

Management Committee Meeting – 22nd October 2024

Agenda Item 4.0

Minutes of Previous Meeting –28th August 2024

From

Elaine Lister - Director

For Approval

Present:

Frances Cunningham – Chair
Robert McLeary
Gary Gow
Karen McCartney
Mary Ellen McKeown
Natalie Kirk
Heather Ross

In Attendance:

Jim Kerr – Depute Director
Angela Spence – Ideal Outcomes

Frances explained that, due to the scheduled meeting in June being inquorate, those papers would be considered at this meeting prior to the business for August. She acknowledged that this meant there was a lot of business to get through and confirmed that members had read all the papers and were, therefore, prepared to manage the business at hand expediently.

AGENDA ITEM 1.0 – APOLOGIES

Apologies were received from Karen Kirk, James Ross and Elaine Lister, Director.

AGENDA ITEM 2.0 – DECLARATIONS OF INTEREST

There were no declarations of interest

AGENDA ITEM 3.0 – NOTIFIABLE EVENTS

There have been no Notifiable Events submitted.

AGENDA ITEM 4.0 – MINUTES OF THE PREVIOUS MEETING: 28th August 2024

The minutes of the previous meeting held on 28th August 2024 were noted as a true record.

Proposed: Gary Gow

Seconded: Mary Ellen McKeown

Agenda Item 4.1 - Matters Arising

4.1.1 Director’s Appraisal (previous agenda item 4.1.1)

It was noted that the Director’s appraisal had been carried out by the Chair and Secretary with the support of EVH.

4.1.2 Remit for TIS/TPAS (previous agenda item 4.1.3)

Angela advised that the only one return had been received from Tenant Participation & Advice Service (TPAS). The tender documents had been reviewed and assessed in-line with procurement procedures and had been further discussed with both Frances, as Chair, and Robert McGinlay, FMD. TPAS had agreed to split the work and therefore the costs over two financial years to meet budgetary requirements.

Committee noted the cost, remit and the proposed plan of works and agreed that working with TPAS was important to support the Association's ambitions with regards improving its level of customer engagement.

4.1.3 Staff Wellbeing Survey (previous agenda item 4.1.5)

Frances advised that her organisation carried out a survey of staff annually that covered a range of issues such as work/life balance, job satisfaction, management support etc.

It was noted that there had been a number of changes in staff over the past few months and that staff were also aware of the possibility of the Director retiring in the foreseeable future. Members discussed if this was, therefore, a good time to carry out the survey or would staff's views be skewed by these.

It was also noted that staff appraisals were due to be carried out imminently and that, rather than have a separate survey, some of the questions could be incorporated in the appraisal process.

After discussion, members felt, whilst a staff survey had value, a separate, comprehensive exercise could be carried out in the new year.

Members delegated compiling the survey etc to the staffing sub-committee.

4.1.4 Annual Return on the Charter (previous agenda item 6.0)

Committee noted that the Association's return had been submitted before the deadline and that the 3 points of clarification requested by the Regulator had now been responded to satisfactorily.

4.1.5 Repairs & Maintenance Framework (previous agenda item 11)

Members noted that this was now live.

4.1.6 Scottish Housing Regulator's Annual Assurance Statement Visit (previous agenda item 13.1)

Members discussed the report from the Regulator on the visit and agreed that it was a fair reflection of the work that was being done in the Association. Members felt that the progress with the action plan to strengthen assurance was good and were confident that this would support them going forward.

Members noted that the meeting with the Association's Regulation Manager, Joyce Stewart, to discuss the report was scheduled to take place on 3rd September 2024.

4.1.7 Succession Survey (previous agenda item 13.5)

It was noted that all surveys had now been completed and that a report was due to be presented as part of the August papers.

4.1.8 Calendar of Meetings (previous agenda item 13.7)

It was noted that this would be complied once the preferences of members were established.

AGENDA ITEM 6.0 – INTERNAL AUDIT

Jim explained that the Association was required to carry out internal audits of key activities and reminded members that Wbg (formerly Wylie & Bisset) had recently been appointed as the Association's internal auditors following a tendering exercise. The internal audit plan was presented and discussed by members.

