

**Meeting of the Board of Management to be held on September 19th 2017
at 6pm at 423 London Road, Glasgow, G40 1AG**

AGENDA

1. **Apologies**
2. **Introductions and formal welcome to new members**
3. **Tenants satisfaction survey 2017: presentation by Eddy Graham, IBP Research** **For information**
4. **Selection of Office Bearers** **For decision**
 - a) Chair
 - b) Vice Chair
 - c) Secretary
5. **Minute of meeting held on 15 August 2017** **For approval**
6. **Matters arising from meeting of 15 August 2017**
7. **Appointment to Sub-Committee, subsidiary companies, working group and external bodies** **For decision**
 - a) **Audit and Risk Sub-Committee:** We require a minimum of three and a maximum of eight Board of Management members.
 - b) **Staffing Sub-Committee:** We require a minimum of three and a maximum of eight Board of Management members.
 - c) **Thenue Trust:** currently Chairperson, Vice Chair, Charlotte Levy, Head of Finance and Chief Executive
 - d) **Thenue Housing Services:** currently William Redmond, Elizabeth Reilly, John Russell, Owen Stewart and Charles Turner
 - e) **Calton Heritage and Learning Centre (to be renamed as Thenue Communities):** currently George Alexander, Elizabeth Reilly and Charles Turner
 - f) **Pensions working group:** currently Howard Mole, Robert Kelly, George Alexander, Willie Redmond, Charlotte Levy and Owen Stewart.
 - g) **Employers in Voluntary Housing, (EVH):** currently George Alexander
 - h) **Scottish Housing Associations Resources for Education (SHARE):** currently Charlotte Levy
 - i) **Scottish Federation of Housing Associations (SFHA):** currently Charles Turner
8. **Code of Conduct, Health and Safety, and equal opportunities monitoring:**
 - a) Code of conduct for Governing Body members
 - b) Health and Safety responsibilities for committee members
 - c) List of authorised suppliers
 - d) Declarations form **For signing**
 - e) Equal opportunities monitoring form **For signing**
9. **Letting plans for three new housing developments** **For decision**
10. **Regulatory engagement – Thenue’s ‘landlord report’** **For information**

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| 11. | Financial Inclusion strategy | For decision |
| 12. | Reactive repairs contract, 2017 to 2022 | For decision |
| 13. | Health and Safety policy statement | For decision |
| 14. | Chief Executive's report | For decision |
| 15. | Subsidiary company minutes # | For information |
| | 15.1 Calton Heritage and Learning Centre, 14 August 2017 | # draft |
| | 15.2 Audit and Risk Sub-Committee, 15 August 2017 | |
| | 15.3 Thenue Housing Services, 15 August 2017 | |
| | 15.4 Thenue Trust, 15 August 2017 | |
| 16. | Revised Financial Covenants with The Royal Bank of Scotland | For decision |
| 17. | Any other competent business | |
| 18. | Date of next meeting – Tuesday 31 October 2017 at 6.00 pm | |

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management Meeting held on Tuesday 19 September 2017
at 6.00pm within 423 London Road, Glasgow, G40 1AG**

Present: Owen Stewart, George Alexander, Pauline Casey, Abdifatah Hayde, Charlotte Levy, 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
Eddy Graham, IPB Strategy and Research for agenda items 1 to 3

As this is the first meeting after the Annual General Meeting the Board of Management agreed to Charles Turner chairing the meeting until Agenda Item 4. Charles Turner welcomed and introduced Eddy Graham from IPB Strategy and Research who will be giving a presentation on the Tenants Satisfaction Survey 2017.

1. APOLOGIES

Apologies were received from Maureen Dowden.

NOTED

Charles Turner announced he had received an email from Robert Kelly resigning from the Board of Management due to work and home commitments. On this occasion the Board of Management declined acceptance of the resignation until Charles Turner had a discussion with Robert and gave a leave of absence.

DECIDED**2. INTRODUCTIONS AND FORMAL WELCOME TO NEW MEMBERS**

At this point the new member had been delayed in arriving.

NOTED**3. TENANTS SATISFACTION SURVEY 2017**

Eddy Graham from IBP Strategy and Research was introduced and gave a presentation on the outcomes of the Tenants Satisfaction Survey 2017. Eddy remarked there was good news and challenges ahead. The presentation had been prepared specifically for the Board of Management giving an overview and highlights from the report circulated. He indicated staff had more detailed analysis and area breakdowns which would be presented to them later in the week. The Survey had been prepared to ask questions identified in The Scottish Housing Regulator's Annual Return on the Charter (ARC) and comparison with previous surveys given. He highlighted:

- The list of survey issues;
- The Scottish Social Housing Charter Summary of Ratings;
- Communication and taking part in decision making and involvement in the Association's work; Contact with the Association;
- Repairs and other services identifying the top improvements in the home and common aspects of property;
- Neighbourhoods and identifying their main problems;
- Anti-social behaviour and satisfaction with the response;
- Awareness and use of other association services;
- Rent, affordability and energy costs;
- Digital services and accessing the internet;

- Priorities and identified the top three most important services of repairs, improving homes and customer service;
- Concluded there was overall satisfaction of the standard of home and services provided.

