



**Meeting of the Board of Management to be held at 6pm
on Tuesday 11 June 2019 at 423 London Road, Glasgow, G40 1AG**

AGENDA

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| 1. Apologies for absence | For information |
| 2. Declaration of Interests | For information |
| 3. Minute of the meeting held on 21 May 2019 | For approval |
| 4. Matters arising from meeting held on 21 May 2019 | |
| 5. Report on extension of Factoring Services | For approval |
| 6. AGM preparations and calendar of meetings to September 2019 | For approval |
| 7. Income Maximisation Policy handbook - review | For approval |
| 8. Board appraisals 2019 | For decisions |
| 9. Tender acceptance: - Abercromby Street and Landressy Place | For approval |
| 10. Subsidiary Company and other minutes | For information |
| 10.1 Audit and Risk Sub-Committee, 28 May 2019 | |
| 10.2 Thenue Communities, 3 June 2019 | |
| 11. Chief Executive's report | For decision |
| 12. Résumé of meeting | Discussion |
| 13. Any other competent business | |
| 14. Date of next meeting on 13 August 2019 | |

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 11 June 2019 at 6.00pm
within 423 London Road, Glasgow, G40 1AG**

Present: Derek Quinn (Chairperson), George Alexander, Pauline Casey, Maureen Dowden, Jeanette Goode, Abdifatah Hayde, David Keltie-Armstrong, Nicola McCurdy, Howard Mole, Filbert Musau, Florence O'Hale, Willie Redmond and Owen Stewart

Attending: Charles Turner, Brian Gannon, Beth Reilly, Gail Shearer and Ray Macleod
John Russell for the first five agenda items

Derek Quinn welcomed Board members to the meeting, asked that all mobile devices were switched off or silenced and all questions to be directed through the Chair. He reminded Board members of the new agenda item to reflect the performance of the meeting which this time would be via a short emailed questionnaire.

1. APOLOGIES

Apologies were received from Charlotte Levy.

NOTED

2. DECLARATIONS OF INTERESTS

George Alexander declared an interest in Agenda Item 8, Appraisals, and Beth Reilly in Agenda Item 13, Any Other Competent Business. John Russell indicated that he would like to leave the meeting after agenda item 5, and this was agreed.

NOTED

3. MINUTE OF THE PREVIOUS MEETING HELD ON 21 MAY 2019

The minute of the previous meeting held on 21 May 2019 was approved a correct and accurate record. Proposed by Maureen Dowden and seconded by Pauline Casey.

APPROVED

4. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 21 MAY 2019

There were no matters arising from the previous meeting held on 21 May 2019.

NOTED

5. REPORT ON EXTENSION OF FACTORING SERVICES

John Russell overviewed the background to the extension of the factoring services proposing to incorporate the owners of the properties from the London Road Refurbishment Project managed by our subsidiary company Thenue Housing Services Ltd. John advised Thenue Housing Association Ltd now owned 19 of the properties which have been added to our stock profile and following legal advice there were no issues with consulting owners and increasing the number of factored properties. He indicated there were currently other factors however conditions of the Section 30 Notice (of the Housing (Scotland) Act 2006) required a Factor to be appointed over all the properties within the development.

In relation to any future replacement roof improvements for the properties there would be agreement with Glasgow City Council (GCC) to cover costs and also recover these costs from owners. After consideration the Board of Management agreed to commence the owner consultation in relation to the proposed factoring appointment.

DECIDED

6. AGM PREPARATIONS AND CALENDAR OF MEETINGS TO SEPTEMBER 2020

Charles Turner described the issues and action for the Annual General Meeting to be held on Tuesday 17 September 2019 at 6.15pm particularly the requirements for Board members to stand down, their re-election and confirmation of the Secretary's compliance with the Rules. There would be no prize draw, however, members attending the AGM will be invited to the 40th Anniversary Gathering and Charlie gave brief details. A calendar of future meeting dates and the planned topics incorporating the earlier rent setting request was also detailed in the report.

