

**Meeting of the Board of Management
to be held in person on Tuesday September 26th 2023
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 a new Board of Management member	Gary Naylor	
2. Stock Tour – approximately 1 hour	Executive Team	
Agenda Item 3 onwards – approximately 40 minutes		
3. Declarations of Interests		
4. Composition of Board of Management to September 2024	Gary Naylor	For decision
5. Selection of Office Bearers a) Chair b) Vice Chair c) Secretary	Gary Naylor	For decision
6. Minute of meeting held on 15th August 2023	Pauline Casey	For approval
7. Matters arising from meeting of 15th August 2023	Pauline Casey	
8. Appointment to Board of Management, Sub-Committee, subsidiary companies and external bodies:- a) Board of Management: b) Audit and Risk Sub-Committee: We require a minimum of three and a maximum of eight Board of Management members. c) Thenue Trust: Chairperson, Vice Chair, One Board Member, Director of Finance and Chief Executive. d) Thenue Housing Services: One Board Member, Director of Finance, Chief Executive and Director of Property Services. e) Thenue Communities: proposed Board membership is Eleanor Derbyshire, Gary Naylor, Joan Soutar, Angela Lombardi, Frieda McDermott, Janice Johnstone. f) Employers in Voluntary Housing, (EVH): currently vacant. Must be a Board member as employer. g) Scottish Federation of Housing Associations (SFHA): currently Gary Naylor	Gary Naylor	For decision

		LEAD PERSON	ACTION
9.	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 – also available on website		For noting
	d) Declarations of Interest		For completion
	e) Equal Opportunities Monitoring		For completion
10.	Chief Executive Report	Gary Naylor	For information
11.	Lenders Financial Covenant Report	Barry Allan	For information
12.	Annual Financial Return	Barry Allan	For approval
13.	Repairs Policy Handbook	Michael Byrne	For approval
14.	Communication Strategy Document (follows on from presentation at August meeting)	Gary Naylor	For approval
15.	Medical Adaptation Tender	Eleanor Derbyshire	For approval
16.	Subsidiary company minutes and others	Chair	For information
	16.1 Thenue Communities AGM Minute 7 th August 2023		
	16.2 Thenue Communities Board Minute 7 th August 2023		
	16.3 Thenue Trust AGM 12 th September 2023		
	16.4 Thenue Services AGM 12 th September 2023		
17.	Any other competent business	Chair	As appropriate
	17.1 SHARE Board Member Conference Feedback (click to view slides)		
18.	Date of next meeting – Tuesday 24th October 2023 at 6pm, following on from Business Planning Session 2pm-5pm.		

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 26 September 2023 at 6.00pm
in person in 423 London Road, Glasgow, G40 AG**

Present: Pauline Casey (Chairperson), Allan Anderson, Linda Chelton, Maureen Dowden, Abdifatah Hayde, Ruth Hewitt, Robert Kelly, Howard Mole and Bryan McMahon

Attending: Gary Naylor, Barry Allan, Michael Byrne, Eleanor Derbyshire and Ray Macleod

The meeting business commenced at 17:10 following the Stock Tour.

1. APOLOGIES

Pauline Casey gave a warm welcome to our new Board member Ruth Hewitt.

Apologies were received from David Keltie-Armstrong.

NOTED

2. STOCK TOUR

Pauline Casey referred to the completed stock tour which was informative and interesting.

NOTED

3. DECLARATIONS OF INTERESTS

There were no declarations of interest.

NOTED

4. COMPOSITION OF BOARD OF MANAGEMENT TO SEPTEMBER 2024

Following on from the Annual General Meeting, Gary Naylor confirmed the Board composition for 2023/2024 as Allan Anderson, Pauline Casey, Linda Chelton, Maureen Dowden, Abdifatah Hayde, Ruth Hewitt, Robert Kelly, Howard Mole and Bryan McMahon. Proposed by Robert Kelly and seconded by Howard Mole.

