



**Meeting of the Board of Management to be
held on Tuesday 22nd June 2021
remotely at 6pm via Microsoft Teams**

AGENDA

	Lead person	For information or decision
1. Apologies for absence		For information
2. Declarations of interests		For information
3. Minute of the meeting held on 25 May 2021		For approval
4. Matters arising from meeting held on 25 May 2021		
5. Strategic risks assessment	Charles Turner & Stephen Pringle	For decision
6. Estate Management Policy handbook - review	Gary Naylor	For decision
7. Five-year financial projections– Submission to the Scottish Housing Regulator	Douglas Hosie	For decision
8. Landressy Place - update	Eleanor Derbyshire	For decisions
9. Chief Executive’s report	Charles Turner	For decision
10. Résumé of meeting		Discussion
11. Any other competent business		
12. Date of next meeting on 17 August 2021		

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 22 June 2021 at 6.00pm
remotely on Microsoft Teams**

Present: Derek Quinn (Chairperson), Pauline Casey, Linda Chelton, Maureen Dowden, Abdifatah Hayde, Robert Kelly, David Kelti-Armstrong, Bryan McMahon, Howard Mole, Florence O'Hale and Owen Stewart

Attending: Charles Turner, Gary Naylor, Eleanor Derbyshire, Douglas Hosie and Ray Macleod
Stephen Pringle, Auditor from Wylie Bissett

1. APOLOGIES

There were no apologies.

NOTED

2. DECLARATIONS OF INTERESTS

There were no declarations of interest.

NOTED

3. MINUTE OF THE PREVIOUS MEETING HELD ON 25 MAY 2021

The minute of the previous meeting held on 25 May 2021 was approved as a correct and accurate record of the proceedings. The minute was proposed by Maureen Dowden and seconded by Pauline Casey.

APPROVED

4. MATTERS ARISING FROM THE MINUTE OF THE PREVIOUS MEETING HELD ON 25 MAY 2021

There were no matters arising.

NOTED

5. STRATEGIC RISKS ASSESSMENT

Charles Turner intimated the purpose of this session was to consider the strategic risks, agree the risk score and consider appetite. The report in section 1 described the background and framework to our risk management process. Section 2 detailed the current strategic risks of five objectives with six identified risks. Section 3 proposed a matrix of risk appetite definitions. Section 4 contained the original risk description and mitigating actions with the proposed change/amendment highlighted in white and where required a new score. Charlie referred to each of the risks in section 4 and invited Board members to ask questions and/or make comments. The following was noted:

Risk No 1

Strategic Objective 1 - Providing a variety of affordable housing and related services in a responsive and efficient way.

Charles Turner commented the wording of this risk had originally been written a few years ago before the roll out of Universal Credit and the known impact. We have a better understanding of the Universal Credit system and have mitigating controls in place.

Board members were comfortable with the revised text and re-assured we had a good approach knowing the Universal Credit process and potential implications.

The Board of Management agreed the proposed change to the risk description and mitigating actions.

DECIDED

Risk No 2

Strategic Objective 1 - Providing a variety of affordable housing and related services in a responsive and efficient way.

Charles Turner intimated there was no proposed change to the change on Governance failure and regulatory intervention.

The Board of Management agreed there was no change to the risk description however the mitigating action lacks wording and text on the recently revised governance awareness, Rule change and the nine year rule and annual appraisals.

DECIDED

Risk No 3

Strategic Objective 2 - Listening and responding to the different needs and preferences of our customers achieving high customer satisfaction.

Charles Turner proposed no change to the original risk description with higher gross and net scoring.

Board members agreed to the changes as the survey results are outdated and not reflective of the current situation as the COVID-19 pandemic restriction continue and are slowly lifting.

Stephen Pringle commented on the importance of the gross risk identifying the issue with the score not reflecting mitigating controls. The net score reducing to reflect the mitigating controls in place.

The Board of Management agreed the proposed change.

DECIDED

Risk No 4**Strategic Objective 3 - Investing in our staff, our Board, and resident volunteers, developing our values.**

Charles Turner proposed a change to the original text.

