

**Meeting of the Board of Management
to be held virtually on September 28th 2021
at 6pm via Microsoft Teams and partially in person at 423 London Road.**

AGENDA

	<u>LEAD PERSON</u>	<u>ACTION</u>
1. Apologies and welcome to new Board and Executive Team Member.	Charles Turner	
2. Declaration of interests	Charles Turner	
3. Composition of Board of Management to September 2022	Charles Turner	For decision
4. Selection of Office Bearers a) Chair b) Vice Chair c) Secretary	Charles Turner	For decision
5. Minute of meeting held on 17 August 2021	New Chairperson	For approval
6. Matters arising from meeting of 17 August 2021		
7. Minute of meeting held on 3 September 2021		For approval
8. Matters arising from meeting of 3 September 2021		
9. Appointment to Board of Management, Sub-Committee, subsidiary companies and external bodies:- a) Board of Management: including Derek Quinn and Owen Stewart as observers. b) Audit and Risk Sub-Committee: We require a minimum of three and a maximum of eight Board of Management members. c) Staffing Sub-Committee: We require a minimum of three and a maximum of eight Board of Management members. (Date of next meeting yet to be agreed). d) Thenue Trust: currently Chairperson, Joint Vice Chairs, Head of Finance and Chief Executive. e) Thenue Housing Services: We require one Board Member to join Lesley-Anne Junner, Charles Turner and Eleanor Derbyshire. f) Thenue Communities: proposed Board membership is Eleanor Derbyshire, Charles Turner, Betty Cosgrove, Mary McPherson, Owen Stewart, Joan Soutar, Nicola McCurdy, Thomas John McDougall and Angela Lombardi. g) Employers in Voluntary Housing, (EVH): currently vacant due to Owen Stewart standing down from	Charles Turner	For decision

		<u>LEAD PERSON</u>	<u>ACTION</u>
	Board.		
	h) Scottish Federation of Housing Associations (SFHA): currently Charles Turner		
10.	Code of Conduct, Health and Safety, and equal opportunities monitoring:	Charles Turner	
	a) Code of Conduct for Governing Body members		For noting
	b) Health and Safety responsibilities for Board of Management members		For decision
	c) List of authorised suppliers – also available on website		For noting
	d) Declarations of Interest		For completion
	e) Equal Opportunities Monitoring		For completion
11.	Board appraisals 2021	Charles Turner	For information
12.	Scrutiny Panel – independent review	Gary Naylor	For decision
13.	Gas service and maintenance contract	Eleanor Derbyshire	For decision
14.	Landressy Place development – update	Eleanor Derbyshire	For decision
15.	Bad debt write-off	Gary Naylor	For decision
16.	Chief Executive’s report	Charles Turner	For decision
17.	Subsidiary company minutes and others	Chair	For information
	17.1 Thenue Communities AGM Minute 11 August 2021 #		# = draft
	17.2 Thenue Communities Board Minute 11 August 2021 #		
	17.3 Health and Safety Committee 13 September 2021#		
18.	Any other competent business	Chair	As appropriate
19.	Résumé of meeting		For discussion
20.	Date of next meeting – Tuesday 26th October 2021 at 6pm		

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 28 September 2021 at 6.00pm
remotely on Microsoft Teams and partially in person
at 423 London Road, Glasgow, G40 1AG**

Present: Pauline Casey (Chairperson), Linda Chelton, Bryan McMahon, Maureen Dowden, David Keltie-Armstrong, Howard Mole, Allan Anderson, Robert Kelly

Observing: Derek Quinn

Attending: Charles Turner, Eleanor Derbyshire, Gary Naylor, Lesley-Anne Junner and Ray Macleod

Charles Turner chaired the meeting until the Chairperson was elected and gave a warm welcome to our newly elected member Allan Anderson, and newly appointed Head of Finance, Lesley-Anne Junner.

1. APOLOGIES

Apologies were received from Abdifatah Hayde and Owen Stewart (observer).

NOTED

2. DECLARATIONS OF INTERESTS

There were no declarations of interests.

NOTED

3. COMPOSITION OF THE BOARD OF MANAGEMENT TO SEPTEMBER 2022

Charles Turner, following the Annual General Meeting (AGM), confirmed the composition of the Board of Management and read out the names of the 10 elected members – Allan Anderson, Pauline Casey, Linda Chelton, Maureen Dowden, Abdifatah Hayde, Robert Kelly, David Keltie-Armstrong, Bryan McMahon, Howard Mole and Florence O'Hale. Charlie also referred to the previous Board meeting on 13 August 2021 agreeing to Derek Quinn and Owen Stewart serving as observers/specialist advisors until the next AGM. He confirmed Derek and Owen cannot participate in voting.