The Board of Management had the following discussion and comments:

- Windows and the possible lack of noise insulation. Charles Turner confirmed all our properties have double glazed windows however staff can look further into this and identify what issues there may be e.g. window not sealing properly.
- Energy ratings, high fuel poverty and the high proportion of tenants who have not looked at changing energy suppliers to assist with saving money. It was noted some energy switching charities offer restricted options linked to particular suppliers.
- Overall affordability of rents and value for money – what was different from the survey before? Eddy Graham confirmed the questions were in line with what the Scottish Housing Regulator required and looking back at figures over the last four surveys and the Scottish average low value for money figure, he suggested the last survey may be a one off at that moment in time.

Charles Turner advised the Board of Management that the intelligence gathered from the survey would be used for business planning and local discussion. The Board of Management noted the contents of the presentation and thanked Eddy Graham for coming along.

NOTED

Eddy Graham left the meeting at this point.

4. SELECTION OF OFFICE BEARERS

Charles Turner explained the purpose and process for selecting office bearers.

4.1 Chairperson

George Alexander proposed and Charlotte Levy seconded the appointment of Owen Stewart as Chairperson. Owen Stewart accepted the appointment which the Board of Management approved.

DECIDED

4.2 Vice Chair

Pauline Casey proposed and Howard Mole seconded the appointment of Derek Quinn as Vice-Chair. Derek Quinn accepted the appointment which the Board of Management approved.

DECIDED

Charles Turner referred to the meeting on 23 May 2017 proposing the appointment of a second Vice Chair which was subject to consideration and discussion with a subsequent counter proposal requiring a vote of hands as follows:

- Proposal 1 – the appointment of a second vice chair voted by 4 people.
- Proposal 2 – no appointment of a second vice chair voted by 5 people.

Charles Turner intimated as a majority of 5 people had voted for no appointment of a second vice chair the decision was final. The Board of Management approved the decision.

DECIDED

4.3 Secretary

Charles Turner advised the appointment of Secretary is within the job description of the Chief Executive and was noted by the Board of Management.

NOTED

Owen Stewart took over as Chairperson from this point.

5. MINUTE OF THE PREVIOUS MEETING ON 15 AUGUST 2017

The minute of the previous meeting held on 15 August 2017 was approved a correct and accurate record of the proceedings. Proposed by Florence O'Hale and seconded by Charlotte Levy.

APPROVED**6. MATTERS ARISING FROM PREVIOUS MEETING ON 15 AUGUST 2017**

There were no matters arising.

NOTED**7. APPOINTMENT TO SUB-COMMITTEE, SUBSIDIARY COMPANIES, WORKING GROUP AND EXTERNAL BODIES****7.1 Audit and Risk Sub-Committee**

Charles Turner advised last year all Board members served and indicated this was impractical as the quorum was nearly compromised. Charlie invited Board members to serve on the Audit and Risk Sub-Committee which requires a minimum of 3 and maximum of 8 people and will meet 4 times per year. Owen Stewart, Charlotte Levy, George Alexander and Willie Redmond agreed to serve and this was approved by the Board of Management.

DECIDED**7.2 Staffing Sub-Committee**

Charles Turner intimated the Staffing Sub-Committee had not met over the last two years however as there was no delegated authority to the Chief Executive to change the core staff structure he proposed that the Sub-Committee meets at least once per annum to review the staff structure plus any meetings for any disciplinary issues, should they arise. The Staffing Sub-Committee requires a minimum of 3 and maximum of 8 people. Owen Stewart, Charlotte Levy, George Alexander, Derek Quinn, Willie Redmond and Pauline Casey agreed to serve and this was approved by the Board of Management.

DECIDED**7.3 The Thenue Trust**

Charles Turner detailed who currently served and the Board of Management approved the continuation of Owen Stewart (Chairperson), Derek Quinn (Vice Chair), Charlotte Levy, Charles Turner (Chief Executive) and John Russell (Head of Finance).

DECIDED**7.4 Thenue Housing Services Ltd**

Charles Turner detailed who currently served and the Board of Management approved the continuation of Owen Stewart, Willie Redmond, Charles Turner, Beth Reilly and John Russell as Directors.