DECIDED

5. SELECTION OF OFFICE BEARERS

Gary Naylor invited Board members to agree and approve the Office Bearers as follows:

- Chairperson: Pauline Casey
- Vice Chair: Maureen Dowden
- Secretary: Gary Naylor by default of the Chief Executive's job description

DECIDED

6. MINUTE OF THE PREVIOUS MEETING HELD ON 15 AUGUST 2023

The minute of the previous Board of Management meeting held on 15 August 2023 was approved a correct and accurate record of the proceedings. Proposed by Maureen Dowden and seconded by Linda Chelton.

APPROVED**7. MATTERS ARISING FROM THE MINUTE OF THE PREVIOUS MEETING HELD ON 15 AUGUST 2023**

There were no matters arising from the previous meeting held on 15 August 2023.

NOTED**8. APPOINTMENT TO BOARD OF MANAGEMENT, SUB-COMMITTEE, SUBSIDIARY COMPANIES AND EXTERNAL BODIES****8.1 Board of Management**

As agreed above and no additions.

NOTED**8.2 Audit and Risk Sub-Committee**

Gary Naylor indicated a minimum of 3 and maximum of 7 Board members was required and proposed an ideal number of 4 or 5 people. Following discussion the Board of Management approved Robert Kelly who also agreed to continue as Chair, Abdifatah Hayde, Bryan McMahon, Howard Mole and Ruth Hewitt.

DECIDED**8.3 The Thenue Trust**

Gary Naylor intimated Trustees are by virtue of serving Office Bearers – Chairperson, Pauline Casey; Vice Chair, Maureen Dowden, one other Board member (David Keltie-Armstrong), Chief Executive, Gary Naylor and Director of Finance, IT and Resources, Barry Allan. The Board of Management agreed and approved the appointments. The Chair suggested Robert Kelly also joined and Gary Naylor to check the Rules on this.

DECIDED**8.4 Thenue Housing Services**

Gary Naylor advised the current Directors are Gary Naylor, Eleanor Derbyshire, Barry Allan and Howard Mole with no proposal to change. The Board of Management agreed and approved the continuation of the current Directors.

DECIDED**8.5 Thenue Communities**

Gary Naylor referred to the Thenue Communities Annual General Meeting and confirmed the Directors are Gary Naylor, Eleanor Derbyshire, Joan Soutar, Angela Lombardi, Frieda McDermott and Janice Johnstone. The Board of Management noted the Directors and there was a suggestion that Derek Quinn our former Board member may be interested in joining.

NOTED

8.6 Employers in Voluntary Housing (EVH)

Gary Naylor advised as EVH members we were required to nominate a Board member to represent the organisation and confirmed this was not open to employees. The EVH Committee meets quarterly, the representative is expected to represent Thenue and feed back to the Board of Management. Any Board member interested was invited to contact Gary Naylor

NOTED**8.7 Scottish Federation of Housing Associations (SFHA)**

Gary Naylor agreed to continue as representative to SFHA which the Board of Management endorsed.

DECIDED**9. CODE OF CONDUCT, HEALTH AND SAFETY AND EQUAL OPPORTUNITIES MONITORING****9.1 Code of Conduct for Governing Body members****9.2 Health and Safety Responsibilities for Board of Management Members****9.3 List of Authorised Suppliers**

Pauline Casey intimated that the Code of Conduct Policy and list of authorised suppliers were available on the Board members portal on the website for additional reading and the Health and Safety Responsibilities Policy was within the report for approval and signing by the Chief Executive and Chairperson. The Board of Management agreed and approved the annual Health and Safety Responsibilities Policy Statement.

DECIDED**9.4 Declarations of Interest Forms****9.5 Equal Opportunities Monitoring Forms**

The forms had been electronically issued for completion by Monday 2 October 2023 or alternatively by completing the printed forms at the meeting. Pauline Casey reminded Board members of their importance.

BOARD ACTION**10. CHIEF EXECUTIVE REPORT****10.1 EVH 2024 Pay Award Consultation for Employers**

Gary Naylor overviewed the request from Employers in Voluntary Housing (EVH) regarding the forthcoming consultations and negotiations for the 2024 annual pay award. Gary referred to the pay award from last year of an increase of 5.25% which was below inflation at the time and the three one off payments. The request is looking for feedback on the general context, structure and asked one question. Gary advised GWSF had already published potential average figures between 2.9% to 8% averaging around 5%.

