

**Meeting of the Board of Management
to be held in person on September 27th 2022 at 6pm
via Microsoft Teams and partially on Microsoft Teams at 423 London Road**

AGENDA

	<u>LEAD PERSON</u>	<u>ACTION</u>
1. Apologies and welcome to new Executive Team Member	Gary Naylor	
2. Declaration of interests	Gary Naylor	
3. Composition of Board of Management to September 2023	Gary Naylor	For decision
4. Selection of Office Bearers a) Chair b) Vice Chair c) Secretary	Gary Naylor	For decision
5. Minute of meeting held on 16th August 2022	Pauline Casey	For approval
6. Matters arising from meeting of 16th August 2022	Pauline Casey	
7. Appointment to Board of Management, Sub-Committees, subsidiary companies and external bodies:- a) Board of Management: Including Derek Quinn as observer. b) Audit and Risk Sub-Committee: We require a minimum of three and a maximum of eight Board of Management members. c) Staffing Sub-Committee: We require a minimum of three and a maximum of eight Board of Management members. d) Thenue Trust: There are 4 Trustees by virtue of office Chairperson, Vice Chair, Director of Finance and Chief Executive. e) Thenue Housing Services: One Board Member, Director of Finance, Chief Executive and Director of Property Services. f) Thenue Communities: proposed Board membership is Eleanor Derbyshire, Gary Naylor, Margaret McMillan, Joan Soutar and Angela Lombardi. g) Employers in Voluntary Housing, (EVH): currently vacant due to Owen Stewart standing down from Board Advisory capacity h) Scottish Federation of Housing Associations (SFHA): currently Gary Naylor	Gary Naylor	For decision

		LEAD PERSON	ACTION
8.	Code of Conduct, Health and Safety, and equal opportunities monitoring:	Gary Naylor	
	a) Code of Conduct for Governing Body members		For noting
	b) Health and Safety responsibilities for Board of Management members		For decision
	c) List of authorised suppliers		For noting
	d) Declarations of Interest Form – attached separately		For completion
	e) Equal Opportunities Monitoring Form – attached separately		For completion
9.	Board appraisals 2022	Gary Naylor	For information
10.	Data Protection Policies	Gary Naylor	For decision
	10.1 Data Protection		
	10.2 Social Media		
	10.3 Information Security Incident and Personal Data Breaches		
	10.4 Data Subject Rights Procedure		
11.	Allocations and Voids Policy Handbook	Michael Byrne	For decision
12.	Chief Executives Report	Gary Naylor	For information
13.	Subsidiary company minutes and others (draft)	Chair	For information
	13.1 Thenue Communities AGM 8 August 2022		
	13.2 Thenue Trust AGM 9 August 2022		
	13.3 Thenue Housing Services Ltd AGM 9 August 2022		
	13.4 Health and Safety Committee 29 August 2022		
14.	Any other competent business	Chair	As appropriate
15.	Date of next meeting – Tuesday 11th October 2022 at 6pm		

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 27 September 2022 at 6.00pm
remotely on Microsoft Teams and partially in person
at 423 London Road, Glasgow, G40 1AG**

Present: Pauline Casey (Chairperson), Maureen Dowden, David Keltie-Armstrong, Allan Anderson, Robert Kelly and Brian McMahon

Observing: Owen Stewart and Derek Quinn

Attending: Gary Naylor, Eleanor Derbyshire, Barry Allan, Michael Byrne, Ray MacLeod and Nikita Watson

1. APOLOGIES AND WELCOME TO NEW EXECUTIVE TEAM MEMBER

Gary Naylor welcomed Barry Allan, Director of Finance, IT and Corporate Services to his first Board meeting. Apologies were received from Linda Chelton, Howard Mole and Abdifatah Hayde

NOTED

2. DECLARATIONS OF INTERESTS

There were no declarations of interests.

NOTED

3. COMPOSITION OF THE BOARD OF MANAGEMENT TO SEPTEMBER 2023

Gary Naylor, following the Annual General Meeting (AGM), confirmed the composition of the Board of Management of 9 elected members. Gary advised Florence O'Hale had stepped down to join the Scrutiny Panel and that Howard Mole and David Keltie-Armstrong had been re-elected.

DECIDED

4. SELECTION OF OFFICE BEARERS

Gary Naylor referred to the Board appraisal process and report confirming Office Bearers to be the same as last year as follows:

Chairperson - Pauline Casey

Vice Chair - Maureen Dowden

Secretary - Gary Naylor

The Board of Management approved the Office Bearers. Proposed by Brian McMahon and seconded by David Keltie-Armstrong.

DECIDED

5. MINUTE OF THE MEETING HELD ON 16 AUGUST 2022

The minute of the meeting held on 16 August 2022 was agreed as a correct and accurate record of the proceedings. The minute was proposed by Maureen Dowden and seconded by David Keltie-Armstrong.

