

CASSILTOUN HOUSING ASSOCIATION

**MINUTE OF MEETING OF BOARD OF MANAGEMENT
HELD ON WEDNESDAY 26TH AUGUST 2020 AT 6.00 PM
VIRTUAL ZOOM MEETING**

Present:	George Kelly Julie McNeil William Craig Teresa McGowan Evelyn Ferguson	Anne M Stuart MBE Kim McKee Barbara Dusik Chris O'Brien
In Attendance:	Clair Malpas Fiona McGowan Karen Graham	Chief Executive Officer Director of Operations Corporate Services Assistant (Minutes)

1a. WELCOME, INTRODUCTIONS, SEDERUNT & APOLOGIES

George Kelly, Chairperson welcomed everyone to the meeting.

Apologies were received from Richard Sullivan, Debbie Mackenzie, Gamal Haddou, Director of Finance and Paula Brownlie, Corporate Services Manager.

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

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)

Item 13 - Correspondence – Ballantay Bingo – Anna Stuart MBE, George Kelly, Barbara Duisk and Teresa McGowan will not take part in the discussion or decision. Register of Interest to be updated.

3a. MINUTE OF MEETING HELD ON 24TH JUNE 2020

The minutes of meeting held on 24th June 2020 were noted and approved on the motion of William Craig and seconded by Kim McKee.

3b. MATTERS ARISING FROM MINUTE OF MEETING HELD ON 24TH JUNE 2020

Item 5 – Chief Executive’s Bi-monthly – Business Plan – this will be covered under item 5 in today’s agenda.

3c. ACTION LIST FROM MINUTE OF MEETING HELD ON 24TH JUNE 2020

1. Complete
2. Complete
3. Still outstanding in discussions with Ardenglen. *(Paragraph redacted as contains sensitive information)*
4. Gamal Haddou, Director of Finance and Clair Malpas, Chief Executive Officer had a meeting with Barclays within the next few weeks.
5. Complete
6. Complete
7. Complete
8. Complete
9. Complete
10. Complete
11. Complete
12. Complete
13. Complete
14. Complete

4. CHAIRS REPORT

The Chair reported.

Wednesday 8th July 2020 - Public Speaking and Presentation with SHARE via Zoom

Above course was facilitated by Share. The presenter was Sheila Fraser who is a former Toast Master General. Key objectives of the course were designing a structure to suit the audience, controlling nerves, recognising what makes a speaker look confident, having a good opening, good visual support, practice beforehand and how best to use flipcharts.

Wednesday 11th August 2020 - SFHA Webinar on Holding a virtual AGM

Mark Ewing from TC Young Solicitors presented the webinar. Clair Malpas, Paula Brownlie and Karen Graham also attended. Mark explained the process for holding AGM’s and SGM’s under the Westminster Corporate Insolvency and Governance Act 2020 which allows RSL’s to hold virtual AGM’s up until 30th September 2020 even if this is not included in their Rules. It allows members to vote but not participate further in the meeting. Postal voting was also discussed.

Thursday 20th August 2020 – Operations Sub Committee Meeting

Anna Stuart MBE and Teresa McGowan also attended. The agenda included Advice Team Update, Housing Management Update, Property Services and Factoring Update, Stair Cleaning and Environmental contract procurement.

5. CHIEF EXECUTIVE’S BI MONTHLY REPORT

The Chief Executive presented her Bi Monthly Report previously circulated with the agenda.

Business Planning Process

CEO advised that she has been preparing a new Business Plan however the SHR are due to release new guidance by the end of August 2020. CEO proposed that the business plan be placed on hold until the guidance is issued. The Board agreed this was the right thing to do under the circumstances. All agreed that the updated Business Plan and revised operational objectives should be brought to the September board meeting.

SHR's Regulatory Framework & Assurance Improvement Plan

CEO presented the Assurance Improvement Plan that was circulated with the papers. CEO advised that a further scrutiny workshop has been set for 9th September 2020. At the moment SHR still expect the Annual Assurance Statement to be submitted by 31st October 2020 and CEO advised that the Association would be in a position to meet this deadline.

Business Continuity – Covid 19

CEO confirmed all furloughed staff have now returned to work. The majority of staff are continuing to work from home as the Stables does not have the capacity to allow everyone back in with social distancing in place. Priority to be in the office has been given to staff that deliver technical and housing services.

Screens have been installed at the reception area, signage has been installed on the floor and a one way system is in operation. The phone lines are back open to normal service excluding an hour over lunch to allow the receptionist to take a lunch break. The gates have been opened and tenants can access the office for pre-arranged essential appointments (such as allocations and cash payments). The Risk Assessment has been updated and was circulated with the papers.