Board members were comfortable with the changes however suggested the mitigating controls included the staff and Board development process, IIP Platinum accreditation, the nine-year rule refreshing Board membership.

Board members were interested to know how the Scrutiny Panel and Area Associations coped with the COVID-19 pandemic situation. Staff confirmed the Scrutiny Panel and Area Associations found their way around remote working and meeting online to continue business. The Scrutiny Panel acts as stepping board for tenants to become involved at Board level.

The Board of Management agreed the proposed change to text.

DECIDED**Risk No 5****Strategic Objective 4 – Continually deliver value for money for all our customers.**

Charles Turner intimated there was no change to the risk description and proposed a change to the scoring. Charlie gave examples of efficiencies and savings that had been made during the pandemic with staff homeworking and to carry into the future.

Board members referred to tenants' views through the last satisfaction survey and the uncertainties of not knowing at the moment the financial impact of the COVID-19 pandemic for our customers, increasing costs in the building environment and inflation. They expressed discomfort at not knowing what may or may not happen in the bigger picture this autumn/winter.

The Board of Management agreed to an increase of gross scoring.

DECIDED**Risk No 6****Strategic Objective 5 – Tackling poverty through community projects and programmes.**

Charles Turner advised no change to the original risk description with an increase in the gross and net scorings.

Board members were uncomfortable with basing assumptions on data from 2020 and the current uncertainties until the end of the year (March 2022) due to the COVID-19 pandemic and restrictions. There was awareness of many people still being furloughed, becoming unemployed and going through life changes. Tackling poverty at the moment is much larger than through community projects and programmes.

The Board of Management agreed to increasing the gross and net scoring and the re-wording of the strategic objective, risk description and mitigating controls to be more reflective of the current COVID-19 pandemic situation.

DECIDED

Risk Appetite

After discussing and agreeing the Strategic Objectives, Charles Turner invited Stephen Pringle to speak.

Stephen Pringle intimated the process can be simple or detailed and referred to the risk appetite matrix in section 3 of the report. Stephen gave the option of looking at each risk in section 4 and matching with one of the definitions which best describes how we feel about the risk e.g. Cautious (3) might be used for risks involving building developments or Averse to Cautious (1-3).

Stephen suggested understanding and having a target score, risk categories and various scoring based on the grid in section 3 or have other categories e.g. Averse to Cautious (1-3) or Cautious to Open (3-4). He read out an example of a risk appetite statement from another housing association which was very similar in text/wording in the matrix in section 3.

Stephen Pringle invited Board members to ask questions, make comment, debate and consider how we action risk appetite. The following had been noted.

- What happens if mitigating action is not achieved? Stephen Pringle suggested setting the risk appetite once happy with the scoring and change the category at the next review.
- Risk appetite is wider than scoring and broader text used to describe.
- Risk scoring indicates comfort with some objectives whilst others have a cautious risk appetite.
- Acknowledged risk appetite is more how we feel rather than a score.
- Level of concern where grant funding is required.
- Risk appetite adding value to risk management.
- Not compromising health and safety or customers.
- Risk appetite echoes value for money, legal compliance, ethos of the organisation.
- Danger of having another form of words leading to confusion.
- Review and revise annually.
- Knowing and understanding definitions risk appetite and tolerance.
- Keep simple for Board members to understand.
- Assess numerically what is acceptable risk and benchmark the risk aim.
- Acknowledged risk is our target and words although valid may lose meaning.
- Suggested considering one objective and assess with words and another with a number.
- Concern and disagreement with over complicating the process.
- Exploration of the merits of using numbers and numerical matrix.

Derek Quinn reminded Board members that a decision agreeing the current strategic risk and scores was required at the meeting.

There was consensus that the risks had been scored and the Board had to decide on their approach to appetite and whether this would be numerical or text or a mixture of both. Robert Kelly proposed that this is taken forward through the Audit and Risk Sub-Committee or another session. Robert commented it was a journey with future decision/s.

On consideration of the discussion and debate Charles Turner supported the proposal for the Audit and Risk Sub-Committee to take forward risk appetite which may be easier with a smaller group of people.