APPROVED**6. MATTERS ARISING FROM THE MEETING HELD ON 16 AUGUST 2022**

There were no matters arising.

NOTED**7. APPOINTMENT TO BOARD OF MANAGEMENT, SUB-COMMITTEES, SUBSIDIARY COMPANIES AND EXTERNAL BODIES****7.1 Board of Management**

The composition of the Board was agreed at Agenda item 3 with Owen Stewart is stepping down as observer and Derek Quinn continuing to observe and advise for another 12 months.

DECIDED**7.2 Audit and Risk Sub-Committee**

Gary Naylor intimated Standing Orders require a minimum of 3 Board Members and maximum of 8 to form the Audit and Risk Sub-Committee. Gary advised Board Members remained the same as last year as follows:

Pauline Casey, Linda Chelton, Abdifatah Hayde, Robert Kelly, David Keltie-Armstrong, Bryan McMahon and Howard Mole. Proposed by Maureen Dowden and seconded by Brian McMahon.

DECIDED**7.3 Staffing Sub-Committee**

Gary Naylor again confirmed a minimum of 3 Board Members and maximum of 8 were required to form the Staffing Sub-Committee for any staffing matters and staffing structure for the Business Plan. Gary again advised Board members remained the same as last year as follows:

Allan Anderson, Pauline Casey, Maureen Dowden, Abdifatah Hayde and Brian McMahon. Proposed by Maureen Dowden and seconded by David Keltie-Armstrong.

DECIDED**7.4 Thenue Trust**

Gary Naylor advised the Trust Deed specified Trustees to be by status of office – Chief Executive, Director of Finance, Chairperson, Vice Chair and Chair of the Staffing Sub-Committee.

DECIDED**7.5 Thenue Housing Services**

Gary Naylor confirmed one Board member Howard Mole was a Director along with himself as Chief Executive, Director of Property Services, Eleanor Derbyshire and Director of Finance, IT and Corporate Services.

DECIDED

7.6 Thenue Communities

Gary Naylor intimated the composition of the Board of Directors was two staff members himself and Eleanor Derbyshire with community representation of Margaret McMillan, Joan Soutar and Angela Lombardi.

DECIDED**7.7 Employers in Voluntary Housing (EVH)**

With Owen Stewart standing down, Gary Naylor invited Board members to take on the role. There was no interest and the Board of Management agreed Gary Naylor to take on the role.

DECIDED**7.8 Scottish Federation of Housing Associations (SFHA):**

Gary Naylor intimated he was happy to continue as representative. The Board of Management agreed to Gary continuing as SFHA representative.

DECIDED**8. CODE OF CONDUCT, HEALTH AND SAFETY AND EQUAL OPPORTUNITIES MONITORING:****a) Code of Conduct for Governing Body Members**

Gary Naylor explained this was an annual update and straightforward declaration process with 6 items to be considered. The Board of Management noted the process and documentation.

NOTED**b) Health and Safety responsibilities for Board of Management members**

Gary Naylor advised the Policy statement and overview outlined in section 3. Confirmed item needs approved. The Board of Management approved the annual Health and Safety Policy Statement

DECIDED**c) List of authorised suppliers**

Gary Naylor referred to the full list of authorised suppliers. Total number currently stands at 566.

NOTED**d) Declarations of Interest Form – attached separately**

Declarations of Interests form is supplied and requires signing.

NOTED**e) Equal Opportunities Monitoring Form – attached separately**

Gary Naylor intimated the form had been issued for completion and requested they be signed and returned.

NOTED**9. BOARD APPRAISALS 2022**

Gary Naylor intimated it was a lengthy report bringing together outputs and outcomes. Gary advised 9 out of 10 appraisals were carried out throughout August and the beginning of September which included the appraisal of the Chairperson and Chief Executive. Gary found it a positive experience with everyone's thoughts and opinions. Gary highlighted the following key points:

- Stock tour to be arranged for the Spring of 2023 and may become a yearly event.

- A couple of Board Meetings to be identified as in person meetings during the course of the year. The hybrid option to remain for other meetings as deemed to be working well and enables members to attend more frequently.
- Review of how financial reports are written and presented to allow greater transparency and understanding from members when making key decisions.
- Further discussions regarding the Vice Chair role now 2 members have been identified as interested in taking on the role from September 2023.
- Succession planning remains in progress. There is an importance in recruiting tenant Board Members and also looking to recruit new professional members as we are due to have 2 experienced members come to the end of their 9 years next year.
- Explore further training options around Regulation and Governance.

Gary Naylor invited Board Members to ask questions or make comments. The following was noted:

Board members thanked Gary Naylor for the helpful feedback and positive steps going forward.