Teresa McGowan asked if there was a notice advising tenants that it was strictly by appointment only. CEO advised that there is a A3 Poster on the front door advising tenants that access to the office was by appointment only.

Returns to SHR and SFHA

CEO advised that the returns to SHR are monthly and the SFHA are quarterly. CEO then provided a powerpoint presentation showing how the Association compared with other local HA's and HA's of similar stock size. Richard Sullivan had asked prior to the meeting if the arrears overall were down or is the monthly trend during lockdown only decreasing month on month. CEO explained that the April and June were round the wrong way and the arrears had actually increased each month. However, she was pleased to report that the figures for July showed a decrease of £9.

Richard Sullivan also asked prior to the meeting what the reasons for the voids were and when can we re-let properties. Fiona McGowan, Director of Operations advised that we currently had 5 voids, 3 of which were abandonments, 1 was deceased and the other had moved in with family and friends. There are currently 11 pending voids (6 abandonments, 2 overcrowding, 1 medical, 1 to receive support and 1 harassment).

The reason the abandonments are high is due to the fact staff are now able to get out and serve the notices. There have been 13 lets since 1st April 2020 (7 temp accommodation to GCC homelessness, 3 section 5 referrals, 2 waiting lists for medical reasons and 1 succession of tenancy). There have been a couple of sign ups in the office and these have went well. The staff have used one of the larger rooms such as the boardroom and had a screen in between them and the tenant.

Teresa McGowan wished to pass on her thanks on behalf of the Board to the staff team who have worked hard under difficult circumstances.

Subsidiary Governance

The Board noted the minutes of Cassiltoun Stables Nursery dated 18th June and Cassiltoun Trust dated 24th June 2020.

Housing Development and Social Enterprise Centre

Social Enterprise Centre – Stage one application for Scottish Government Regeneration Capital Grant funding for £1.98 million submitted to Glasgow City Council. If stage 1 successful we will be notified in September 2020 and a full application will be required to be submitted in October 2020.

Barlia 3 – Positive discussions with the Council with regard to Energetics connection at Site A and Site C Building Warrants. Extension of Time Claim cannot be fully assessed until Energetics connection made.

Castlemilk Drive – The Building contract was signed by George Kelly and Teresa McGowan on Monday and fences and site hut have been erected on the site. With regard to the strip of land that Crudens have enquired about it was agreed that it would be discussed at a later date as it may delay the current programme, need to establish if the Association owns the land and current residents may have to be consulted.

Nursery Site: Details of the consultation regarding open spaces has gone out in the newsletter and there is a dedicated website “homes by the park” for people to share their views. People can also telephone the office and get a call back to respond by telephone and there will a small scale socially distanced face to face consultation arranged.

Teresa McGowan asked if any of the sites had experienced any damage during lockdown and CEO advised that none of the sites had any damage.

Model Rules and AGM

The Board unanimously approved for TC Young to make the undernoted amendment to the Model Rules as per the Corporate Insolvency and Governance Bill 2020 which will be approved at the SGM on 19th Sept 20

Notwithstanding any other provisions of the Rules (which shall be subject to the terms of this Rule 20) a Member cannot insist on attending a general meeting of the Members, or voting at the meeting, by any particular means. Further, the following provisions shall apply to the conduct of general meetings when so determined by the Committee:-

- 20.1 a general meeting need not be held in any particular place and the meeting may be held without any number of those participating in the meeting being together at the same place.
- 20.2 a general meeting may be held by any means which permits the Members attending to hear and comment on the proceedings during the meeting. Members attending the meeting by such means shall be present at the meeting for the purposes of Rule 24.1.
- 20.3 a Member is able to exercise the right to vote at a meeting (including if a poll is required) by such means as is determined by the Chairperson and which permits the Member's vote to be taken into account in determining whether or not a resolution is passed.

Investors in People and Miscellaneous Staffing Update

IIP - CEO advised that IIP report was very positive and had given some recommendations. Richard Sullivan had asked prior to the meeting what plans were in place to implement the recommendations. It was agreed that an Action Plan would be drawn up to incorporate the recommendations from the report. George Kelly commented that it was a great report and Kim commented that it was great to read and showed the Association is a great employer.

Staff news – the Board noted the staff news (*item redacted as contains sensitive information*)

Staff Appraisals

The Board noted that the appraisals would be complete by the end of August 2020.

Industry Updates

The Board noted the industry updates.

Notifiable Event – Delegated Authority

The Board unanimously approved delegated authority to the Chief Executive to report all operational notifiable events to the SHR. The Standing Orders and Scheme of Delegation will be updated as per our Notifiable Events Policy.

The Board noted and approved the contents of the Chief Executive's Bi Monthly Report.

6a. MANAGEMENT ACCOUNTS – JULY 2020

Chief Executive Officer presented the Management Accounts for July 2020 previously circulated with the agenda.