DECIDED

7.5 Calton Heritage & Learning Centre

Charles Turner explained the constitution, name change and composition were due to be registered within the next 42 days. The Board of Management agreed that:

Current Board Members until the registered change are:

Charles Turner	Betty Cosgrove	Natalie Philips
George Alexander	Cathy Martin	Jim Coleman
Elizabeth Reilly	Mary McPherson	One vacant space
	Margaret McMillan	

Board Members after the registered change are:

Charles Turner	Betty Cosgrove	Lynn Gourlay	Natalie Philips
Elizabeth Reilly	Cathy Martin	Joan Soutar	Jim Coleman
	Mary McPherson	Bernadette Johntson	

DECIDED

7.6 Pensions Working Group

Charles Turner intimated who currently served on the working group and invited others. The Board of Management approved the serving of Howard Mole, George Alexander, Willie Redmond, Charlotte Levy and Owen Stewart. It was agreed that Robert Kelly could join at a later date.

DECIDED

7.7 Employers in Voluntary Housing

The Board of Management approved the continuation of George Alexander as Thenue's representative.

DECIDED

7.8 Scottish Housing Association Resources for Education (SHARE)

The Board of Management approved the continuation of Charlotte Levy as Thenue's representative.

DECIDED

7.9 Scottish Federation of Housing Associations (SFHA)

The Board of Management approved the continuation of Charles Turner as Thenue's representative.

DECIDED

8. CODE OF CONDUCT, HEALTH AND SAFETY, AND EQUAL OPPORTUNITIES MONITORING

8.1 Code of Conduct for Governing Body Members

Charles Turner explained the Code of Conduct described the behaviour expected of Board members which were based on the seven 'Nolan' principles and referred to the section on declaring interests that potentially can cause conflict of interests. Board members annually are asked to read this Code and complete the annual declarations of interests form.

NOTED

8.2 Health and Safety Responsibilities for Board Members

Charles Turner intimated the health and safety responsibilities document gave a summary overview of what is expected of a Board member in relation to health and safety. Board members are annually asked to declare their understanding of health and safety when signing the declarations of interests form.

NOTED

8.3 List of Authorised Suppliers

Charles Turner reported the detailed list of suppliers had been prepared to assist Board members to identify any potential conflicts of interest with suppliers and contractors.

NOTED

8.4 Declarations of Interests**8.5 Equal Opportunities Monitoring**

Charles Turner advised the forms were tabled for Board members to complete, sign and return immediately.

NOTED

9. LETTING PLANS FOR THREE NEW HOUSING DEVELOPMENTS

Sharon Craig-McLeary explained and gave an overview of the three letting plans which take account of local demand and needs, and aim to fairly allocate to a range of different housing applicants. Consultation had taken place with two relevant local Area Associations (Bridgeton and Dalmarnock and Netherholm) however noted there was no group to consult with for Monteith. The appendices detailed the targets for each letting plan. The Board of Management approved the three lettings plans for the new build developments in Bridgeton, Castlemilk and Monteith.

DECIDED

10. REGULATORY ENGAGEMENT – THENUE’S LANDLORD REPORT

Charles Turner referred to the Scottish Housing Regulator’s report on value for money and advised the annual landlord report had been received detailing 14 areas where our performance is compared to the Scottish average. Charlie highlighted the 11 areas which were better than the average and the three which were worse than the Scottish Average. The next tenants newsletter due for issue in October 2017 will include details of the report. The Board of Management noted the contents of the report.

NOTED

11. FINANCIAL INCLUSION STRATEGY

Brian Gannon indicated Thenue’s Business Plan for 2017/18 has the following objective:

“By September 2017 have a new financial inclusion strategy that prepares us for future challenges in Income Maximisation.” Brian advised the revised strategy aimed to help staff identify and focus on agreed strategic objectives. An Action Plan is being developed which will ensure that actions in respect of each strategic objective are monitored and met. He highlighted Section 6 which set out future priorities for the Financial Inclusion team and it was agreed by the Board that an additional strategic objective on tackling fuel poverty be added to the FI strategy in response to results from the Tenant Survey which showed that the majority of tenants were in fuel poverty yet very few had switched suppliers for a better deal. Brian also focussed on Section 8 which noted the required staffing resources to deliver the strategy including the extension of two Fixed Term employment contracts up to the end of March 2019.

To understand the challenges to tenants of the new Welfare Reform environment and the roll-out of Universal Credit the Board of Management discussed the wider issues of council tax, gas and

electricity arrears, fuel poverty, pre-payment meters, alternative energy resources with solar panels and benefits of reduced energy costs in the Commonwealth Games Village. They also discussed the future of permanent staff resources which will be subject to review within the Business Plan.

