

**Meeting of the Board of Management to be held at 6pm
on Tuesday 27th February 2018 in 423 London Road, Glasgow, G40 1AG**

AGENDA

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|-----|--|--|------------------------|
| 1. | Apologies | | |
| 2. | Declaration of Interests | | For information |
| 3. | Minute of meeting held on 30 January 2018 | | For approval |
| 4. | Matters arising from meeting of 30 January 2018 | | For decision |
| 5. | Quarter 3 operational performance : | | For approval |
| | 5.1 Quarterly performance report | | |
| | 5.2 Management Accounts | | |
| | 5.3 Loan Portfolio report | | |
| 6. | Policy review: | | For decision |
| | 6.1 Governance handbook, (last full review, April 2015) | | |
| | 6.2 Staff Policy handbook, (last full review March 2015) | | |
| | 6.3 Risk Management, (last reviewed in March 2017) | | |
| 7 | Subsidiary company matters: | | |
| | 7.1 Thenue Housing Services, (THS), budget 2018/19 | | For approval |
| | 7.2 Thenue Communities: draft minute of meeting held on 12 February 2018 | | For information |
| | 7.3 THS, draft minute of meeting held on 14 February 2018 | | For information |
| 8. | Regulatory engagement | | For information |
| 9. | Board appraisals 2018 | | For approval |
| 10. | Any other competent business | | |
| 11. | Date of next meeting, Tuesday 20 March 2018 | | To note |

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 27 February 2018 at 6.00pm
within 423 London Road, Glasgow, G40 1AG**

Present: Owen Stewart (Chairperson), Pauline Casey, Maureen Dowden, Foday Keran, Charlotte Levy, Nicola McCurdy, Howard Mole, Filbert Musau, Florence O'Hale, Derek Quinn and Willie Redmond

Attending: Charles Turner, Brian Gannon, John Russell, Sharon Craig-Mcleary and Ray Macleod

1. APOLOGIES

Apologies were received from George Alexander and Abdifatah Hayde.

NOTED

Charles Turner following discussions intimated Robert Kelly was no longer able to commit his time to participate on the Board of Management. Charles Turner reported the Audit and Risk Sub-Committee at their last meeting had discussed and asked Robert to serve on, and take on the role of Chair. He advised that following legal advice the Regulator has already been advised of this. Robert had agreed to commit to this role.

DECIDED

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

NOTED

3. MINUTE OF THE PREVIOUS MEETING HELD ON 30 JANUARY 2018

The minute of the previous meeting held on 30 January 2018 was approved a correct and accurate record. Proposed by Pauline Casey and seconded by Nicola McCurdy.

APPROVED

4. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 30 JANUARY 2018

There were no matters arising.

NOTED

5. QUARTER 3 OPERATIONAL PERFORMANCE

5.1 Quarterly Performance Report

Charles Turner reported more rental income had been collected than anticipated, arrears were lower and voids expenditure improving, however, there were a couple of sections highlighted in red and amber which he gave further explanation on:

- **Reactive Repairs and void expenditure** which was also highlighted in the Management Accounts as the unit cost had increased.
- **Percentage of appointments kept** which had decreased due to contract changes with the main repairs contractor and reduced control over a secondary contractor.
- **Gas safety:** The Board was advised that unfortunately, during the first week in January 2018, we missed one safety check, so quarter four will not remain at 100%

- **Major repairs expenditure** which was also highlighted in the Management Accounts and capitalisation.
- **Tenancy sustainment** performance remained the same and was consistent with other Housing Associations. When questioned, Brian Gannon advised, that mutual exchanges and the death of a tenant, are all counted within the figure.
- **Board of Management attendance:** had decreased for the second consecutive quarter and performance was expected to improve.

Charles Turner advised the Internal Audit Governance Report recommended including a more detailed description of the reasons and action to be implemented for items in the performance report coloured red. Future reports, from quarter one next year to the Board of Management will have this addition.