DECIDED

4. SELECTION OF OFFICE BEARERS

Charles Turner referred to the Board appraisal report and invited Board members to nominate and elect the office bearers as follows:

Chairperson

Maureen Dowden proposed and Bryan McMahon seconded Pauline Casey as Chairperson. Pauline Casey accepted the appointment.

DECIDED

Vice Chair

Charles Turner indicated that in recent years the Board of Management had agreed Joint Vice Chairs and invited Board members to consider if this is to continue. Pauline Casey proposed and Howard Mole seconded Maureen Dowden as Vice Chair. Maureen Dowden accepted the

appointment however was clear she had no intention in the long term to be Chairperson. The Board of Management was happy with the composition and agreed to not to have Joint Vice Chair.

DECIDED

Secretary

Charles Turner advised the position of Secretary was included in the job description of the Chief Executive and any change would require a change to the job description.

NOTED

5. MINUTE OF THE MEETING HELD ON 17 AUGUST 2021

The minute of the meeting held on 17 August 2021 was agreed as a correct and accurate record of the proceedings. The minute was proposed by Bryan McMahon and seconded by Pauline Casey.

APPROVED

6. MATTERS ARISING FROM THE MEETING HELD ON 17 AUGUST 2021

There were no matters arising.

NOTED

7. MINUTE OF THE MEETING HELD ON 3 SEPTEMBER 2021

The minute of the meeting held on 3 September 2021 was agreed as a correct and accurate record of the proceedings. The minute was proposed by David Keltie-Armstrong and seconded by Howard Mole.

APPROVED

8. MATTERS ARISING FROM THE MEETING HELD ON 3 SEPTEMBER 2021

There were no matters arising.

NOTED

9. APPOINTMENT TO BOARD OF MANAGEMENT, SUB-COMMITTEES, SUBSIDIARY COMPANIES AND EXTERNAL BODIES

a. Board of Management

The composition of the Board was agreed at Agenda Item 3.

DECIDED

b. Audit and Risk Sub-Committee

Charles Turner intimated Standing Orders require a minimum of 3 and maximum of 8 Board members to form the Audit and Risk Sub-Committee. Charlie advised topics for audit this year included factoring, procurement along with building on risk. Board members who agreed to serve are:

Pauline Casey, Linda Chelton, Robert Kelly, David Keltie-Armstrong, Bryan McMahon, and Howard Mole. Abdifatah Hayde and Florence O'Hale would also be asked to join.

DECIDED

c. Staffing Sub-Committee

Charles Turner again advised a minimum of 3 and maximum of 8 Board members were required to form the Staffing Sub-Committee which met at least once per year in November to agree the staffing structure for the Business Plan and as required for any other staffing matters. Board members who agreed to serve are:

Allan Anderson, Pauline Casey, Maureen Dowden, Bryan McMahon and Derek Quinn.

DECIDED

d. Thenue Trust

Charles Turner intimated the Trust Deed specified Trustees to be by status of office – Chief Executive, Head of Finance, Chairperson and Vice Chair/s. Charlie indicated this can be changed if required, but the Board of Management agreed for the Trust Deed to remain the same.

DECIDED**e. Thenue Housing Services Ltd (THS Ltd)**

Charles Turner advised the current composition was three staff members - himself, Eleanor Derbyshire, Lesley-Anne Junner and required at least one representative Board member. THS Ltd was predominantly development led and completed commercial work that is of a non-charitable nature. Howard Mole agreed to serve as a director.

DECIDED**f. Thenue Communities**

Charles Turner intimated the composition of the Board of Directors was two staff members himself and Eleanor Derbyshire: five community representatives Betty Cosgrove, Mary McPherson, Joan Soutar, Nicola McCurdy, Thomas John McDougall and one general director, Angela Lombardi, leaving two vacancies making the balance of up to ten. Charlie indicated Owen Stewart had originally agreed to become a director however as he will be continuing as an observer/specialist with the parent company it will be a conflict of interest and the Board of Management agreed to Owen not accepting that position.

DECIDED**g. Employers in Voluntary Housing (EVH)**

Charles Turner advised as Owen Stewart was no longer an elected Board member, he invited those present to replace him. EVH meetings are monthly and held virtually. The Board of Management agreed and asked that Owen Stewart be invited to continue as representative.