In conclusion the Board of Management approved the revised Financial Inclusion Strategy and the extension of the two Fixed Term employment contracts up to the end of March 2019.

DECIDED**12. RE-ACTIVE REPAIRS CONTRACT 2017 TO 2022**

Brian Gannon advised the report (which included a Tender Report from our consultants Echelon) was for noting as authority had been given to the Executive Team at the previous Board meeting to approve and appointment of the successful service provider. Mears was appointed with the contract to start on 1 December 2017 and will be for a period of 10 years. Brian briefly presented:

- The differences between the current contract and the new contract; in particular the move to a Price Per Property/Void Model.
- The financial and service benefits expected from the new contract model.

The Board of Management noted the contents of the report and presentation.

NOTED**13. HEALTH AND SAFETY POLICY STATEMENT**

Charles Turner intimated the Board of Management had legal responsibilities for Thenue's health, safety and welfare as set out in this policy statement and due for annual approval. The Board of Management approved the annual Health and Safety Policy Statement.

DECIDED**14. CHIEF EXECUTIVES REPORT**

Charles Turner highlighted the three decisions for approval and the noting of several other topics. The Board of Management approved:

- The application for Calton Community Association to be a Registered Tenant Organisation.
- One new membership application.
- The invitation to Jeanette Goode to become a Board of Management observer.

DECIDED

And noted:

- The 'low' risk categorisation from the Pension scheme operator.
- The attendance of George Alexander and Florence O'Hale at the EVH Annual Conference 2017.
- The outcome of the 2017 staff engagement survey.
- The details of the Glasgow and West of Scotland Forum's Annual Conference to be attended by Willie Redmond and George Alexander.

NOTED

- The invitation from EVH to consider Thenue being the sponsor of the Helen MacGregor Award for EVH's and Thenue's 40th Anniversaries over the two year period 2018 and 2019. Charles Turner was asked to bring further financial information back to the Board at a later date for consideration.

DECIDED

15. SUBSIDIARY COMPANY MINUTES

- 15.1 Calton Heritage and Learning Centre, 14 August 2017**
- 15.2 Audit and Risk Sub-Committee, 15 August 2017**
- 15.3 Thenue Housing Services, 15 August 2017**
- 15.4 Thenue Trust, 15 August 2017**

Owen Stewart advised the minutes were for information and noting with any questions directed to the appropriate Chair or lead officer outwith the meeting.

NOTED

The Board of Management approved the suspension of Standing Orders for a period of 15 minutes to complete the evenings business.

DECIDED**16. REVISED FINANCIAL COVENANTS WITH THE ROYAL BANK OF SCOTLAND**

John Russell referred to the report which set out the details of the proposed new financial loan covenants with The Royal Bank of Scotland which are required in order to take account of the impact of the new accounting rules introduced recently under Financial Reporting Standard 102 (FRS102). It was noted that the Bank is entitled under clause 17.7.2 of the original loan agreement to revise the financial loan covenants where there is a change in accounting policies which materially affects the covenants.

The two covenants affected by the changes are the "interest cover" covenant and the "total financial indebtedness to net worth" covenant. The interest cover covenant remains but with a revised definition whilst the "total financial indebtedness to net worth" covenant is to be replaced with a "total financial indebtedness to historic cost" covenant. It was noted that the intention is to leave the Association in a neutral position following the proposed changes.

The report set out the new covenant calculations for the year ending 31 March 2017 which confirmed both covenants being satisfied. The calculations would be subject to confirmation by our auditors and would be submitted to the Bank this month together with the auditor's certificate confirming the calculation.

Howard Mole asked for clarification on a couple of areas of the new covenant definitions which John Russell clarified at the meeting. The Board of Management proceeded to consider the covenant amendment letter from the Royal Bank of Scotland dated 11th September 2017 which was attached to the report. The letter had been checked by the Head of Finance and reviewed by our Solicitors T C Young. The Board of Management approved the terms of the letter from the Royal Bank of Scotland dated 11th September 2017 and authorised the Association's secretary, Charles Turner to sign this on behalf of the Association.

DECIDED

17. ANY OTHER COMPETENT BUSINESS

John Russell advised it was the first year end of the Nationwide Building Society agreement and to ensure compliance a certificate required signing. John read out the contents of the certificate which the Board of Management approved and signed by the Chairperson.

DECIDED

18. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 31 October 2017 at 6.00pm.

NOTED

The meeting closed at 8.15pm.

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

Signature: _____
Owen Stewart
Chairperson

[Redacted Signature]

Date: _____

31/10/17