Board members gave their thoughts, comments and concerns, in particular:

- **Anti-social behaviour cases resolved** – What is the percentage per area in comparison to the overall target? Staff confirmed there were locally agreed targets and agreed future reports would contain area performance information if required.
- **Tenancy sustainment** – What were the reasons and was there any underlying issues. Staff confirmed reasons are analysed and there were no underlying issues. The ARC report at the end of the year gives a breakdown of reasons with the most common being abandonment.
- **Major repairs expenditure** – What contingency is in place for over budget? Staff confirmed Management Accounts, the Budget and Business Plan reviewed and adjusted control.

The Board of Management approved the contents of the Quarterly Performance Report.

DECIDED

5.2 Management Accounts for the 9 months to 31 December 2017

John Russell gave a brief presentation of the key variances between actual and budget figures. John summarised income and expenditure, the main variances in income, operating expenditure and non-operating items. He also referred to Appendix 8, Consolidated Income & Expenditure Account which includes the financial figures from the subsidiary companies.

Board members asked what were the risks and controls if a contractor went into liquidation like Carillion. Staff explained there was always risks and described the costing process and annual review of these costs for the newly appointed repairs contract which included a degree of flexibility. They also confirmed the risk register has an entry for Contractor Insolvency which is reviewed regularly.

The Board of Management noted the contents of the Management Accounts for the 9 month period to 31 December 2017.

NOTED

5.3 Loan Portfolio Report

John Russell briefly overviewed the report which detailed who the loans are with, term time, whether fixed or variable and amount. He apologised for the error in dates at the top of appendices tables which should read 31 December 2017. The Board of Management noted the contents of the report.

NOTED

6. POLICY REVIEW

6.1 Governance Policy Handbook

Charles Turner intimated the policy handbook had last been fully reviewed in April 2015 and we aimed to complete full reviews of all our policies within a three year period. This review also specifically focussed on the updating of the Audit and Risk Sub-Committee Remit following an internal audit which recommended adjustments, the procurement tender process requiring changes to policy and inclusion of a strategy in the Business Plan and the outcomes from the Internal Audit Governance Report which reviewed the first eight policies listed in the Index of the Governance Policy Handbook. Plus there were various other amendments and Charlie gave an overview of each policy and explained the reasons for adjustments. He highlighted:

- The Audit and Risk Sub-Committee had scrutinised the Governance Policy Handbook and approved its recommendation to the Board of Management for approval.
- Board expenses and out of pocket expenses at events overnight would remain at £30 per night.
- Board remuneration and voluntary Board members receiving no payment for serving.

Board members gave their thoughts, comments and concerns, in particular:

- Health and Safety accreditation ISO 18001, due to be superseded by ISO 45001. The Health & Safety Committee were asked to consider accreditation.
- Health and Safety Remit – wording in 1.2 indicated negative terminology and the proposed suggestion to reword positively was agreed.
- Delegated authority to incur expenditure – what controls are in place for multi contracts being signed for large amounts but under £150,000 threshold. John Russell confirmed reporting of contract awards and their amounts will be a regular quarterly agenda item.

Subject to the adjustment in the wording in the Health and Safety Remit, the Board of Management approved the Governance Policy Handbook.

DECIDED

6.2 Staff Policy Handbook

Charles Turner explained like the previous policy the Staff Policy Handbook was due for review and had been approved by the Staff Forum. The main changes were the adjustments in:

- **Code of Conduct for Staff** and regulated lobbying and to reflect General Data Protection Regulations (GDPR.) Here Charlie also advised the Board of the provisions, effective from 12 March 2018, regarding political lobbying. He advised that, 'Regulated lobbying', which generally does not affect voluntary Board members, but does apply to staff in certain circumstances, will be required to be entered into the Scottish Government's lobbying register.
- **Health and Safety Committee Delegated Authority** and the remit which now sits in the Governance Policy Handbook with delegated responsibility with staff.
- **IT and Electronic Communications** and to reflect General Data Protection Regulations (GDPR).
- **Smoke-Free** and cessation support and use of electronic cigarettes.
- **Stress** and the amendment to the employee counselling service provider.
- **Substance Misuse** and the inclusion of reporting to the police general illegal activity.
- **Staff Forum:** The Board was advised that one of the recommendations from Investors in People was to review completely the role and remit of the staff forum, therefore it

was likely that when complete, this would return to the Board for additional formal review at a later date.

