

BOARD MINUTES

MINUTES OF	:	Board of Management Meeting
TIME & DATE HELD	:	24th May 2022 at 6.00pm
DATE APPROVED	:	28th June 2022

BOARD MEMBERS PRESENT	:	Ms Scoffield , Ms Thomson, Ms Battersby, Ms Barbour, Mr Barclay, Mr McIntosh and Mr Robertson
APOLOGIES	:	Mr Connor and Ms Johnston
STAFF PRESENT	:	Tony Teasdale (CEO) Colette McKenna (Director of Property Services) (until item 8) Ola Ajobiewe (Finance Manager)
IN ATTENDANCE	:	Olwyn Gaffney (SHARE)

1. Apologies

Apologies were noted as indicated above.

2. Declarations of Interest

There were none.

3 Minutes for Information

The draft minutes of the following meetings were noted:

- 3.1** East End Housing Development Company Board Meeting : 10.05.2022
- 3.2** Upkeep Board Meeting : 10.05.2022

4. Minutes for Approval

The draft Minute of the Board of Management meeting held on 26th April 2022 was **approved** as a correct record on a motion from Ms Barbour, seconded by Ms Thomson.

5. Matters Arising

The Board noted the content of the Matters Arising Schedule and in particular:

- *Ref. Min. Item 6 - Staff satisfaction survey:* Members were thanked for thoughts shared on the draft survey since the last meeting. The survey was now underway.
- *Ref. Min. Item 8 – Property Insurance cover:* Further discussion had taken place with the Insurance Broker and with the Board member who had raised the query at the last meeting. It was agreed all round that the Fire Excess level should remain at the new, higher level, for reasons outlined within the Schedule.

There were no other issues raised.

6. Compliance and Safety Update

Members noted the report with no significant issues to note.

7. CEO Progress Report

The Board noted the content of the report and in particular:

- The latest position regarding Covid-related absences, and the update on arrangements for ensuring safety of staff and tenants within and out-with the office.
- Progress with arrangements for recruitment to the vacant Director of Finance & Corporate Services post.
- That the new Complaints Handling Procedure (CHP) had taken effect from Monday 16th May. A copy of the detailed Procedure document plus guidance video (really aimed at staff) would be placed on Decision Time/Resources/Policies for Board Member reference. A Member highlighted the importance of ensuring that documents on Decision Time are the right way round (an example of a document on its side was cited).
- It was **agreed that, going forward, reporting to Members on complaints handling will be altered as follows:**
 - Both the Property Services and the Housing & Community Services Committees will receive detailed quarterly reports on the complaints received relevant to their remits, including issues arising and lessons learned.
 - The overview of number of complaints received, and performance in dealing with these in accordance with KPIs set down in the CHP, will be monitored by the Board, as part of the Quarterly Performance Report.
- An update on progress was given regarding potential collaboration with neighbouring housing associations, with a meeting on a series of issues due to take place with Tollcross HA personnel later in the week. The specific and limited nature of the discussions was noted and the CEO gave assurances to Members that both sides are clear about not compromising their organisation's constitutional independence. Members welcomed the exploration of potential resource saving and other effectiveness benefits, but highlighted the importance of ensuring that the focus remains on the Association's own priorities, and that services to our own tenants are not adversely affected.
- That a mini-bus tour of the stock for interested Members was planned for either the 15th or 16th June, depending on availability. A number of Members expressed interest.
- The recent publication by the Regulator of its annual analysis of the finances of RSLs in Scotland and that a comparison between SHA figures and sector averages would be provided to the Board in due course once the audited accounts have been prepared.
- Arrangements for the briefing session for elected Members (MP, MSP and Councillors) on 27th May.

8. Annual Return on the Charter (ARC) for 2021/2022

The Board noted the content of the report which provided a direct link to the draft ARC itself and an overview of the annual performance data. Members commented that they liked the format of the report which enabled easy identification of whether performance had improved or not in the past year.

