

**Meeting of the Board of Management to be held at 6pm on Tuesday 5th November 2024
in person at 423 London Road, Glasgow, G40 1AG and remotely via Teams**

AGENDA

	<u>Lead Person</u>	<u>Action</u>
1. Apologies		
2. Declaration of interests	All	For information
3. Minutes of the previous meetings held on	Pauline Casey	For approval
3.1 17 September 2024		
3.2 24 September 2024		
4. Matters arising from the previous meetings held on 17 and 24 September 2024	Board Members	For decision
5. Chief Executive's Report	Gary Naylor	For information and decision
6. Appointment to Board of Management, Sub-Committee, subsidiary companies and external bodies:-	Gary Naylor	For decision
a) Board of Management: (Pauline Casey, Robert Kelly, Abdifatah Hayde, Ruth Hewitt, Linda Chelton, Bryan McMahon, Howard Mole, Neve Beaton, Julia Cheung-Buchanan). - Co-optee: Maureen Dowden.		
b) Audit and Risk Sub-Committee: We require a minimum of three and a maximum of eight Board of Management members. (Robert Kelly, Abdifatah Hayde, Ruth Hewitt, Bryan McMahon, Howard Mole).		
c) Thenue Trust: Chairperson, Two Board Members, Director of Finance and Chief Executive. (Abdifatah Hayde & Linda Chelton)		
d) Thenue Housing Services: One Board Member (Howard Mole), Director of Finance, Chief Executive and Director of Property Services.		
e) Thenue Communities: confirmed Directors are Eleanor Derbyshire, Gary Naylor, Joan Soutar, Angela Lombardi, Margaret McMillan, Janice Johnstone and Derek Quinn.		
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		
7. Code of Conduct, Health and Safety, and equal opportunities monitoring:	Gary Naylor	For decision and action
a) SFHA Code of Conduct for Governing Body Members		
b) Declarations of interests and Health and Safety		
c) Health and Safety responsibilities for Board of Management members		

Unless indicated otherwise, supporting papers are attached in respect of all relevant items.

	<u>Lead Person</u>	<u>Action</u>
d) List of authorised suppliers – available on website		
e) Code of Conduct – document on day for signing		
f) Declarations of Interest – form available on day.		
g) Equal Opportunities Monitoring – form available on day		
8. Scottish Housing Regulator Charter Consultation	Gary Naylor	For information/ approval
8.1 Charter Consultation Cover Report		
8.2 Charter Consultation supporting information from SHR		
8.3 Charter Consultation Questionnaire.		
9. RBS Agreement Update Report	Barry Allan	For approval
9.1 RBS Loan Refinancing Update Report		
9.2 Amendment Agreement – clean version		
9.3 Amendment Agreement – Officers certificate		
9.4 Amendment Agreement – Draft Minute		
10. Subsidiary companies and other minutes	Pauline Casey	For information
10.1 Thenue Communities AGM 23 September 2024 – Draft		
10.2 The Thenue Trust AGM Minute 24 September 2024 - Draft		
10.3 Thenue Housing Services Ltd AGM & Board 24 September 2024 – Draft		
10.4 Thenue Communities AGM Minute 25 September 2024 – Draft		
10.5 Audit & Risk Sub-Committee Minute 08 October 2024 - Draft		
11. Any other competent business	Pauline Casey	
12. Résumé of meeting	All	If required
13. Date of next meeting 19th November 2024		To note

Unless indicated otherwise, supporting papers are attached in respect of all relevant items.

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 5 November 2024 at 5.00pm
in 423 London Road, Glasgow, G40 1AG**

Present: Pauline Casey (Chairperson), Linda Chelton, Abdifatah Hayde, Howard Mole, Julia Cheung-Buchanan, Neve Beaton, Ruth Hewitt and Bryan McMahon

Observer: Maureen Dowden

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

The Board of Management agreed to the meeting commencing at 5:00pm following the Business Planning Session.

1. APOLOGIES

Apologies were received from Robert Kelly.

NOTED

2. DECLARATIONS OF INTERESTS

There were no declarations of interest.

NOTED

3. MINUTE OF THE PREVIOUS MEETINGS HELD ON:

3.1 17 September 2024

The minute of the meeting held on 17th September 2024 was approved a correct and accurate record of the proceedings. Proposed by Abdifatah Hayde and seconded by Ruth Hewitt.

