. It is anticipated they would be unable to do this in 5 weeks once they start back as they can't flood the site with labour. Things will be slower on building sites due to restrictions. A social distance meeting will be arranged to discuss progress and implications of COVID-19.

Castlemilk Drive: It was noted that the Development Consultant had issued a report to the Board seeking, amongst other considerations, approval for a Letter of Intent to be issued to Crudens Homes West to accept their tender subject to conditions and to give the CEO delegated authority to enter into the building contract once conditions had been discharged. Subsequent to the report being issued to the Board, further legal advice was received proposing that a 'Conditional Acceptance' be issued to the Contractor. The Development Consultant explained this and the refinement of wording to the Board.

The Board unanimously approved the revised recommendations namely

1. **Approval be given to issue a Conditional Acceptance to Cruden Homes West, (Redacted as commercially sensitive) for the development of the 60 units flatted development at 57-85 Castlemilk Drive subject to the following:**
 - a) **The completion of the transfer to CHA of the title to the land at Castlemilk Drive on which the Works are to be carried out, (redacted as commercially sensitive) on terms acceptable to CHA, by 31 August 2020 or such other date as mutually agreed;**
 - b) **The agreement by both parties of the draft Schedule of Amendments to the SBCC Design & Build Contract for Use in Scotland (2016 Edition) originally issued by CHA, in terms acceptable to CHA**
2. **That the Board agree to a deviation from the Handover Policy namely that it will be acceptable for the Project Health and Safety File to be handed over within 7 days of the Practical Completion Certificate being issued for the project, rather than prior to the certificate being issued.**

Laura Edwards highlighted 4.2 on page 2, the programme for the site. The best guess that we might get on site in September 2020 and section 5.4 highlights the risks of accepting and not accepting the tender.

The Risk Register was updated to reflect that there may be a further lockdown. This needs to be taken into account. **(Paragraph Redacted as commercially sensitive)**

Laura Edwards left the meeting at 6.54 pm.

7. BUSINESS CONTINUITY UPDATE

The Chief Executive Officer updated the Board.

Weekly reports are not being presented to the Board as things are more settled.

Key points

Corporate Services/Finance – Are all up to date and now making progress against their planned activities ie IIP, Appraisals, Audit etc

Staff are working effectively and gaining access to the office when needed

Staff sickness absence rate stands at 0%

Staff are generally feeling tired. However, we are working with staff to ensure that their mental and physical health are being looked after.

One staff member has been unfurloughed to assist with the work of the Operations Team and one member of the Corporate Team has been placed on Furlough Leave as their critical work has been completed.

The Community Team continue to work with front line response with Castlemilk Together. They are now working on an exit strategy now that lockdown restrictions are being lifted. They will also be looking at the community programme and how it will look going forward.

Item redacted as contains sensitive information.

COVID-19 Routemap: CEO is currently in discussions with the SMT on the COVID-19 Routemap. There are discussions in the sector as to whether the Association could be seen

as phase 1. However, this is not possible and we are more than likely to be seen as part of Phase 2/3. As the Board are aware, the construction industry is starting to return to work. Our Clerk of Works will return from furlough leave mid June and there is potential that the Community Woodland Officer will return as there is a provision that forestry can be considered.

Our Return to Work will be a phased approach when the office does open. Some Operations staff will be in for a couple of weeks and then swap over with other colleagues. Discussions are ongoing regarding the opening of the office telephone line but access to the office will not be permitted for tenants. When the office does open it may be on an appointment basis for tenants. All approaches will be looked at. We are starting to plan ahead to make the office a safe and working environment for both staff and visitors. PPE is starting to arrive and we are awaiting a screen for the reception desk. We plan to letter our to tenants next week outlining our service delivery; what things are operating and the routes on how tenants can contact us.

SGM/AGM: We are working on a plan to hold the SGM/AGM in August in the local church. The Chief Executive sought the Board's approval to move the date of the SGM/AGM to Saturday 15th August 2020.

The Board unanimously approved the AGM date change.