Performance was seen to have generally improved, in particular in areas that had been most affected by Covid in the previous year (2020/21). Some issues were highlighted in more detail in the report and discussed. In particular it was noted that the Association's level of compliance with the Scottish Housing Quality Standard (SHQS) was being reported as having very significantly reduced, and that this was as a result of the new requirements regarding electrical safety. The DPS reported that, since the notification that the new requirement was being introduced, the Association had been very focussed on achieving compliance and a programme of additional inspections had gotten underway. Regular updates had been given to the Property Services Committee. Progress had been impeded somewhat by Covid but a procurement exercise was currently underway to ensure increased contractor capacity to deal with the backlog. However, it now had also become clear that the initial assessment of how many properties were without electrical safety certificates had been inaccurate, and that a higher proportion of the stock (now assessed as 463 homes in total) do not have the required certification. The Board expressed concern regarding this and noted the proposed actions aimed at ensuring compliance at the earliest opportunity.

There was also some discussion regarding factors behind figures reported on:

- Percentage of tenancy offers refused.
- Rent collected as a percentage of rent due and gross rent arrears
- Overall staff turnover.

The Board approved the submission of the ARC to the Scottish Housing Regulator (SHR) by the 31st March 2022.

The DPS left the meeting at this point.

9. Draft Annual Accounts to 31st March 2022

The Finance Manager (FM) presented the report which provided an overview of the draft Annual Accounts for 2021/22. It was noted that the external audit of the accounts is due to commence during week commencing 5th June. The final, audited accounts will be presented for Board approval at the August meeting.

Some issues were highlighted for Board attention:

- The pension value adjustment figures for both the SHAPs and Strathclyde Scheme had yet to be factored in and there was the potential for this to adversely affect the projected surplus.
- The audits of both Upkeep and EEHD were underway and going well but the auditors had advised that the previously agreed gift aid (£300k) from Upkeep to SHA could not be taken into account at this point because the Board decision to gift aid had not been taken prior to the end of year 2021/22. There appeared to have been a misunderstanding of the rules and requirements regarding this. The FM explained however that Upkeep would be able to treat the £300k as a dividend and therefore still deduct it from its surplus and avoid having to pay Corporation tax on it on the basis that the payment will be made in 2022/23. Members sought, and received, assurance that the appropriate rules were being followed and that in due course SHA would receive the payment.

The Board noted the draft Statement of Comprehensive Income, and that the draft accounts were showing a higher than initially budgeted surplus of £1.07M. The FM highlighted the key reasons for this, including that an amount of £790k had been written back, and that this related to the notional loan adjustment of £12m that had been made in the 2020/21 accounts.

The Board also noted:

- The draft Statement of Financial Position, with net assets shown to have increased to £8.217M during the year. A member queried the ongoing cash position and it was noted that this had risen to £1.75M at the end of 2021/22 (helped by receipts from the sale of Tollcross Mansionhouse and additional grant income for Fenella Street) and was currently projected to increase to around £1.9M by the end of 2022/23. A reminder was given that a review of projected cash balances would be presented to the Board in the coming months.
- Key Performance Indicators: no issues of concern were noted and loan covenants were met.
- That a set of the draft accounts had been provided to the lender, RBS, and no issues raised.

The FM left the meeting at this point.

10. Annual Board Review

The Board welcomed Olwyn Gaffney of SHARE to the meeting. Olwyn gave a presentation on the process that had been undertaken and the key findings and recommendations (**appendix 1**).

The general conclusion was that SHA “has a well-informed Board whose Members are committed to the Association’s work and the local community and with good awareness of areas for improvement both individually and collectively”.

It was also noted that, through the 360 degrees assessment, the Chair had been scored consistently well across the various effectiveness measures.

Part of the purpose of the review was to assess the ongoing effectiveness of any Board Member who has served more than nine consecutive years. The one member in question is Gillian Johnston and the assessment was that Gillian remains an effective Board Member and should be allowed to stand for re-election at the forthcoming AGM. **The Board approved this recommendation.**

The Board noted, discussed and approved the main recommendations for further improvement as set down in the report that had been issued with the papers, including:

- *That the Board discuss the shared vision and values for the Association in conjunction with senior staff and that there is agreement on how to communicate these to tenants and other stakeholders.*
- *That the Board discuss and agree on what more it could do to stay up to date with the needs and priorities of tenants and other customers.*
- *That the Board discuss and agree how the needs and aspirations of tenants and others influence the plans, strategies and decisions of the Association.*

- *That the Association ensure that all Board members understand the management accounts and key financial indicators, along with the associated risks, and that finance training is available to any members who feel they would benefit from it.*
- *That the Association ensure that all Board members understand the Annual Assurance Statement and their role in the process.*
- *That the Association ensure that all Board members understand their role in reviewing, approving and implementing the Association's policies.*
- *That the Board and Association agree on a learning and development plan based on discussions with members and considering the appraisal exercise results.*

Olwyn then outlined the proposed Learning and Development Plan for the Board, which had not been completed in time to issue with the papers. This was noted and it was agreed would be discussed in detail at the next meeting.