APPROVED

3.2 24 September 2024

The minute of the meeting held on 24th September 2024 was approved a correct and accurate record of the proceedings. Proposed by Bryan McMahon and seconded by Howard Mole.

APPROVED

4. MATTERS ARISING FROM THE PREVIOUS MEETINGS HELD ON 17 AND 24 SEPTEMBER 2024

There were no matters arising from the previous meetings held on 17th and 24th September 2024.

NOTED

5. CHIEF EXECUTIVES REPORT

Gary Naylor confirmed the report would focus on two areas:

For The first item, staff members present left the meeting for Gary Naylor to provide an update to Board Members in relation to a confidential matter. Once the matter had been discussed with the Board of Management, staff members returned to the meeting.

The second item was regarding approval from the Board of Management in reference to three new membership applications. Gary Naylor confirmed that all applicants were current members of our Area Associations and were interested in our areas and Thenue as a whole. Following on from the approval of the new memberships, the quorum for the Annual General Meeting in September 2025 would be 86 members.

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

- Board members asked if a person who had previously been a member, would they have to pay for membership again. Gary Naylor confirmed members would have to pay £1 when becoming a member again.

The Board of Management noted the update in relation to the first item and approved the three new membership applications.

APPROVED

6. APPOINTMENT TO BOARD OF MANAGEMENT, SUB-COMMITTEE, SUBSIDIARY COMPANIES AND EXTERNAL BODIES:

Gary Naylor requested decisions and approvals of the composition of the different committees and memberships as follows:

6.1 Board of Management

Neve Beaton and Julia Cheung -Buchanan joined the Board of Management following on from approval at the Annual General Meeting. The Board of Management approved the re-appointment of Pauline Casey as Chairperson. Proposed by Linda Chelton and seconded by Abdifatah Hayde

DECIDED

6.2 Audit and Risk Sub-Committee

Confirmed members: Robert Kelly, Abdifatah Hayde, Ruth Hewitt, Bryan McMahon and Howard Mole.

DECIDED

6.3 Thenue Trust

Confirmed members: Pauline Casey, Gary Naylor and Barry Allan by virtue of office held. The Board of Management approved the resolution of new Trustees of Linda Chelton and Abdifatah Hayde who had confirmed acceptance in accordance with the Trust Deed and signed the Trust declaration.

DECIDED

6.4 Thenue Housing Services

Gary Naylor advised that Howard Mole was happy to continue as a Director of Thenue Housing Services.

DECIDED

6.5 Thenue Communities

Gary Naylor confirmed that Janice Johnstone and Derek Quinn had joined the Thenue Communities board.

DECIDED

6.6 Employers in Voluntary Housing (EVH)

Gary Naylor invited Board Members to consider representing Thenue and attending the Employers in Voluntary Housing Executive Sessions. Currently no Board Members are attending the EVH meetings and staff are not invited. Gary Naylor explained meetings take place every 6-8 weeks and are held in person at EVH's main office. Gary Naylor requested anyone interested to contact him for more information.

DECIDED

6.7 Scottish Federation of Housing Associations (SFHA)

As Chief Executive Gary Naylor will continue as representative to SFHA.

DECIDED

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

Gary Naylor overviewed the report and confirmed the following:

7.1 SFHA Code of Conduct for Governing Body Members

Gary Naylor confirmed this had been reviewed by the Scottish Federation of Housing Associations along with the Scottish Housing Regulator. There were no significant changes however there had been a change in emphasis from the expectation of the Association to agreement by individual Board members to follow the Code. This would be a standalone policy document due to its size, importance and detailed structure and removed from the Governance Policy Handbook. Gary Naylor thanked Board Members for signing and confirmed this would be reviewed at least every three years.

7.2 Declarations of Interest and Health and Safety**7.3 Health and Safety Responsibilities for Board of Management Members**

Gary Naylor intimated this was set out for information and the only addition to the Health and Safety policy statement since last year was section three. Once approved it required the signature of the Chairperson. There were minor adjustments to the structure to reflect staffing changes and recommended for approval by the Health and Safety Committee on 12 August 2024.

7.4 List of Authorised Suppliers

Gary Naylor confirmed the Financial Regulations state that the list of authorised suppliers be approved by the Board on an annual basis. The number of authorised suppliers on 28 October 2024 was 278 (363 of August 2023). It was noted that the Association had procedures in place regarding the addition of new authorised suppliers to the list, to ensure that only legitimate suppliers were added.