After consideration the Board of Management:

- Agreed the standing down of Howard Mole and Maureen Dowden and their re-election.
- Agreed the meeting calendar with the rent setting process starting in October 2019 at the mid-year review.
- Noted the automatic standing down of George Alexander with the 9 year rule applying, Nicola McCurdy and Florence O'Hale.
- Noted the Secretary's compliance with the rules.
- Noted the remaining contents of the report.

DECIDED

7. INCOME MAXIMISATION POLICY HANDBOOK REVIEW

Gail Shearer, Income Maximisation Manager, noted that the policy handbook had already been presented to the Executive and Operational Managers Teams for comment. The main changes had been made in relation to Universal Credit and there was no requirement to consult with tenants as the changes were legislative or minor in nature. Gail invited comment and questions from Board members. The Board of Management approved the Income Maximisation Policy Handbook.

DECIDED

8. BOARD APPRAISALS 2019

Derek Quinn invited Board members to consider the contents of the report, referred to the series of appraisal meetings and committing time to timeously complete and attend meetings.

Charles Turner gave an overview of the Board appraisals highlighting three themes for consideration – the appraisal document, recruitment of Board members and continuous effectiveness with regard to the nine year rule. Charlie proposed the future appraisal form will have more emphasis on comments and text rather than the red, amber and green tick boxes with the document made available after the Annual General Meeting for Board members to build, populate, evidence and comment in a continuous assessment. He indicated the meeting cycle had been reduced from 10 to 9 meetings per year. Charlie invited Board members to give their thoughts and ask questions. Board members considered and discussed the report and strayed onto the implications on core Governance. The following ideas and topics were noted:

Appraisal Document

- Individual Board member's recording and self-identification of performance, learning and development using reflective accounts, sharing information and giving feedback.
- Continuous learning and development.

- Reporting back from Conferences and events etc.
- Upskilling, refreshing and developing skills.
- Collective skills matrix and the match to individual Board members.
- Hyperlinks to key/core documents.

Recruitment of Board Members

- Induction and pack for new members, internal and external training.
- Buddy system to assist new members.
- New Board members indicated the 1st year was the most difficult for learning but once through the first meeting cycle it becomes easier.
- Feedback from new Board members agreed being an observer for year was very helpful.
- Identifying potential Board members and invite to observe for a year.
- Find new talent and match to skills matrix and competencies.
- Promotional video of what Board members do.
- Identified a learning and development lead in time of 2 years for new Board members.
- Management of Board members dropping out shortly after joining.
- Policy on recruitment and retention of Board members.

Continuous effectiveness with regard to the nine year rule

- How evidence can be demonstrated and recorded for effectiveness for over 9 years.
- Personal reflections of what has worked to record effectiveness.
- 9 years Rule template, framework, procedure and guidance.
- Long-term working journal/learning folder.
- Succession planning, identification of skills, pool of people.
- How to meaningfully measure and document effectiveness and perceptions.
- Methods of participation e.g. read papers but unwilling to speak; read papers and make comments or ask questions.
- Opportunity for participating by asking questions in advance via the Chair or after.
- Skills sets to include tenants with only a basic enthusiasm, desire and passion to contribute to helping neighbourhood.
- Board members not willing to develop or grow and how to deal with this ineffectiveness.
- Acknowledged the potential future risks of ineffective Board members.

Core governance

- Business planning session to include broader issues round governance, if appropriate, with additional sessions as necessary.
- Timescale to be compliant with standards from 2020 AGM onwards.
- New regulatory standards and assurance statement.
- The discussion started tonight to enable reflection and action for improving future governance.
- Board size reduced to 15, the practicalities of The Regulator's suggested governance bodies of 10 people and the role of tenants.
- The perspective and relevance of partnerships with Area Associations and community groups.
- Complete a Governance refresh.
- Review current policy and practice, establish the Governance improvements aims and action.
- Fit for purpose Rules and future changes to keep the ethos of community based housing.

Current structure

- The current appraisal process collectively measures, evidences and records assessment of Board members.
- Role of the Chief Executive to throughout the year find new members and invite them to observe. This has been sensible, practical and fruitful.