8. SCOTT MONCRIEFF ENGAGEMENT LETTER

The Director of Finance/IT informed the Board that he had asked the Auditor if the Engagement letter could be signed on behalf of the Board and Subsidiary Boards. However, unfortunately it requires the signatories of Board Members.

The letter is a standard engagement letter addressed to the Board of Management and is part of the requirements needed for the audit. Following a name change Scott Moncrieff has technically resigned and then reappointed as Scott Moncrieff Audit Services.

However, in light of COVID-19 restrictions we have been unable to get the letter signed. The Board are required to nominate a board member to sign the letter on behalf of the Board.

The Board unanimously agreed that Julie McNeil, Treasurer signs off the letter.

9. **SHR FINANCIAL RETURNS – LOAN PORTFOLIO**

The Director of Finance/IT presented the above report previously circulated with the agenda.

The SHR ask for this return as they keep a track on what new loans have been taken out in the sector. They amalgamate everyone position and look at interest rates. The Loan Portfolio return circulated with the agenda agrees with the Management Accounts. They in turn agree with the audited accounts that the auditor is signing off. It covers the loans from Barclays, Nationwide and CAF. Covenants are also included.

After discussion, the Board unanimously noted the Loan Portfolio Return.

10a. **GROUP ANTI FRAUD POLICY**

Director of Finance/IT presented the above Anti Fraud Policy that had been previously circulated with the agenda.

After discussion, the Board unanimously approved the Group Anti Fraud Policy.

10b. **GROUP ICT ACCEPTABLE USER POLICY**

Director of Finance/IT presented the above ICT Acceptable User Policy that had been previously circulated with the agenda.

Director of Finance sought the Board's approval to delete paragraph 6.6 re principle of emails being available outwith office hours. ***The Board unanimously approved to remove this paragraph.***

The policy takes into account new controls that we have introduced ie the 2 factor authentication.

Chief Executive Officer highlighted that changes had been made to 5.5 as reasonable costs from working from home had been included. ***(Sentence redacted as contains sensitive information)***

After discussion, the Board unanimously approved the Group ICT Acceptable User Policy based on the above amendment.

Kim McKee intimated that the Policy was comprehensive and line with good practice.

11. **OPERATIONS PERFORMANCE REPORT**

Director of Operations presented the above report previously circulated with the agenda.

The report outlines the performance of both Advice Team and Operations Team but also sets out the specific work that the Team are achieving during these circumstances. Virtual team meetings are taking place to ensure staff's wellbeing are being looked after as well as discussing workload etc.

Arrears has increased in the first two months by £22k. As the Board are aware, approval was given to let the voids to Temporary Furnished Team which has helped with Void Performance.

The Team are getting through a lot of work, contacting tenants, making referrals, carrying out housing option interviews and dealing with a high volume of emails. A member of staff has been taken off furlough leave to assist the team with workload. The Association is encouraging the team to take time off to allow them to disengage from work.

The Property Team which consists of the Technical Services Assistant is administering repairs, gas servicing, working with contractors and assisting with the ARC Return. The ARC return is now completed and has been verified by Christine Dugan. The findings will be presented to the Board at their meeting in June 2020.

Contractor Updates

City Technical: They are completing all gas servicing and emergency repairs. At a virtual meeting last week, they have confirmed that they have all the necessary PPE required to carry out their work. Anyone shielding or feels uncomfortable with contractors coming to their homes during this time, they have confirmed that they wear the full PPE required.

City Building: They are completing all emergency repairs and also picking up some reactive repairs to assist the Association for example, TV Aerials.

Caledonian: Have now resumed services. Stair cleaners are cleaning common areas. The pictures issued with the report shows the work that they have assisted with. They cannot cut the grass in the backcourts as their vans cannot take all the workmen as they are only permitted to take 3.

Richard Irwin: Dealing with emergencies at Buchanan Lodge.

Major Repairs

All Major Repairs have stopped. Director of Operations confirmed that she is working behind the scenes preparing for when we get back to "normal". The window contractor has still to be awarded the contract. Side have confirmed that they will hold the tender price as it had expired. Director of Operations will be holding a virtual Pre Meeting with them.