DECIDED**h. Scottish Federation of Housing Associations (SFHA)**

Charles Turner intimated he was happy to continue as representative unless someone else would like to. The Board of Management agreed to Charlie continuing as SFHA representative.

DECIDED**10. CODE OF CONDUCT, HEALTH AND SAFETY, AND EQUAL OPPORTUNITIES MONITORING****a. Code of Conduct for Governing Body Members**

Charles Turner explained this was an annual update and straightforward declaration process with plenty of documentation with an aide memoire reminding of responsibilities. The Board of Management noted the process and documentation.

NOTED**b. Health and Safety (H&S), Responsibilities for Board of Management Members**

Charles Turner advised the Policy statement and overview outlined the expectations of H&S responsibilities. Charlie highlighted the new Section 3 imported through membership with EVH to include the responsibilities to the living environment of our tenants which has always been a responsibility but not written in a Policy statement. The Board of Management approved the Health and Safety Policy Statement.

DECIDED

c. List of Authorised Suppliers

Charles Turner referred to the hyperlink to the website which gave a full listing of authorised suppliers to assist with any potential declaration of interest and gave an explanation and example of a potential conflict of interest.

NOTED**d. Declarations of Interests****e. Equal Opportunities Monitoring**

Charles Turner intimated the forms had been issued for completion and requested these are returned as soon as possible.

NOTED**11. BOARD APPRAISALS 2021**

Charles Turner intimated it was a lengthy report bringing together outputs and outcomes. Charlie advised appraisals had been completed by the middle of June and referred to the redesign of the form. He highlighted the last section detailing the conclusions, as follows:

- A training session on the development process by Eleanor Derbyshire was ready for a date to be confirmed.
- The Risk appetite statement had been decided with succession planning required for the likely future of Chairperson and Vice Chair.
- Board members are required to decide on who will serve on the Audit and Risk Sub-Committee with around 4 meetings per year.
- The redesign of the board room with technology to enable meetings to be held jointly onsite and remotely via Microsoft.
- A focus on Values to shape the next Board appraisal process along with text/words to express opinions and comments rather than a tick box.
- The scrutiny panel to assist with evaluation and scrutiny of the business.

Charles Turner invited Board members to ask questions or make comments. There were none noted.

The Board of Management noted the contents of the report and the nine main conclusions.

NOTED**12. SCRUTINY PANEL – INDEPENDENT REVIEW**

Gary Naylor referred to the report evaluating and reviewing the work of the scrutiny panel which proposed the support to the group continues with using TIS (Tenant Information Service) to ensure a level of independence. Due to the COVID19 pandemic the group had been quiet for the last 18 months. The review highlighted what works well and what needs to be improved. Linda Allen had individually interviewed each panel member. Gary commented TIS had built a lot of trust with Group members and they worked well together and continuing to work with them. 6 of the report summarised the key recommendations.

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

- This was a very good report, what are the costs involved with TIS continuing and should this work be subject to competitive tendering? Gary Naylor advised the costs are £80 per hour, not

a huge outgoing and well within tender thresholds. The relationships and trust built gave value for money to continue with TIS.

- Are there any topics identified for the scrutiny panel to assess? Gary Naylor advised assessment of the ARC process was an example of a process for scrutiny.
- In relation to the number of members and their length of service, how many will be expected to stand down and how will these places be filled? Gary Naylor acknowledged a recruitment process was needed to encourage tenants to engage and come forward. He recognised a number of people leaving were very knowledgeable. Charles Turner gave reassurance as prior to the COVID19 lockdown a recruitment coffee morning had been planned and cancelled. Twenty plus people had been expected to attend. Charlie agreed recruitment was an issue and assessment of ARC performance would be welcomed. He also confirmed the support costs for TIS were below our £5,000 tendering threshold.

The Board of Management noted the key recommendations, the other contents of the report and approved the continuation of the support to the REST group through TIS building on the existing relationship and enabling the next 12-month plan to be implemented.

DECIDED

13. GAS SERVICE AND MAINTENANCE CONTRACT

Eleanor Derbyshire advised the current contract was coming to an end and a new tender process had started. Eleanor referred to the report which outlined the background, brief, process through Public Contract Scotland, assessment of submissions and preferred contractor.

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

- Clarification was requested in relation to the performance of preferred bidder. Eleanor Derbyshire confirmed performance was very good with few complaints and a good working relationship had been built with the contractor and consultants.

The Board of Management: -

- Approved the acceptance of the tender from the preferred contractor Technical Services (UK) Ltd for a 3 plus 2-year contract term and the associated cost over the initial 3-year period.
- Authorised staff to instruct acceptance and progress the works with Technical Services (UK) Ltd.
- Noted the contents of the report and supplementary information.