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The Board of Management noted the contents of the report and the main conclusions.

NOTED

10. DATA PROTECTION POLICIES

Gary Naylor advised Lynne McKenzie-Juetten has been working on the Data Protection Policy and the Association has engaged the services of an external Data Protection Officer through RGDP LLP, to provide independent data protection support on a regular basis and to ensure that Thenue has the appropriate technical and organisational measures to integrate data protection into our processing activities.

A review of the Association's existing Data Protection policies and procedures had been carried out by RGDP LLP and an action plan had been created. RDGP had provided template policy documents which have been adapted for Thenue to ensure compliance and best practice. The policy revision and additions were as follows:

10.1 Data Protection

10.2 Social Media

10.3 Information Security Incident and Personal Data Breaches

10.4 Data Subjects Rights Procedure

The Board of Management approved the revised and new Data Protection policies and procedures.

NOTED

11. ALLOCATIONS AND VOIDS POLICY HANDBOOK

Michael Byrne advised the policy handbook was now due for review and last reviewed and approved in September 2019. Michael highlighted the following changes:

- Applicants who must leave their home due to domestic violence will be placed in the High Priority Group.
- Those under 60 in need of Retirement Housing will be considered if they have an enduring health condition and need for Retirement Housing.
- Amended 'Medical Need' category to 'Health & Wellbeing Need' and included Mental Health and Wellbeing as potential illnesses that can be alleviated with a move to a new property.

- Michael advised that those applicants awarded high medical priority for mobility issues will not be considered for rehousing in properties with internal stairs.
- The policy will be issued for tenant consultation and he has been in contact with the 3 area associations regarding this. The final draft will be presented if any changes are required otherwise it will be issued in November.

Michael Byrne invited Board Members to ask questions or make comments. The following was noted:

- With reference to terminology, typing error and discrepancies and discrepancies on pages 49 and 65, Board members requested correction and rewording.
- Applicants with high mobility points wouldn't normally be considered for accommodation with internal stairs, however, following discussion property could be adapted to suit their needs with each case to be considered with individual merit and assessment by an Occupational Therapist. The wording to be clear and appropriate. Michael Byrne agreed to adjust the wording to be as open ended as possible to accommodate this.

The Board of Management approved the Allocations and Voids Policy Handbook subject to agreement through the consultation process by November 2022 and noted the Policy will only be referred back if amendments are required.

DECIDED

12. CHIEF EXECUTIVES REPORT

Gary Naylor referred to the report and highlighted:

- The Scottish Government's recent announcement for a rent freeze with immediate effect for all private and social landlords. In addition to this, evictions will also be suspended until the end of March 2023. Thenu are currently involved in group discussions within the sector and it is hoped that clarity and details are provided in the coming weeks to allow effective forward planning. Gary confirmed the difficulty with inflation and interest rates and will explore different scenarios for this. Ideas will be brought to the Business Planning session in November. Proposal is to hold off consultations until further information from the Scottish Government is given. All scenarios will be looked at including the repairs and development programmes. Currently looking at what this means for us as a Business. Gary advised it is important to maintain service delivery and to have a sensible approach.

Gary Naylor invited the Board of Management to ask questions or make comments. The following was noted:

- Board members expressed it is important to have clarification to plan before Christmas for tenant consultation on the next financial year if rent is increasing.
- Has the Scottish Housing Regulatory made comment or statement on their view of a potential rent freeze? Gary Naylor intimated there had been no specific statement or comment other than continue as normal.

DECIDED

13. SUBSIDIARY COMPANY MINUTES AND OTHERS (DRAFT)

- 13.1 Thenue Communities AGM 8 August 2022**
- 13.2 Thenue Trust AGM 9 August 2022**
- 13.3 Thenue Housing Services Ltd AGM 9 August 2022**
- 13.4 Health and Safety Committee 29 August 2022**

Pauline Casey advised the minutes were for information only and any questions or comments to be made out with the meeting to the relevant officer or chair.

NOTED**14. ANY OTHER COMPETENT BUSINESS**

Pauline Casey welcomed all the Executive Team to the meeting and thanked everyone for coming. Pauline confirmed this was Owen Stewart's last meeting and thanked Owen for the many years he has provided a service to Thenue. Gary Naylor presented Owen with his long service gift. Owen Stewart thanked the Board of Management and advised he was proud to be a member for several years.

NOTED**15. DATE OF NEXT MEETING**

The next meeting will be held on Tuesday 11 October 2022 at 6:00pm remotely on Microsoft Teams or in person in the Boardroom.

The meeting concluded at 6:30pm

I certify that the above minute has been approved as a true and accurate record of the proceedings.

NOTED

Pauline Casey
Chairperson

Date: 11 October 2022