As we need to install smoke detectors and some windows may slip. We need to be aware of our covenants. A report will be brought back to the Board on major repairs.

Stock Condition Survey

Director of Operations confirmed that the Stock Condition Survey is currently out to tender.

Richard Sullivan enquired as to tenants being protected for 6 months under the COVID-19 legislation and if this legislation affected any of our tenants. Director of Operations confirmed that we have tenants who cannot pay their rent due to various reasons. However, she will not know the full impact as we have not been able to work closely with the tenants. Director of Operations intimated that she will prepare an Arrears Action Plan for the Operations Team so they can contact tenants. She also confirmed that it will probably be another 6-8 weeks before we actually know the outcome. There are some tenants whose circumstances have not changed and choosing not to pay their rent.

Richard Sullivan enquired if we have been doing any work with Citizen Advice. Director of Operations confirmed that our own Advice Team have much more experience to deal with clients. Chief Executive also confirmed that our Advice Team have great relationships with

our tenants. They know them and are trusted. They have an in-depth background knowledge to our tenants.

Richard Sullivan also enquired if there was a target set for benefits gain. Chief Executive intimated that we do not set a target for monies raised. This would be unfair as all clients are different. The level of benefit gained depends on different circumstances. £10 to one person is still a gain and a financial difference to their life.

Richard Sullivan asked if there was any scope for Homestart to continue. Director of Operations confirmed that this would be dependent on the Association accessing funding.

Richard Sullivan enquired if there was any tangible figure on the amount of work that the Team have been doing over the past few months. Director Operations intimated that we have not looked at the number of referrals over the past few months in conjunction to last years. The referrals have come about due to the team contacting tenants by phone rather than tenants referring themselves.

Richard Sullivan enquired of the percentage of rent received being 108%. Director of Operations confirmed that the figure was correct. Although arrears have increased there are still a lot of tenants paying their rent. Director of Finance explained the two figures will likely be based on different lengths of time as Period 1 is around two weeks but money collected must include housing benefit which spans four weeks. An arrears plan will hopefully assist the arrears.

Anna Stuart MBE enquired if the banks should take into consideration COVID-19. Director of Operations confirmed that we cannot spend money that breaches our covenants. We need to plan the Major Repair programme carefully depending on the lockdown restrictions. Chief Executive intimated the we need to manage our programmes of work and our finances within the parameters that are set and if it does mean that some programmes of work slip then this will happen. However, the Board will be informed and we will communicate with our tenants as to why.

Chris O'Brien intimated that with regards to arrears performance slipping, that staff should be made aware that the Board appreciate all the hard work that they are doing and realise the task at hand. Although arrears have increased, staff shouldn't be demoralised by it. We are going through a pandemic and staff cannot control the economic collapse. Director of Operations confirmed that the team are aware of the current circumstances, however as a team they are target driven and don't like not to meet targets. Chris O'Brien confirmed that it is important that staff take time off as they need to be re-energised for when we get back to "normal".

Kim McKee commented that she was really impressed with the work that the staff were doing and understood that it is really hard to stay motivated while working from home. She intimated that it was great to see the team contacting all the tenants and enquiring as to their welfare. Kim also enquired with regards to the voids and asked if there was any feedback on how the tenants had settled in. Director of Operations confirmed that she had not had feedback as yet but will feedback at the next Board Meeting.

George Kelly reiterated his thanks to the staff but confirmed that staff should not be worrying about arrears performance as we will get back to managing it and hopefully the Arrears Action Plan will assist with this.

12a. **AUDIT OF LANDLORD FACILITIES HEALTH, SAFETY & WELFARE MANAGEMENT SYSTEM**

Director of Operations presented the above report previously circulated with the agenda. A lot of actions had been highlighted in the report. The actions have been carried out but not recorded as per the manual. An action plan has been drawn up to take into account the actions highlighted.