Chief Executive Officer advised that the most significant items to highlight continues to be the impact of the UK's lockdown on holding back many day-to-day activities, capitalising the nursery site scoping expenditure, further delay at Barlia and the SHAPS pensions valuation. Richard Sullivan asked prior to the meeting what was behind the reduction in the deficit with SHAPS. Chief Executive Officer advised that this was due to improved investment performance of the Pension Scheme, increased contributions from members and the flattening of life expectancy rates.

Richard Sullivan also asked prior to the meeting why is this effect for a single year under 4.7 in the finance report. Chief Executive Officer advised the pension deficit would be affected by the falls in the value of investments in the global stock market and the impact of the economic lockdown on property portfolios which are also part of many pension plans investment portfolios.

After discussion, the Board unanimously approved the Management Accounts for July 2020.

6b. SUBSIDIARY ACCOUNTS – JULY 2020

Chief Executive Officer presented the subsidiary accounts for July 2020 that were previously circulated with the papers. She advised that the Nursery was now back open and numbers attending are positive. Although it was anticipated that sales this year would be lower the Nursery still has sufficient reserves to cover all its costs and may still be able to repay the loan to the Housing Association in full during this financial year.

After discussion, the Board unanimously approved the subsidiary accounts for July 2020

7. HOME WORKING POLICY

Chief Executive Officer presented the Home Working Policy that was previously circulated with the papers.

The Board unanimously approved the Home Working Policy.

8. BOARD OF MANAGEMENT TRAINING PLAN

Chief Executive Officer presented the Board of Management Training Plan that was previously circulated with the papers.

The Board unanimously approved the Board of Management Training Plan for 2020/21.

9. GOVERNANCE SUBSIDIARY DOCUMENTS

As the Board are aware, the undernoted Subsidiary Governance Documents were reviewed by TC Young and were brought to the Board Meeting in December for approval: -

Cassiltoun Trust

- (a) Articles of Association
- (b) Intragroup Agreement

(c) Service Sharing Agreement

Cassiltoun Stables Nursery

(b) Intragroup Agreement

(c) Service Sharing Agreement

There were number of anomalies in the Intra Group Agreement which the Association sought legal advice on i.e. 6.1.10 and 14. The following amendments will be made

6.1.10: All subsidiary papers and sub-committee papers should be circulated to the Parent board at the same time the papers are sent out to the respective subsidiary or sub-committee boards.

This should now read

Subsidiary and subcommittee minutes should be circulated to the Parent Board with the Chief Executive's Bi monthly report. All supplementary reports/papers can be obtained from the Corporate Department

14. Every notice, request or other communication shall be sent by not less than 15 days' notice.

This should now read

Every notice, request or other communication shall be sent by not less than 7 days' notice.

The Board noted and approved the above changes to the above Governance documents. On approval, the documents will presented to both subsidiaries for approval and will then be signed and forwarded back to TC Young.

10. MEMBERSHIP APPLICATIONS

Chief Executive Officer advised that there have been no applications for membership.

11. GDPR/FOI

Chief Executive Officer advised there was nothing to report.

12a. BREACH NOTIFICATION POLICY

Chief Executive Officer presented the Breach Notification Policy that was previously circulated with the papers.

The Board unanimously approved the Breach Notification Policy.

12b. **DATA RETENTION POLICY AND SCHEDULE**

Chief Executive Officer presented the Data Retention Policy and Schedule that was previously circulated with the papers.

The Board unanimously approved the Data Retention Policy and Schedule.

13. **CORRESPONDENCE**

- ***Item redacted as contains sensitive information***
- EVH on behalf of CHAS – requested a donation of £100. **This was unanimously approved by the Board**
- **Ballantay Bingo** – have been raising funds for SAMH during the lockdown and requested a donation of £200 for 4 x £50 vouchers to give out as prizes. **The Board members who reside in Ballantay did not take part in the discussion as they declared an interest. This was unanimously approved by the remaining Board members.**

14. **USE OF SEAL**

The Association's Seal has been used on one occasion.

15. **ENTITLEMENTS, PAYMENTS & BENEFITS REGISTER**

Nothing to report.

16. **NOTIFIABLE EVENTS**

None

17. **SUBSIDIARY & SUB-COMMITTEE DECISIONS & MINUTES MADE BETWEEN 25TH JUNE AND 26TH AUGUST 2020**

None

18. **HEALTH & SAFETY/HWL**

Nothing to report.

19. **AOCB**

(Item redacted as contains sensitive information)

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

Saturday 19th September immediately after AGM

There being no further business the meeting concluded at 7.10pm

Signature:

Date:

Chair of Board of Management

Copies of all reports mentioned within these minutes and any sub-committee reports/ minutes are available on request.