It was also noted that individual Learning and Development Plans, prepared by SHARE, would also be issued to Members in due course.

Olwyn was thanked for her contribution and left the meeting at this point.

11. Governance Issues

The Board noted the content of the report and:

- Noted the progress update on the Assurance Improvement Plan. This showed that whilst good progress had been made in some areas other action points had still to be delivered.
- The CEO advised that progress had been somewhat restricted by the departure of both the Governance & Communication Officer and the Director of Finance and Corporate Services in the period since the Plan was approved.
- **Noted and approved the proposal for a revised approach to the Association's self-assessment against Regulatory Standards that would involve enhanced Board member involvement in the process.** Initial consideration was given to the two options for how this might work going forward, as set out in the proposal from Quinn Internal Audit (QIA). A number of Members expressed interest in taking part in the proposed Assurance Review Working Group. **It was agreed that an introductory meeting be held with QIA before the end of June,** to confirm the process to be undertaken in the lead up to the Board's decision on the 2022 Assurance Statement in October.
- Gave initial consideration to the following existing policies which are due for review:
 - *Association membership:* It was noted that this required updating but that the policy is currently very "process- focussed". **It was agreed that there is a need for a stronger focus on what the Association sees as the purpose of share-holding membership and how this will be promoted and tenants and other residents encouraged to join.**
 - *Board Member and Staff expenses:* It was noted that staff expenses are covered by EVH terms and conditions. There are relatively few expense claims from Board members but it was agreed that it is important to ensure that members are not discouraged from being on the Board as a result of out of pocket expenses incurred e.g. in relation to need to arrange care for children or other family members.

It was agreed that the Policy provisions remain generally appropriate but with some areas requiring to be reviewed where a specific rate is identified in the policy, that has not been uplifted for several years.

It was agreed that draft revised policies be brought back for consideration to the Board.

12. Business Plan 2022

The Board noted the content of the report and gave final approval to the proposed updated Business Plan.

It was agreed that a summary of the Plan would be made available to both Board members and staff for ease of reference to key issues.

13. Membership Applications

The Board noted the content of the report and approved the membership application from Allison Weir, an Association tenant from [REDACTED]


14. Any Other business

It was agreed that the previous (pre-Covid) practice of providing sandwiches (and not just tea/coffee and biscuits) now be resumed for all meetings going forward.


Minute prepared by
Tony Teasdale, Chief Executive

SIGNED:


DATE:



Appraisal Process Outcomes



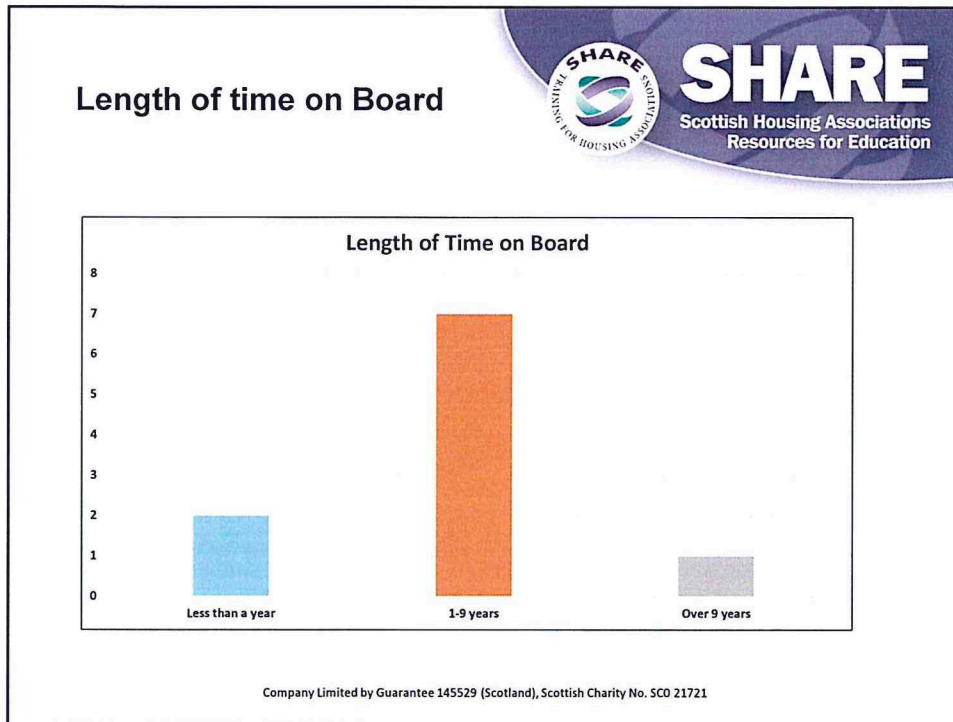
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THE PROCESS