Frances noted that this year the proposal is to look at Subsidiary Arrangements, Factoring and follow-ups from previous audits. Jim advised that the audit on the Subsidiary Arrangements has been completed and a full report will be given to the next Finance, Assurance & Risk Sub-Committee (FAR).

Robert asked if there were any issues or recommendations raised in the audit. Jim advised that there was one key recommendation that was being considered by the senior team and would be reported to the FAR.

Committee noted and approved the 3-year Internal Audit Plan as presented for the period 1 April 2024 – 31st March 2027.

AGENDA ITEM 7.0 – TENANT & RESIDENT HEALTH & SAFETY COMPLIANCE

Members confirmed that they had looked at the report and were pleased with the progress made to date. They also noted that the external consultant had now completed the commission, and that staff would now be responsible for maintaining the systems and processes established and for reporting on performance to the Committee.

As there were no questions on the report, it was noted by members.

AGENDA ITEM 8.0 – ANNUAL ASSURANCE ACTION PLAN UPDATE

Angela Spence presented the paper and explained that she had refined the action plan and removed any duplications in actions. These had been collated as a separate appendix for completeness and to allow members to follow an audit trail.

She advised that the 127 actions that had been completed and previously reported to members were not included in the update so that members could clearly see the remaining actions still outstanding.

She advised that, at the time of writing, 7 actions were behind schedule and that these were mainly policy work. Some actions had been delayed due to the cancelled meeting June but outstanding actions were highlighted in red with an explanation as to the delay.

One of these was a review of the Anti-fraud, Bribery & Corruption Policy but that this had been held pending the proposed Committee training event. Jim advised that a Bribery Policy had been considered at the last FAR meeting and this action could therefore be classed as complete. The policy could however be reviewed following the training if members wished.

Angela noted that some of the actions still on the plan were not, as yet, due. Overall, Angela stated that she felt good progress had been made and advised that the update report would continue to be presented to Committee each month until such times as all actions had been completed.

Committee noted the report.

AGENDA ITEM 9.0 – STANDING ORDERS REVIEW

Angela Spence presented the paper and noted that it was a large piece of work for members to consider, However, she stressed that the Standing Orders were extremely important as they set out how the Association conducted its business. These were supplementary to the Association's Rules.

She reminded members that, at the Planning Day, there had been discussion on the Association's governance structure and what activities and decisions should sit with the full Management Committee, each sub-committee and what could or should be delegated to staff. She further highlighted that any changes to where delegated authority sat had to be reflected in the Standing Orders as well as any appropriate policies.

Angela asked Committee to clarify if they wished the Staffing Sub-Committee to meet a specific number of times in the year or just as required.

Members agreed that the Staffing Sub-Committee should only meet "as required" and noted that the Standing Orders will be updated to reflect this.

Angela highlighted that, when selecting members of the Aspire Community Development Board, these should also be members of the Finance, Assurance & Audit Sub-Committee as these meetings were combined.

Members discussed the expectation that members serve on at least one Sub-Committee but no more than 3. Angela advised that the recent survey of members had highlighted that some members were on all of the Sub-Committees and were finding the workload and time commitment quite onerous. The new draft standing Orders state that all members will serve on at least one Sub-Committee. Angela

therefore urged members to share the workload and volunteer to sit on at least one of the sub-committees to comply with the new Standing Orders.

Angela referred to a number of key elements of the Standing Orders that had been either been added or clarified including the processes for taking, reporting and filing confidential minutes and Urgent Decisions required out with Committee meetings.

She also reminded members that the Standing Orders state that meetings should not exceed 2 hours and where meetings go beyond that in had to be minuted that the Standing orders had been suspended. However, the meeting should only go on for an additional 30 minutes and any business not concluded by then should be carried forward to the next meeting.

Members considered the remit of the Sub-Committees and discussed the process for approving the minutes of meetings in light of the points raised by the regulator regarding all members getting information on performance. Members sought clarification on where the minutes should be approved and when they should go to the full Management Committee.

Angela clarified that the Standing Orders state that a draft minute of the sub-committee meeting should be presented to the next Management Committee for approval along with all the papers to ensure that all Management Committee members are aware of the content of Sub-Committee business. Members present at the Management Committee meeting that were also present at the sub-committee meeting can highlight key discussions and decisions.