Gary Naylor invited Board members to consider the contents of the report, ask questions and/or make comment. The following had been noted by Board members:

- Outwith the industry, Data Services show April 2023 pay awards generally bunching round the 6% mark. The pay award for staff had been 5.25%. Board members asked what the impact would be on next year's business plan, what

figures would be realistic, and are pay increases enough to retain and attract staff.

- Acknowledged there is a balance to be found ensuring that rental income is affordable particularly as tenants are struggling with the current cost of living crisis. What can Thenue afford, is 6% realistic?
- Is the EVH salary scale reasonable, in sync with other similar organisations and reviewed regularly?
- Benchmarking and rationale with our peers, other EVH members and other housing organisations eg The Wheatley Group, what are they doing and what are the comparisons?
- Useful if EVH can make a proposal sooner than later to assist business planning, budget and rent setting.
- The last pay award was a percentage increase plus 3 one off lump sums and Board members agreed and were clear the increase should be one percentage increase to the salary structure with no additional one-off payments.
- Identified protection of the staff team and recruitment as there has been underinflation pay increases year on year and the need to be mindful of the Regulatory requirements and standards.
- Agreed the collective bargaining approach through EVH enables a consistency across the housing environment, however, there are several organisations who have their own structures and give more remuneration.
- Aware of housing associations increasingly losing good staff to organisations with better pay and a realisation that there may now be a tipping point that EVH salary scales are no longer as good as they once were with staff moving to the private sector.
- Consensus it was good governance to discuss.

Barry Allan indicated in preparation for next month's Business Planning meeting several options will be costed out and how that may look for rent consultation.

In conclusion the Board of Management agreed for Gary Naylor to respond to the EVH consultation question:

"Thinking about any 2024 salary award, how would you like to see this structured, and do you have any views on the level of award that should be considered?"

with the following:

- Affordability for employers
- Tenancy rent increase levels for 2024
- Single percentage increase for 2024, between 5.5 and 6%
- Quick negotiations and consultation process not prolonged into 2024

10.2 Bridge Street, Disposal of Property

Gary Naylor gave an update on the completed sale of the 28 Bridge Street building to West Dunbartonshire Council and the updating of the Scottish Housing Regulators portal as a notifiable event.

10.3 Mears Update

Gary Naylor advised Mears performance was good and in line with targets.

10.4 Membership Updates and Approvals

Gary Naylor intimated a membership application form had been received for approval.

The Board of Management:

1. Decided and approved the collective response to the EVH Consultation Question on the 2024 Pay Rise Negotiations.
2. Approved the new membership application.
3. Noted the update in relation to the sale of 28 Bridge Street, Dumbarton.
4. Noted the update on Mears performance.

DECIDED**11. LENDERS FINANCIAL COVENANT REPORT**

Barry Allan explained this was the annual report to confirm compliance to our lenders that covenants are satisfied and this year lower than anticipated.

Barry Allan invited Board members to ask questions or make comments. There were none noted.

The Board of Management noted that the Association had satisfied all lenders financial covenants for the year ended 31 March 2023.

NOTED**12. ANNUAL FINANCIAL STATEMENTS RETURN (AFS)**

Barry Allan advised all Registered Social Landlords are required annually to submit the Annual Finance Statements (AFS) Return by 30 September 2023. The figures are taken from the audit annual accounts.

Barry Allan invited Board members to ask questions and/or make comments. The following had been noted:

- In relation to Page 16, Ratio section, the gearing appeared higher than last year. Barry Allan confirmed the figure is how the Scottish Housing Regulator's online portal automatically calculates and evaluates a specific set of figures and has no concerns about the figure.

The Board of Management approved the 2023 Annual Financial Statements (AFS) Return

DECIDED**13. REPAIRS POLICY HANDBOOK**

Michael Byrne intimated the Repairs Policy Handbook had been fully reviewed and included the changes to the repairs response targets agreed on 18 March 2023 and implemented on 01 April 2023. There were no material changes to the remainder of Policy Handbook other than updating the title Head of Housing to Director of Community Housing Services.

The Board of Management approved the review of the Repairs Policy Handbook.