DECIDED

14. LANDRESSY PLACE DEVELOPMENT UPDATE

Eleanor Derbyshire gave an update and overview on the Landressy Place development which enabled the appointment of the preferred contractor. Discussions were continuing over the appraisal and level of grant.

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

- In relation to the insurance claim how much wriggle room is there, plus or minus 5 to 6%. Eleanor Derbyshire advised Glasgow City Council (GCC) want to approve funding which is being

considered. Eleanor recognised the delays in decision making had caused issues with the deterioration of the site due to the timing of the COVID19 pandemic lockdown.

- What are our risks of further delays and site deterioration? Charles Turner advised the contractor is ready and we are waiting on a satisfactory grant offer in the next six weeks however there were no guarantees that GCC would be able to turn around the grant within the 6 weeks, but both parties remained hopeful.

The Board of Management: -

- Authorised the Property Services Team to accept the tender from McLaughlin, subject to a satisfactory grant offer from Glasgow City Council NRS.
- Noted the information contained in the report.

DECIDED

15. BAD DEBT-WRITE OFF

Gary Naylor explained the report relates to the regular write off of bad debts. Gary advised on this occasion there were 35 cases of rent arrears and referred to the breakdown. He confirmed compliance with the correct procedures to recovery.

Gary Naylor invited Board members to ask questions and/or make comment. There were none.

The Board of Management approved the write-off the bad debts detailed in the report.

DECIDED

16. CHIEF EXECUTIVE'S REPORT

Charles Turner referred to the report and talked through each item. Charlie highlighted:

- The anomaly of some badly written text in the Benefits and Payments Policy to Staff and Board, Members as both has been classed within the same grouping, and are in fact different, with different rules applying to each. Sections 2.5b and 4.9b were where this anomaly had occurred and proposed the adjustment to the wording.
- Re-opening of the office was going well and the appointment system for customers to be reviewed at end of October. Staff have not as yet been able to provide services at Service Centres but is expected to resume during October.
- The Annual Assurance Statement process has begun and will be presented next month for approval. Like last year hyperlinks will be used to where our information is. We will require to specify tasks not going accordingly to plan as a result of covid-19 issues and an indication that the association was preparing for the collection of equalities data. Further equalities and human rights information from the regulator is awaited.
- Next year's business plan will start with the half yearly performance review at next month's meeting and earlier tenant consultation. In preparation of the work to be done Saturday morning on 6 November 2021 in the CHLC was proposed as the annual Business Planning event from mid-morning to mid-afternoon. Charlie commented there were big things for Thenue in 2022/2023 and encouraged Board members to consider topics.

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

- What is the office rotation for staff? Charles Turner confirmed 2m social distancing had been kept in place and as long as there is enough staff onsite to deal with customers with home and hybrid working continuing. Unsure what tenants or customers think, and this is being surveyed, with results known at the end of the month. The hybrid rotation is expected to continue as the normal way of working going forward.
- With reference to the Business Planning event, a request was made for an in-depth analysis of inflation increases to be included for a broader look to establish a reasonable future rent increase. Charles Turner agreed this can be included

The Board of Management: -

- Approved the amendment to the current policy on control of payments and benefits to Board Members and Staff.
- Agreed the date of Saturday 6 November 2021 for the 2022 Business Planning Event.
- Noted the progress in re-opening the associations office to customers.
- Noted the additional information required to complete the Annual Assurance Statement.

DECIDED

17. SUBSIDIARY COMPANY MINUTES AND OTHERS

17.1 Thenue Communities AGM Minute 11 August 2021 (Draft)

17.2 Thenue Communities Board Minute 11 August 2021 (Draft)

17.3 Health and Safety Committee Minute 13 August 2021 (Draft)

Pauline Casey advised the minutes were for information only and any questions or comments to be made outwith the meeting to the relevant officer or Chair.

NOTED

18. ANY OTHER COMPETENT BUSINESS

There was no other competent business and Board members were asked to stay on after the meeting concluded and staff had left the meeting. Charles Turner had a short confidential discussion with Board Members

NOTED

19. RESUME OF MEETING

Board members agreed it had been a good meeting and thanked Pauline Casey for her first meeting as Chairperson.

NOTED

20. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 26 October 2021 at 6.00pm remotely on Microsoft Teams or attending the Boardroom.

NOTED

The meeting concluded at 7.15pm

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

Pauline Casey
Chairperson



Date: 26 October 2021