Frances sought clarification on the appointment of Chairs for the Sub-Committees and that they will also be Office Bearers. Angela confirmed that this doesn't mean that the Chair of a Sub has to be the Chair, Secretary or Vice-Chair of the Management Committee, simply that the Chair will be recognised as an Office Bearer for that particular sub-committee. Angela further advised that Chairs of Sub-Committees have to fully understand their role and that this may require them to undertake some learning and development on the role of the Chair.

She highlighted that the Chair of the Management Committee can not be the Chair of any of the Sub-Committees.

Under the Remit for the Operational Sub-Committee, Angela asked for clarification regarding the approval for an eviction. Committee had a discussion on where the responsibility for deciding to implement a decree should lie. It was recognised that staff had put in a lot work prior to legal action being implemented and much of this was reported back to the Operational Sub-Committee. It was also reiterated that the policy on managing arrears stated that eviction should only be a last resort.

Jim advised that the current policy and procedures stated that staff made a recommendation to the Sub-Committee based on factors including if the tenant had engaged with the Association to make an arrangement or make any payment towards clearing the arrears since the decree had been granted.

After considering the options Committee agreed that the decision to enforce the decree and evict should be made by the Management Committee.

Members had a discussion on the responsibilities of members of the Management Committee and, in particular, the time commitment that was involved as per the time commitment schedule in the Standing Orders. Members were concerned that someone new to the Committee could feel overwhelmed with the amount of paperwork, number of meetings etc and this might put some potential new members off.

Angela acknowledged the risk but stated that she wanted to give new members a realistic assessment of what would be required.

Angela referred to Appendix 9.9 – Scheme of Delegated Financial Authority and explained that the levels of authorisation in the Financial Regulations did not always match those in the Procurement Policy.

Members considered the figures contained in both the Financial Regulations and the Procurement Policy and approved the proposed changes to the levels of financial delegation and gave delegated authority to staff to make the required changes to ensure both documents reflected the same levels.

Members considered the proposed Scheme of Delegated Authority that detailed what decisions and activities were reserved to the Management Committee and what was to be delegated to the appropriate Sub-Committee and/or Management Team.

Members approved the draft Standing Orders with agreed amendments.

AGENDA ITEM 10.0 – RULE CHANGE

Jim Kerr presented the paper on behalf of Elaine Lister, Director.

It was noted that co-optees and appointees present at the meeting could not vote on Rule changes and Heather Ross therefore would not participate in the decision on this matter.

Members discussed the current clause on the Rules and agreed that any restrictions on the number of elected members that could be on the Management Committee should be avoided.

Members approved a proposal to change the Rules to allow no more than 1 appointee on the Management Committee at any one time and for this to be presented for approval to the membership at a Special General meeting.

It was agreed that the SGM should precede the AGM on 17th September 2024 to allow for election of new members.

AGENDA ITEM 11.0 – ANNUAL GENERAL MEETING

Jim Kerr presented the paper in Elaine's absence.

After discussion members agreed;

- To the proposed arrangements for this year's AGM
- To have a raffle upon entrance to the AGM but no 'social event' afterwards
- To recommend Chiene & Tait Ltd as the Association's external auditors for the next financial year
- Karen McCartney, Mary Ellen McKeown and Gary Gow would stand down

Members also noted that James Ross and Heather Ross required to stand for election as they were an appointee and co-optee respectively

AGENDA ITEM 12.0 – COMMITTEE DIGEST

12.1 Freedom of Information Register 2023/2024

Robert referred to the request regarding the transfer of stock, rental income etc and asked if the Association was obliged to provide the information. Jim advised that requests that fell within the remits of the Freedom of Information legislation had to be responded to within the set timescales. The Association commissioned Information Law Solutions to manage these requests and confirmed that any information available relating to the request had been provided.

Members noted the report.

12.2 Subject Access Requests 2023/2024

Members noted that there had been no Subject Access Requests made during the period.

12.3 Annual Assurance Evidence Bank Review – Assurance & Notification

Jim presented the third review of the Evidence Bank and covered Regulatory Standards AN1 – AN5.

Members noted the evidence of compliance and the plans for additional evidence to strengthen the level of assurance.

12.4 Review of the Strategic Risk Register

Jim noted that the Strategic Risk Register reviewed at the Planning Day had been considered at the FAR Sub-Committee meeting in May 2024 and was recommended for approval.