The Board of Management discussed ICT security and General Data Protection Regulations (GDPR) with staff confirming action plans for both areas were being worked through and agreed a report will be presented in April. The Board asked that this should include what the new data protection regulations expect from governing body members.

DECIDED

The Board of Management approved the Staff Policy Handbook.

DECIDED**6.3 Risk Management Policy**

Charles Tuner advised the Risk Management Policy had been revised following an Internal Audit Report recommendation which highlighted the acceptance of risk, scoring matrix and monitoring and reporting. The policy is part of the Corporate Policy Handbook which had been revised in March 2017. The Board of Management approved the changes to the Risk Management Policy.

DECIDED**7. SUBSIDIARY COMPANY MATTERS****7.1 Thenue Housing Services Ltd Budget**

John Russell explained the Budget for the year ahead was presented for approval and highlighted the substantial increase in income due to the project with Glasgow City Council for Property Maintenance Services. John confirmed there was no financial risk for this project. He also apologised for a table labelled with the wrong dates. The Board of Management approved Thenue Housing Services Budget for the year 2018/2019.

DECIDED**7.2 Thenue Communities Minute 12 February 2018****7.3 Thenue Housing Services Minute 14 February 2018**

Owen Stewart intimated the draft minutes were for information only and any questions to be directed to the serving officer or relevant Chairperson.

NOTED**8. REGULATORY ENGAGEMENT**

Charles Turner referred to the report which was for information and was duly noted by the Board of Management. When questioned about how staff or committee can raise any areas of concern, Charlie advised that there was not one main point of contact, but a variety, all listed in the whistleblowing policy, depending upon the nature of the issue. The main points of contacts included the association's solicitor, external and internal auditor, Trade Union, Health & Safety Executive and the Scottish Housing Regulator.

NOTED**9. BOARD APPRAISALS**

Charles Turner proposed the annual appraisals commence in March and completed with the outcome report at the meeting on 17 April 2018. Following feedback from last year's process forms will be issued. The appraisals will be carried out with Owen Stewart. Charles Turner will be appraised on Monday 19 March 2018 by Owen and Derek. The Board of Management agreed the following dates Monday 19 and Tuesday 20 March 2018 with several Board members. Charlie and

Owen agreed to make mutual arrangements with some other Board members offsite if more convenient.

DECIDED

10. ANY OTHER COMPETENT BUSINESS

10.1 Community Engagement Event Saturday: Pauline Casey reported a very successful community engagement event had been held in the Calton Heritage and Learning Centre on Saturday 24 February 2018 with a number of people expressing interest in volunteering and becoming involved.

NOTED

10.2 Architects Contract Agreement: Prior to the meeting Owen Stewart and Charles Turner signed the architect's contract agreement value £142,050 with John Gilbert Architects for the project at Landressy Place, Bridgeton.

NOTED

10.3 The Thenue Trust: Charles Turner advised two applications for funding had been received and proposed the Thenue Trust meets on Tuesday 20 March 2018 at a time prior to the next Board meeting. Thenue Trustees agreed to the proposal.

DECIDED

10.4 Chairperson: Owen Stewart intimated he would be standing down as Chairperson at the next Annual General Meeting after five consecutive years. Owen advised that the Board of Management need to consider arrangements for Chairperson and Vice Chair over the next couple of months with the already agreed proposal of Derek Quinn becoming Chairperson. The Boardroom has been booked for time before Board meetings for members to meet and consider outwith the main meeting proposals without the presence of staff. Anyone wishing to be considered as Vice Chair or needing more information is asked to contact Charles Turner or Owen Stewart and can have a discussion at the time of their appraisal.

NOTED

11. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 20 March 2018 at 6.00pm.

NOTED

The meeting concluded at 7.45 pm.

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

Owen Stewart:
Chairperson



Date:

20/3/18