DECIDED

14. COMMUNICATION STRATEGY DOCUMENT

Gary Naylor referred to the presentation from the last meeting which had been captured in the Communication Strategy document. Gary explained the strategy is central to the core of what we do, relationships with each other and strong outcomes to deliver our Customer First approach with the aim how to and further develop our service delivery. A central collaborating approach making the most of opportunities and creating a Communications Officer post within the current salary budget and featuring in the Business Plan for next year.

Gary Naylor invited Board members to ask questions and/or make comments. The following had been noted:

- Board members welcomed the strategy, the concept of everyone's responsibility, the increased level of communication needed and the commitment in the long term to bring communications inhouse. Gary Naylor confirmed there will be a push long term to be less dependent on outsourcing.
- With reference to the low attendance of members at the Annual General Meeting, low numbers of tenants currently serving on the Board of Management and their recruitment, how will effective communication be implemented?
Gary Naylor intimated the strategy will enable positive communication and create a structure enabling appropriate and clear publishing of articles and information. Feedback through surveys and comments to gather and measure effective communication.
- The Customer First approach – do tenants see themselves as a “Customer” as they would in a retail environment?
Gary Naylor re-affirmed our priority is to our tenants but also delivering for other customers such as owners and applicants.
- The Board approved Gary's request to plan to include a Communication Officer post in the 2024/25 budget and to use existing budget to start the recruitment process this financial year.

The Board of Management approved the Communication Strategy.

DECIDED

15. MEDICAL ADAPTATION TENDER

Eleanor Derbyshire overviewed the procurement process, highlighting there had been 5 notes of interest and 3 tenders submitted through the framework agreement. Eleanor invited Board members to approve the tender award to Everwarm Ltd who are also our current contractor.

Eleanor Derbyshire invited Board members to ask questions and/or make comments. There were none noted.

The Board of Management approved the award of the tender to Everwarm Ltd to deliver the Association's Medical Adaptations work for a three years period.

DECIDED

16. SUBSIDIARY COMPANY MINUTES AND OTHERS**16.1 Thenue Communities AGM 7 August 2023****16.2 Thenue Communities Board 7 August 2023**

Pauline Casey intimated the minutes were for information only and any questions or comments directed to the relevant Chair or Officer.

NOTED**16.3 Thenue Trust AGM 12 September 2023**

The minutes were approved as a correct and accurate record of the proceedings.

Proposed by Pauline Casey and seconded by Maureen Dowden.

APPROVED**16.4 Thenue Housing Services Ltd AGM 12 September 2023**

Approved as a correct and accurate record of the proceedings. Proposed by Howard Mole and seconded by Gary Naylor

APPROVED**17. ANY OTHER COMPETENT BUSINESS****17.1 SHARE Board Member Conference Feedback**

Linda Chelton had attended the Conference and had found it very useful particularly the meeting and sharing of stories with other attendees. There was a consensus for SHARE to consider open forums to enable Board members to chat amongst themselves. The workshops had been disappointing.

NOTED**17.2 George Alexander Memorial Bench**

Gary Naylor advised through our subsidiary company Thenue Communities a community sensory garden and memorial bench had been built in memory of our previous and Netherholm Area Association's Chair and Board member George Alexander. The opening ceremony will be on Sunday 1 October 2023 at 3pm.

NOTED**17.3 Retrofit**

Attention had been brought to Board members regarding a tenement retrofit by Southside Housing Association and whether this is something we should be investigating more?

Eleanor Derbyshire advised she had visited the tenement and confirmed that there had been significant costs involved making retrofit an unaffordable option unless there was considerable grant funding.

NOTED**17.4 Recruitment of Tenants**

With reference to the of number tenants serving on the Board of Management, do we have a way of encouraging tenants to join?

Gary Naylor confirmed membership is discussed and encouraged when new tenants move in and there are currently one or two potentially interested.

NOTED

18. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 24 October 2023 at 6pm.

The Business Planning session will be held beforehand during the afternoon.

The meeting concluded at 20:20pm

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

Signature:

A handwritten signature in cursive script that reads "Pauline Casey".

Pauline Casey
Chairperson

Date: 24th October 2023