Members considered the reviewed Risk Register and approved the amendments.

12.5 Schedule of Reports

Committee noted that the reports had been presented to the Management Committee in line with the schedule.

AGENDA ITEM 13.0 – DRAFT VALUE FOR MONEY POLICY

Frances confirmed that members had read the policy and invited questions on the draft.

As there were no questions regarding the policy, members approved the policy.

AGENDA ITEM 14.0 – CORRESPONDENCE

Members noted all items of correspondence

Frances advised that all items of business deferred from June's meeting had now been concluded and the papers for August would be considered.

AGENDA ITEM 1.0 – APOLOGIES

Apologies were received from Karen Kirk, James Ross and Elaine Lister, Director.

AGENDA ITEM 2.0 – DECLARATIONS OF INTEREST

Frances declared an interest in agenda item 9.6 as she worked with one of the applicants for membership.

AGENDA ITEM 3.0 – NOTIFIABLE EVENTS

There have been no Notifiable Events submitted.

AGENDA ITEM 4.0 – MINUTES OF PREVIOUS MEETING: 18TH JUNE 2024

The minutes of the previous meeting held on 18th June 2024 were noted as a true record.

Proposed: Robert McLeary

Seconded: Mary Ellen McKeown

AGENDA ITEM 5.0 – MINUTES OF PREVIOUS SUB-COMMITTEE MEETINGS

5.1 Draft Minutes of Operational Sub Committee: 11th June 2024

Members noted the minutes and that these would be presented to the next Sub-Committee meeting for approval as a true record of the meeting.

Members noted that the new process for Sub-Committee minute approval from the Standing Orders would apply from the date of this meeting.

AGENDA ITEM 6.0 – ANNUAL ASSURANCE ACTION PLAN UPDATE

Angela Spence noted that much of the update presented had already been considered under the papers for June's and therefore highlighted only those items where the status had changed.

She reiterated that progress with the action plan continued to be made and updates would be presented each month until all had been completed.

Members noted the update and complimented staff on the progress that had been made to date.

AGENDA ITEM 7.0 – MANAGEMENT COMMITTEE SUCCESSION PLAN 2024 – 2025

Angela Spence presented the report and the appendices. She explained that throughout the Regulatory Framework there were references to the importance of robust succession planning to avoid the risk of falling below the minimum number of Committee members.

She reported that no Committee member had stated that they were intending to resign from the Committee which was positive.

With regards succession to the position of Office Bearers, Angela reported that a number of members had indicated that they would be interested in taking on a role in the future.

Robert advised that he would be looking to stay on the Committee for at least another 2 years to support the Chair and a new Director in the event that the current senior officer retired as she had previously intimated.

Part of the Succession Plan highlighted where learning and development for Office Bearer roles would be beneficial in order to ensure that individuals were equipped to take on the role. This would require investment by the Association and a commitment from the individuals. Learning and development would include attending training but also participating in networking events and, possibly some shadowing of current Office Bearers.

It was noted that Gary Gow was already undertaking some training in preparation of taking on the role of Chair next year. Frances commented that some mentoring from an experienced Chair of another Association might be of benefit for her as the role was new to her.

Members noted that there were at least 4 people who had expressed an interest in joining the Committee at the AGM. Angela acknowledged that this was an extremely positive step but reminded members that it was also important to ensure that members considered any skills gaps that needed to be addressed.

Taking into account the skills and knowledge of the current Committee members, Angela noted that it would be beneficial to have a number of additional expertise in a number of areas including;

- Experience of working with the Scottish Housing Regulator
- Housing Management

- Asset Management and landlord health and safety
- Role as an employer
- IT
- Audit and risk
- Customer engagement and tenant participation

It was noted that some of the potential new members are likely to have some of these skills, thereby filling some of the skills gaps identified.

Angela advised that the Committee should also consider Equality and Diversity within members and ensure that membership of the Committee reflects its tenant's profile. She further advised that she would be presenting a future report on the comparison between the equalities data for Committee members and that for tenants.

Members noted and approved the recommendations made in the report, the proposed succession plan and Learning and Development Plan.

AGENDA ITEM 8.0 – 9-YEAR EFFECTIVENESS TESTS

Angela advised members that the report was confidential and the minutes of the discussion would not be published.

She further advised that the individual members concerned could not participate in the decision making process relating to their own request to stand for re-election.

Angela explained that the Regulatory Framework requires that members wishing to stand for re-election that have over 9-years service, demonstrate their on-going effectiveness as a Committee member.

The Regulator has stressed that this is not a mechanism for removing long-standing members but is intended to ensure that every member is actively participating and contributing to the business of the Association.

Angela explained the process with individuals completing a questionnaire which is reviewed and commented on by the Chair and her, as an external, independent assessor.

After considering each questionnaire and assessments by the Chair and Angela Spence, each member was proposed, seconded and approved for standing for re-election onto the Management Committee.

AGENDA ITEM 9.0 – COMMITTEE DIGEST

9.1 Secretary's Report

Jim explained that the Rules required that the Secretary confirmed to the Management Committee that Rules 62 – 67 have been followed. This has to be done in writing at the last meeting prior to the Annual General Meeting.

Members noted the Secretary's report.

9.2 FMD Contract

Members unanimously approved renewing the 3 year contract with FMD.

9.3 GWSF Consultation

Members discussed the background to the consultation exercise being carried out by GWSF.

Members gave the Director the authority to submit a collective response on behalf of the Committee.

9.4 GWSF Conference

Karen McCartney and Mary Ellen McKeown asked to be booked on the conference.

Any other members wishing to attend to contact the office.

9.5 Martin Aitken Associates

Jim Kerr advised that Martin Aitken Associates had submitted notice of their intention to end their lease after over 20 years relationship with the Association.

Tom and Hugh have asked that their thanks be passed on to the Committee.

As way of thanks for their support and assistance over the years, members asked that the Association mark the occasion with a small gift for Tom and Hugh.

9.6 Membership Applications

Jim advised that, following a recent recruitment exercise, there are a number of applications for membership with some applicants noting interest in joining the Management Committee.

Members considered the following applications;

Marina Costello – tenant of the Association

Catrina Miller – currently a Director of a RSL
Interested in standing for election to the Committee at AGM

Adele Fraser – previous Director of a RSL
Interested in standing for election to the Committee at AGM

Yvonne McKenzie – tenant of the Association

Darren Ward – currently works in a RSL as a Housing Assistant
Interested in standing for election to the Committee at AGM

Karha Hughes – currently works with a RSL
Interested in standing for election to the Committee at AGM

Frances Cunningham declared an interest in this application as she worked with her.

Members noted that the applicants interested in standing for election to the Management Committee would bring a range of skills to the Committee that would strengthen its experience and knowledge.

Jim advised that a tenant of the Association had also expressed an interest in joining the Committee and this would be followed up prior to the AGM.

Members approved all applications for membership and noted their delight at the success of the recruitment exercise.

9.7 SHR Thematic Report on Preparing the Annual Assurance Statement

Members noted the report.

9.8 Commission of Independent Tenant Engagement Specialist

Jim advised that only TPAS submitted a return following the tender exercise via PCS Quick Quotes.

Members discussed the importance of strengthening the Association's level of engagement, consultation and participation as this was an area it was not fully meeting the Regulatory requirements. It was noted that this was highlighted in the Association's Annual Assurance Statement as a priority and a number of actions on the Annual Assurance Action Plan would be addressed by the commission of an organisation experienced in community engagement.

Jim further advised that he and Angela had met with TPAS to discuss their action plan for meeting the Association's objectives.

Members noted the tender report and the commission to TPAS and asked for updates with progress.

9.9 Training Session

Members noted the arrangements for the training session on Saturday 2nd November and asked for a reminder to be sent to members in advance.

9.10 Meeting with Scottish Housing Regulator

Jim advised that the meeting with the Regulator to discuss the Annual Assurance Statement visit had been arranged for 3rd September 2024. He stressed the importance of as many members attending as possible.

Jim confirmed that Elaine would be attending and that it would be Joyce Stewart, the Association's Regulation Manager, from the SHR.

Karen McCartney submitted her apologies.

Members noted the arrangements for the meeting and asked for the SHR's letter to be circulated to members prior to the meeting.

AGENDA ITEM 10.0 – PROGRESS WITH STRATEGIC OBJECTIVES

Jim Kerr presented the report on behalf of Elaine. He highlighted that the objective of exploring the options for offering hybrid working was red as no progress had been made with that to date.