12b. **AUDIT OF LANDLORD FACILITIES HEALTH, SAFETY & WELFARE MANAGEMENT SYSTEM – ACTION PLAN**

Director of Operations presented the above report previously circulated with the agenda. The Action Plan takes into account the actions highlighted in the Audit Report. Director of Operations and Housing Manager (Property) when he returns to work from Furlough Leave will be addressing the Action Plan.

After discussion, the Board unanimously approved the Action Plan.

13. **SHARE REGISTER**

The Corporate Services Manager presented the above report previously circulated with the agenda.

In accordance with the Association’s Rules, Section 11, Ending Membership, if Committee are satisfied that “you have failed to attend five annual general meetings in a row and you did not submit apologies”, we will end your membership and cancel your share.

The Board unanimously approved to write to those members who have not complied with Section 11 of the Association’s Rules to inform them of the decision to end their membership. The members will be removed from the share register.

14. **GDPR/FOI**

14a. **CHA PRIVACY POLICY**

Corporate Services Manager presented the above CHA Privacy Policy that had been previously circulated with the agenda.

After discussion, the Board unanimously approved the CHA Privacy Policy.

14b. **CHA BOARD PRIVACY NOTICE**

Corporate Services Manager presented the above CHA Board Privacy Policy that had been previously circulated with the agenda.

After discussion, the Board unanimously approved the CHA Board Privacy Policy.

14c. CHA STAFF PRIVACY NOTICE

Corporate Services Manager presented the above CHA Staff Privacy Policy that had been previously circulated with the agenda.

After discussion, the Board unanimously approved the CHA Staff Privacy Policy.

14d. CHA TENANT PRIVACY NOTICE

Corporate Services Manager presented the above CHA Tenant Privacy Policy that had been previously circulated with the agenda.

After discussion, the Board unanimously approved the CHA Tenant Privacy Policy.

14e. CHA WEBSITE PRIVACY NOTICE

Corporate Services Manager presented the above CHA Website Privacy Policy that had been previously circulated with the agenda.

After discussion, the Board unanimously approved the CHA Website Privacy Policy.

15. CORRESPONDENCE

None

16. APPLICATIONS FOR MEMBERSHIP

None

17. USE OF SEAL

Used on three occasions.

18. ENTITLEMENTS, PAYMENTS & BENEFITS REGISTER

None

19. NOTIFIABLE EVENTS

None

20. **SUBSIDIARY & SUB-COMMITTEE DECISIONS & MINUTES MADE BETWEEN 30TH APRIL – 27TH MAY 2020**

Nothing to report.

21. **HEALTH & SAFETY/HWL**

Risk Assessment – Coronavirus: Risk assessment to be updated with RIDDOR reporting of COVID-19

You must only make a report under RIDDOR (The Reporting of Injuries, Diseases and Dangerous Occurrences Regulations 2013) when:

- an unintended incident at work has led to someone's possible or actual exposure to coronavirus. This must be reported as a dangerous occurrence.
- a worker has been diagnosed as having COVID 19 and there is reasonable evidence that it was caused by exposure at work. This must be reported as a case of disease.
- a worker dies as a result of occupational exposure to coronavirus.

22. **AOCB**

Castlemilk Together: Cassiltoun HA have been awarded funding through the Area Partnership. The Award letter is currently getting signed off and the conditions of the funding are that it is used within the timeframe set by funders and used for the purposes that it has been given for ie food support. ***The Board unanimously approved the conditions of the funding.***

Anna Stuart MBE enquired as to the amount of funding received. Chief Executive to report back to the Board as she did not have this information to hand.

Backcourts/Bins: Julie McNeil raised the issue that tenants are not putting rubbish in bins properly and leaving rubbish beside the bins. Julie intimated that there appears to be a lack of bins. Director of Operations intimated that over £5-6,000 is spent each year in replacing bins but a lot are getting stolen. She intimated that she would speak to Caledonian re replacing bins. The letter going to tenants will also include information about the use of bins and disposing of rubbish.

23. **DATE AND TIME OF NEXT MEETING**

Wednesday 24th June 2020 at 6pm

There being no further business the meeting concluded at 7.55 pm

Signature:
Chair of Board of Management

Date: