

**Meeting of the Board of Management to be held at 6pm  
on Tuesday 20 June 2023 in person at 423 London Road, Glasgow, G40 1AG  
or at remote locations via Microsoft Teams**

## **AGENDA**

	<u>Lead person</u>	<u>Decision or information</u>
1. <b>Apologies for absence</b>	Pauline Casey	For information
2. <b>Declarations of interests</b>	Pauline Casey	For information
3. <b>Minute of the previous meeting held on 23 May 2023</b>	Pauline Casey	For approval
4. <b>Matters arising from the meeting of 23 May 2023</b>	Pauline Casey	If required
5. <b>Business Case and Proposed Amendments to Thenue Rules</b>	Gary Naylor	For approval
6. <b>Communication &amp; Engagement Strategy Presentation (To be delivered on the evening)</b>	Michael Byrne	For approval
7. <b>Major Repairs Report 23/24</b>	Eleanor Derbyshire	For approval
8. <b>Corporate Policy Handbook Review</b>	Gary Naylor	For approval
9. <b>Governance Policy Handbook Review</b>	Gary Naylor	For approval
10. <b>Chief Executive's report</b>	Gary Naylor	For information
11. <b>Subsidiary Companies and other minutes</b> 11.1 Thenue Communities Draft Minute 22 May 2023	Pauline Casey	To note
12. <b>Any other competent business</b>	Pauline Casey	If required
13. <b>Résumé of meeting</b>	Pauline Casey	
14. <b>Date of next meeting on 15 August 2023</b>		To note

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting  
held on Tuesday 20 June 2023 at 6.00pm  
in person and remotely on Microsoft Teams**

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

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

**1. APOLOGIES FOR ABSENCE**

Apologies were received from Barry Allan, Howard Mole, Abdifatah Hayde and Derek Quinn.

**NOTED**

**2. DECLARATIONS OF INTERESTS**

There were no declarations of interest.

**NOTED**

**3. MINUTE OF THE PREVIOUS MEETING HELD ON 23 MAY 2023**

The minute of the previous meeting held on 23 May 2023 was agreed as a correct and accurate record of the proceedings. The minute was proposed by Maureen Dowden and seconded by Robert Kelly.

**APPROVED**

**4. MATTERS ARISING FROM THE MEETING OF 23 MAY 2023**

There were no matters arising.

**NOTED**

**5. BUSINESS CARE AND PROPOSED AMENDMENTS TO THENUE RULES**

Gary Naylor gave a recap of the discussion on Rules at the last Board of Management Meeting on 23<sup>rd</sup> May 2023. Thenue Housing introduced a rule change in 2020. These rules deviated from the standard set of rules suggested by the Scottish Housing Regulator. The reasoning for the proposed changes was the need to be flexible during events such as the Covid-19 pandemic. The understandable delay in Board recruitment whilst the recruitment of the new Chief Executive and 2 Directors also highlighted the need for some flexibility in the nine year rule.

Gary Naylor proposed amended wording for rule 37.6:

‘The Board must be assured that any Board Member who has continuous service on the Board of nine years or more and who is seeking re-election is able to demonstrate his/her continued effectiveness as a Board Member before he/she may stand for re-election. A Board Member re-elected on this basis may only be re-elected for a period of one additional year and must stand down at the next annual general meeting.’

Following the Boards decision in May to explore potential Rule changes, advice was sought from TC Young in relation to the process and the precise amendments required. They advised that the rule changes are possible if there is sound reasoning. After taking legal advice from TC Young, the next

step would be for the Association to hold a Special General Meeting to amend the current rules. Gary Naylor confirmed the proposed changes also have the potential to help with our decision-making process and will strengthen our governance. A proposed timeline was shown to the Board Members for approval. The Special General Meeting will take place on 25<sup>th</sup> July 2023 as this would tie in with the Audit and Risk Sub-Committee meeting. The Special General Meeting will be at 5pm, followed by the Audit and Risk Sub-Committee.

Gary Naylor invited the Board Members to ask questions and/or make comment. The following had been noted:

- Board Members asked about the recruitment for new Board members. Gary Naylor advised that potential new Board Members will be invited to the meeting in August, prior to the Annual General Meeting. The new Board Members will form the succession plan for next year. Gary Naylor explained that the recruitment process and interest had been positive so far.

The Board of Management approved the amendments to the current rules and agreed to call a Special General Meeting of members on 25<sup>th</sup> July 2023. Should the changes be agreed by the members, they will be in place prior to the next AGM in September 2023.

**APPROVED**

**6. COMMUNICATION STRATEGY PRESENTATION (TO BE DELIVERED ON THE EVENING)**

Michael Byrne confirmed to the Board members this agenda will not be going ahead as this is being worked on further, with the completed version to be presented to the Board Members in August.