- Introduction to process
- Observation of Board meeting by SHARE
- Each Board member completes survey, SHARE have individual meetings with each of the members
- SHARE takes all the information and produces a report, Individual learning Statements and an L&D Plan
- Give feedback to the Committee, give out ILS and the overall L&D plan


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- ### Motivations
- Understanding of local situations. Friend's involvement with other housing associations
 - Wanted to learn new skills
 - To give back something to community
 - I feel that transparency and accountability are crucial. I joined the Board to assist in achieving goals for the good of the Association and our tenants
 - Wish to offer some of my skills and experiences to the Board
 - I enjoy being involved and making decisions for the area I live in to improve it
 - So that there are local voices on the Board
 - Want residents and tenants to have involvement in the community and housing
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Highlights

- Involvement with, and understanding of, the organisation Commitment of Board members
- The Association’s offices being open again, and seeing Board members who we had only seen using zoom
- The end of the staff restructure
- Continued funding for Shettleston Does Digital
- Seeing the Association meet all the challenges that Covid has brought whilst still being able to deliver a service to tenants
- Looking at the business plan, return to face to face meetings and taking part in the wider role working group
- Coming through the pandemic, being able to provide a good service
- Selling Tolcross Mansion and the new development at St Marks
- Taking up the positive on Chair of sub-Boards




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Staying effective



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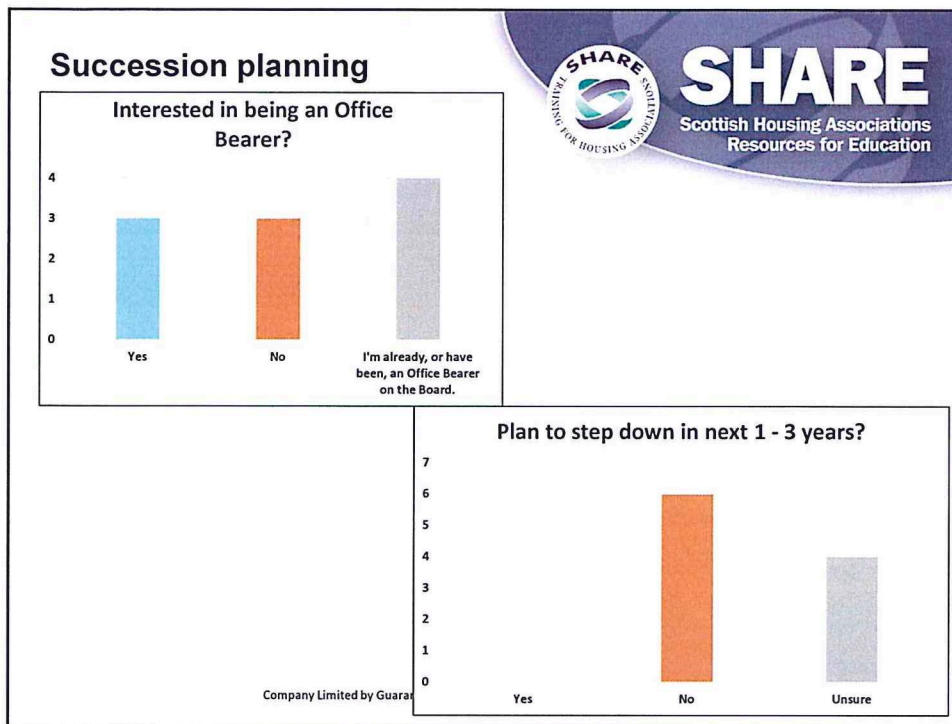
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Staying effective/up-to-date in the last 12 months