7.5 Code of Conduct – Document on Day for Signing**7.6 Declarations of Interest – Form Available on Day****7.7 Equal Opportunities Monitoring – Form Available on Day**

Gary Naylor requested the Code of Conduct, declarations and equalities forms were signed at the meeting.

The Board of Management approved the revised SFHA Code of Conduct for Governing Board Members, the amendment to the Health and Safety structure, and the current list of authorised suppliers. The Board members completed and signed their forms.

DECIDED

8. SCOTTISH HOUSING REGULATOR CHARTER CONSULTATION

8.1 Charter Consultation Cover Report

8.2 Charter Consultation Supporting Information from SHR

8.3 Charter Consultation Questionnaire

Gary Naylor explained the report was a follow on from the consultation exercises in relation to the Regulatory Framework and the intention to develop specific indicators on tenant and resident safety.

Initial proposals had been shared with other organisations and the current consultation on these runs until 8th November 2024, with feedback given to the Scottish Housing Regulator to finalise and publish by January 2025, with a view to landlords collecting this data from 1st April 2025.

Gary Naylor outlined the draft response from the Executive Team:

- We are supportive of the proposal to simplify the Right First Time reactive repair indicator.
- We are supportive of the re-introduction of the long-term void indicator, particularly during a Housing Emergency.
- Indicators on electrical testing and fire safety installs are again supported. Gary Naylor intimated these were key ones in terms of general compliance.
- We feel the damp and mould indicators required more work and the number of days to resolve can depend on the treatment approach and the number of cases as of 31 March is not a definitive indicator. Gary Naylor explained the damp and mould indicators may need follow up work and consistency.

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

- Board members agreed damp and mould indicator weren't prescriptive enough.
- Board members asked if combined results had already been sent. Gary Naylor confirmed they had, and that general response was similar.
- Board members asked for clearer description on damp and mould indicators. Gary Naylor confirmed he would add this to the response.

The Board of Management approved the consultation questionnaire on the proposed changes to the Scottish Social Housing Charter subject to expanded text on damp and mould indicators.

DECIDED

9. RBS AGREEMENT UPDATE REPORT

- 9.1 RBS Loan Refinancing Update Report**
- 9.2 Amendment Agreement – Clean Version**
- 9.3 Amendment Agreement – Officers Certificate**
- 9.4 Amendment Agreement – Draft Minute**

Barry Allan confirmed that following on from the September Board meeting and the approval of the short-term extensions to 31st December 2024, we had continued discussions with RBS to complete the refinancing process. We were required to sign off the amendment agreement and supporting documentation prior to completion of the refinancing agreement.

The amendment agreement had been reviewed by TC Young and minimal changes approved by Brodies. The agreement was supported by the Officer's Certificate and the Minute of Meeting extract, all three documents were required to be signed off by the Authorised Signatory at the meeting. Barry Allan intimated that the Chair, Chief Executive and Director of Finance, IT and Resources had been included as the Authorised Signatories in the documents and the Chair would sign on behalf of the Board.

TC Young had received the draft loan agreement, and this was currently being reviewed. A report would be provided to Board at the meeting on 19th November 2024 to approve the loan agreement and enable the completion of the refinancing within the extended timescale.

Barry Allan invited 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 and approved the amendment agreement, officer's certificate and minute of meeting.

DECIDED**10. SUBSIDIARY COMPANIES AND OTHER MINUTES**

- 10.1 Thenue Communities AGM 23 September 2024 – Draft**
- 10.2 The Thenue Trust AGM Minute 24 September 2024 – Draft**
- 10.3 Thenue Housing Services Ltd AGM & Board 24 September 2024 – Draft**
- 10.4 Thenue Communities AGM Minute 25 September 2024 – Draft**
- 10.5 Audit & Risk Sub-Committee Minute 08 October 2024 - Draft**

Pauline Casey advised the item was for information only and any questions or comments directed to the relevant Chair or Officer.

NOTED**11. ANY OTHER COMPETENT BUSINESS**

- 11.1** Pauline Casey officially introduced and welcomed Neve Beaton and Julia Cheung-Buchanan to the Board of Management.

NOTED

12. RÉSUMÉ OF MEETING

There were no questions or observations noted.

NOTED

13. DATE OF NEXT MEETING TUESDAY 19TH NOVEMBER 2024

The next meeting will be held on Tuesday 19th September 2024.

The meeting concluded at 17:41pm.

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



NOTED

Pauline Casey
Chairperson

Date: 19th November 2024