- Current Rules and membership policy specifically set out who can be members and how Board members can be elected.
- Poor performance and voting off of ineffective Board members is a notifiable event to The Scottish Housing Regulator.

Charles Turner suggested on the basis of the discussion a report with proposals be brought back to the Board of Management in September 2019. The Board of Management agreed to this and noted the adjustments to the Appraisal form and reduction of meetings from 10 to 9 each year.

DECIDED

George Alexander left the meeting at this point.

Charles Turner advised George Alexander automatically requires to stand down at the Annual General Meeting and as he has service in excess of 9 years Board members were required to agree George is an effective member of the Board. After a brief discussion the Board of Management unanimously agreed George Alexander's effectiveness and acknowledged his housing and governance experience, knowledge, passion and desire to serve for the benefit of his community.

DECIDED

George Alexander returned to the meeting and was informed of the outcome.

9. TENDER ACCEPTANCE: ABERCROMBY STREET AND LANDRESSY PLACE

Beth Reilly intimated there were two projects at tender stage and gave an overview of the background, process, grant and private funding. Beth advised the tender expiry date was 19 July 2019 and as the next Board of Management meeting was August requested delegated authority to staff to complete the acceptance of the tenders as required. The Board of Management agreed delegated authority to staff.

DECIDED

Beth Reilly also gave a brief update on the project at Monteith Row which was due for completion by end of May and is still on site. She advised that a claim for extension of time with loss and expense had been received and the Board of Management requires to be aware of this. At this point this claim and a claim for an extension due to weather, which has no financial implications, are being assessed by the Contract Administrator. The Board of Management noted the current situation.

NOTED

10. SUBSIDIARY COMPANY AND OTHER MINUTES

10.1 Audit and Risk Sub-Committee 28 May 2019

10.2 Thenue Communities 3 May 2019

Derek Quinn intimated the draft minutes were for information and noting with any questions or comments to be directed to the relevant Chair.

NOTED

11. CHIEF EXECUTIVES REPORT

Charles Turner referred to the report and the submission to express interest for a growth opportunity. The Board of Management agreed the submission of an expression of interest.

DECIDED

12. RESUME OF MEETING

Derek Quinn referred back to the beginning of the meeting and the proposal for a short questionnaire to be issued for feedback about the meeting and the Board of Management agreed this action.

DECIDED**13. ANY OTHER COMPETENT BUSINESS****13.1 EVH Pensions Update Event**

Charles Turner advised the update report on the pension deficit had been delayed until The Pensions Trust (TPT) Board had formally approved it, therefore, the meeting to be held at EVH on Tuesday 25 June 2019 at 12.30pm would be a refresher session. Owen Stewart, Willie Redmond and George Alexander agreed to attend the session.

DECIDED

Beth left the room at this point

13.2 Retirement

Charles Turner announced Beth Reilly, after 28 years with the association, was retiring towards the end of the summer, she had formally given written notice and this had been accepted. Charlie indicated the recruitment process had started. It was agreed that the Chair and Joint Vice Chairs would form the Recruitment Team, along with the CEO.

NOTED

Beth returned to the room with a tumultuous round of applause.

Howard Mole on behalf of the Board members thanked Beth Reilly for her outstanding contribution to Thenu in her role which will be very much missed and wished Beth well in her retirement.

NOTED**13.3 Digital Awards Ceremony 15 June 2019**

Charles Turner intimated that those attending the Digital Awards Ceremony would receive an email confirming arrangements and transport for the evening.

NOTED**13.4 Next meeting 13th August 2019**

Charles Turner advised that the gap created by the summer break may require some decisions to be made. It was agreed that the Office Bearers need to be consulted if such a situation arose prior to 13th August.

DECIDED**14. DATE OF NEXT MEETING**

The next meeting will be held on Tuesday 13 August 2019 at 6.00pm.

The meeting concluded at 7.20pm.

NOTED

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

Derek Quinn:
Chairperson



Date: 13/08/19