Members discussed the move towards hybrid working within the sector and the increasing expectation that this would be offered as part of the recruitment package. It was agreed that this remained an objective.

Jim highlighted;

- That the stock condition surveys were due to start in September
- The ARC validation has been completed and a report with recommendations is due
- The review of the self-assessment against regulatory standards is on-going
- The review of the content and format of performance reports is ongoing

Angela advised that she would be carrying out an independent assessment of the Committee reports and making recommendations for improving the quality of performance information members were getting.

Committee members noted the progress made with achieving the strategic objectives.

AGENDA ITEM 11.0 – REPORTS FROM THE FAR SUB-COMMITTEE

Jim advised that the papers had previously been presented to the Finance, Assurance & Risk Sub-Committee and were now being recommended to full Management Committee for approval.

Members discussed the key points in each of the reports and draft policies.

After discussion and clarification of key points, member noted and approved the following;

- Reviewed Audit Policy & Procedures
- Reviewed Fraud & Bribery Policy
- Report & Financial Statement – RCHA
- Audit Summary Report – RCHA
- Response to Audit Summary – RCHA
- Letter of Presentation – RCHA
- Covenant Compliance Certificates
- Report on Financial Statement – ACDC
- Letter of Representation – ACDC
- Covenant Compliance Certificate - ACDC

AGENDA ITEM 12.0 – CORRESPONDENCE

12.1 Letter from Landemer Day Committee

Members noted the letter of thanks for the Association's donation.

Frances advised that she had attended the event on behalf of the Committee and reported that the day had been a success.

AGENDA ITEM 13.0 – ANY OTHER BUSINESS

13.1 Procurement

Angela referred to the decision made earlier regarding renewing the contract with FMD for the provision of financial services and highlighted that there was no discussion on whether the contract represented value for money or if the process of renewing the contract met the terms of the Association's Procurement Policy.

Jim advised members that the contract was on the same terms and conditions and that the fees normally increased in line with the agreed percentage increase in salaries as negotiated with EVH and the Union.

Robert stated that the Committee had previously considered the service provided and gone through an exercise of comparing costs of other options such as employing a Finance Manager, support from another external agency etc. At that time the Committee had decided that the quality of the specialist service provided by FMD versus the costs represented good value for money.

Angela advised that this should be reflected in the minutes to demonstrate that the Committee had gone through the process.

Frances stated that the Committee should consider going through a full procurement exercise before awarding the contract once this one ended.

Frances advised that the 2 hours allowed for meeting had been reached.

As the tabled business was almost complete, members agreed to suspend the Standing Order.

13.2 Factoring Review

Jim advised that, as part of the asset management review being carried out, aspects of the factoring service had been looked at and a number of issues had been highlighted, including the need for integrated IT systems and debt collection processes.

Due to the ongoing absence of the Factoring Officer and the limited understanding of the current systems and processes, reviewing the procedures and case histories had proven to be extremely difficult. Costs had therefore been obtained to have an external consultant carry out a comprehensive review, pursue appropriate action for the collection of long outstanding debts and implement improvements to the current processes.

Jim confirmed that Elaine, as Director, had the delegated authority to approve the initial review.

Gary commented that having effective and efficient systems would be beneficial to the Association and would save money in the long run.

Robert expressed the opinion that factoring had been a problematic area for the Association for some time and some of the issues around factoring would be difficult to resolve satisfactorily. He asked if the review could consider other options such as delivering it through a third party. Frances noted that such an option would need to be assessed to see if it would deliver value for money as there would be a cost to the Association.

Jim acknowledged that this could be option for consideration and had been one taken by another RSL although the circumstances had been slightly different. He stated that he would confirm that this option would be considered and a recommendation made as part of the review.

14.0 – DATE OF NEXT MEETING

Jim reminded members that the AGM was being held in the office on Tuesday 17th September. The AGM would be preceded by a SGM to consider the proposed change to the Rules.

On the proviso that the AGM did not have to reconvene the following week, there would be a Management Committee meeting on the 24th September to elect the Office Bearers, agree the membership of the Sub-Committees and get the annual declaration and Code of Conducts signed by Committee members.

As there were no other items of business the meeting closed at 8.00pm.