The Board of Management approved the scores of the six strategic risks and agreed to the proposal for the Audit and Risk Sub-Committee at their meeting on 27 July 2021 to take forward the development of Thenue's appetite to risk.

DECIDED

Stephen Pringle left the meeting at this point.

6. ESTATE MANAGEMENT POLICY HANDBOOK

Gary Naylor referred to last year and the addition of three policies – Domestic Abuse, Child Protection and Protection of Vulnerable Adults to the Estate Management Policy Handbook. The last full review had been in May 2018 and in line with our aim to review policies over a three-year cycle there were a few additions and amendments to be made. The summary report listed the changes and Gary highlighted a few amendments in relation to COVID 19.

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

- In relation to page 26 the wording in section 10 paragraph 1 last sentence, Board members agreed to remove specific reference to women/female as domestic abuse is not restricted to one gender.
- Board members agreed a title change to the Policy Handbook to reflect the wider contents.

The Board of Management approved the Estate Management Policy Handbook subject to the changes agreed above.

DECIDED

7. FIVE YEAR FINANCIAL PROJECTIONS SUBMISSION TO THE SCOTTISH HOUSING REGULATOR

Douglas Hosie intimated all RSLs are required to submit five-year projections approved by their governing body. Many of the figures are extracted from the Business Plan budget and the submission has 5 parts – Statement of Comprehensive Income, Statement of Financial Position, Statement of Cashflows, Additional Information and Ratios. Douglas gave a brief overview commenting that the figures were good and ratios satisfactory.

Douglas Hosie invited Board members to ask questions and/or make comment. There were no questions or comments.

The Board of Management approved the five-year financial projections for submission to The Scottish Housing Regulator.

DECIDED

8. LANDRESSY PLACE UPDATE

Eleanor Derbyshire provided an update on the current situation which required Board members to delegate authority to the Chairperson to progress and sign an enabling contract over the summer weeks as it will be mid-August until the next Board meeting. A response was still awaited from Glasgow City Council concerning funding and they had also visited the site.

Eleanor Derbyshire invited Board members to ask questions and/or make comment. The following was noted:

- Board members welcomed the comprehensive and clear report.
- Clarification was sought on the costs Thenue had to cover and what happens if GCC doesn't fund. Eleanor Derbyshire confirmed GCC have confirmed their funding for the new tender with the enabling contract giving assurance and guarantee of money. The legal process for unpaid money from the administrator will proceed however in the meantime Thenue will cover these costs from reserves. The enabling contract will pick up on and apply unforeseen costs to the tender.
- How comparable is the new tender costs to the original? Eleanor Derbyshire confirmed supply and materials costs have now gone up and agreed to present this comparison once the work of the enabling contract was complete.

The Board of Management approved delegated authority to the Chairperson and authorised staff to proceed to submit a new Tender Grant Application once final tender costs are established.

DECIDED**9. CHIEF EXECUTIVE'S REPORT**

Charles Turner referred to the report and indicated that correspondence had been received with a proposal from Real Life Options to rent and occupy the property at 172 Lethamhill Road. Depending on the discussions with Health and Social Care Partnership if this is not followed through dispose of the property on the open market. Charlie highlighted the major repairs programme which will incorporate two financial years of proposed work; the First Minister's announcement delaying the lifting of restrictions for another three weeks; and, the recruitment programme for the Head of Finance

The Board of Management agreed the leasing of 172 Lethamhill Road and if this fails to progress the disposal of the property on the open market. They noted the contents of the remainder of the report.

DECIDED**10. RESUME OF MEETING**

Derek Quinn intimated this was his penultimate meeting and invited Board members to make comments on how well or otherwise the meeting went. There were no comments made.

NOTED

11. ANY OTHER COMPETENT BUSINESS

Charles Turner advised the Audit and Risk Sub-Committee would be actioning tonight's risk appetite outcomes and invited Board members who do not normally serve on this Sub-Committee to attend. Board members were asked to let him know.

NOTED

12. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 17 August 2021 at 6.00pm.

NOTED

The meeting concluded at 19.40

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

Derek Quinn
Chairperson



Date: 17 August 2021