**NOTED**

**7. MAJOR REPAIRS REPORT 23/24**

Eleanor Derbyshire overviewed the report to the Board Members and confirmed a programme of planned works has been developed and will be procured and delivered in 2023-24, within the budget allowance for Major Repairs. The main part of the major repair works will be bathroom, kitchen and shower rooms.

Eleanor Derbyshire invited the Board Members to ask questions and/or make comment. The following had been noted:

- Board Members raised a question regarding no boiler replacements. Eleanor Derbyshire confirmed there was only fitting of gas boilers to new build developments as further information with EESH and proposed changes to hydrogen was awaited. Eleanor confirmed there is contingency in the re-active repairs and voids budget for replacements. Eleanor intimated that new Worcester boilers have specifications enabling conversion to hydrogen.
- Board Members asked what the tenure was for major stonework repairs. Eleanor Derbyshire intimated this gives an idea of cost plan and covers most type of repairs in the program.
- Board Members asked for update to stock units. Eleanor Derbyshire advised several properties were brought into EESH compliance and ones that have failed by couple of points will be brought into compliance.

The Board of Management noted the contents of the report.

**NOTED**

**8. CORPORATE POLICY HANDBOOK REVIEW**

Gary Naylor confirmed the Corporate Policy Handbook was last fully reviewed in June 2020. A full review of the handbook has now taken place and the relevant changes updated within the document including changes to job titles. Gary Naylor explained wording had been altered for the Scottish Housing Charter and terms of the overall strategy and vision for the Organisation.

Gary Naylor invited the Board Members to ask questions and/or make comment. The following had been noted:

- Board Members asked for confirmation on the terminology from “participation” to “engagement”. Gary Naylor confirmed the amendment to “engagement”.

The Board of Management approved the proposed review of the Corporate Policy Handbook.

**APPROVED**

**9. GOVERNANCE POLICY HANDBOOK REVIEW**

Gary Naylor confirmed the Governance Policy Handbook was last reviewed in June 2020. A full review of the handbook had now taken place and the relevant changes updated within the document. Gary Naylor explained the Staffing Sub-Committee section had been removed following decision by the Board of Management. There is a wording addition for the Executive Sessions in relation to the procedural arrangements to be reflective of the SHR guidance on Executive Sessions. Our Audit & Risk Sub-Committee already had this as a standing item on the agenda. This will also now be added annually to the main Board of Management agenda for when the annual accounts are approved and the auditor is present.

Gary Naylor invited the Board Members to ask questions and/or make comment. There were no questions or comments noted.

The Board of Management approved the changes and amendments to the Governance Policy Handbook.

**APPROVED**

**10. CHIEF EXECUTIVE’S REPORT**

Gary Naylor explained a Stock Tour of new build and potential development sites will take place on 26<sup>th</sup> September 2023 at 6pm as part of the September Board of Management Meeting. This should coincide with the introduction of new Board Members following current recruitment exercise reaching completion.

Gary Naylor confirmed that the relationship with Mears remains positive. All figures are currently above 90%. Gary Naylor is waiting on non-emergency figures however improvements are continuing.

Gary Naylor referred to the dates of both the Board of Management and the Audit and Risk Sub-Committee meetings in October 2023 and to agree that these meetings return to the original meeting pattern with the Board of Management meeting being towards the end of the month. This follows a temporary change last year to accommodate availability.

Gary Naylor intimated a Business Plan meeting has been arranged for November 2023. The initial proposed date for this is Saturday 11<sup>th</sup> November between 10am and 3pm. However, further communications on this will follow shortly.

Gary Naylor invited the Board Members to ask questions and/or make comment. There were no questions or comments noted.

The Board of Management noted the contents of the report.

**NOTED**

**11. SUBSIDIARY COMPANIES AND OTHER MINUTES**

**11.1 Thenue Communities Draft Minute 22 May 2023**

Pauline Casey intimated the minute was for information only. There were no questions or comments noted.

**NOTED**

**12. ANY OTHER COMPETENT BUSINESS**

Gary Naylor confirmed that Derek Quinn's last Board of Management meeting will take place in August prior to the Annual General Meeting and that a presentation will be organised for Derek's last meeting.

**NOTED**

**13. RESUME OF MEETING**

Pauline Casey advised she was happy to see so many Board of Management members at tonight's meeting face to face.

**NOTED**

**14. DATE OF NEXT MEETING ON 15 AUGUST 2023**

The next meeting will be held on Tuesday 15<sup>th</sup> August 2023 at 6:00pm

**NOTED**

The meeting concluded at 18:34pm.

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



Pauline Casey  
Chairperson

Date: 15<sup>th</sup> August 2023