Activity	Frequency (0-10)
Reading Board papers	10
Information/briefings from staff	8
Training sessions/events	7
Websites (SFHA, Scottish Housing Regulator etc.)	6
Reading housing press (e-zines etc.)	6
Own employment (day job)	5
Networking	3
Keeping up-to-date with latest housing research	3
Conferences	3
Other Boards/Committees involved with	2
Undertaking housing or other related qualification	1

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Board meeting observation

Board meeting was:

- Well chaired
- Discussions were appropriate for the agenda items
- Questions were also appropriate for the agenda items
- All members had opportunity to participate
- Chair handled items for approval correctly
- Meeting was well ran

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Key roles and experience



- Housing development
- Building contractor/building trade
- Business owner
- Trade union roles
- NHS/Healthcare
- Health and Safety
- Community Council role
- Finance/insurance
- Social housing sector
- Governance experience (several Board members)

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Knowledge & skills



You will remember scoring yourselves from 1-4 across the 7 regulatory standards from the Regulatory Framework. You indicated this by deciding if you:

- 1 Strongly agree
- 2 Partly agree
- 3 Partly disagree
- 4 Strongly disagree

The average scores for each statement was around 3 with only one falling below this.

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Recommendations



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1. We **recommend** that the Board discusses the shared vision and values for the Association in conjunction with senior staff and that there is agreement on how to communicate these to tenants and other stakeholders.
2. We **recommend** that the Board discusses and agrees on what more it could do to stay up to date with the needs and priorities of tenants and other customers.
3. We **recommend** that the Board discusses and agrees on how the needs and aspirations of tenants and others influence the plans, strategies and decisions of the Association.

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Recommendations continued



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4. We **recommend** that the Association ensures that all Board members understand the management accounts and key financial indicators, along with the associated risks, and that finance training is available to any members who feel they would benefit from it.
5. We **recommend** that the Association ensures that all Board members understand the Annual Assurance Statement and their role in the process.
6. We **recommend** that the Association ensures that all Board members understand their role in reviewing, approving and implementing the Association's policies.
7. We **recommend** that the Board and Association agree on a learning and development plan based on discussions with members and considering the appraisal exercise results.

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Chair's 360°

The Chair is scored consistently well across the effectiveness measures

- Allows and encourages all Board members to participate in the discussion
- Has an effective and productive working relationship with CEO
- Ensures that the Board sets strategic objectives which articulate the Association's vision and values
- Ensures that the Board monitors the Association's performance against its objectives
- Promotes the Association's interests wherever possible and represents it at meetings, conferences etc., as appropriate
- Deals constructively and impartially with any issues regarding group dynamics, including group tensions
- Accurately summarises the discussions and debates during meetings so that the Board can make decisions based on a clear understanding of the issues
- Has a good understanding of the Association's budgets and finances.



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Chair's 360°

Additional comments below

- The Chair is very approachable and will take the time to explain any difficulties you could be having. Puts members at ease during meetings while still ensuring they run on time.
- The Chair is committed to ensuring that the Association delivers the very best it can for its tenants, and this is reflected in every meeting
- The Chair is very supportive of new members and all Board members
- A very competent Chair
- Always very inclusive
- The Chair has made me very welcome




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Learning & Development Plan item 1




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Report Item	Regulatory Standard	Learning & development area	Key outcomes	How learning & development to be met (examples)	Suggested course
1	The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users	Being able to clearly explain the vision and values of the organisation	Board members need to be comfortable being able to articulate what the vision and values of the organisation is if this information was required of them	<p>Board to look at the business plan which has a section on Purpose, Vision and Values</p> <p>Discussion around vision and values at a board meeting</p> <p>Could have this displayed on the wall of the Board Room.</p> <p>Review this at the next away day.</p> <p>All can be facilitated by senior staff at Shettleston</p>	

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Learning & Development Plan item 2 &3




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Report Item	Regulatory Standard	Learning & development area	Key outcomes	How learning & development to be met (examples)	Suggested course
2 & 3	The RSL is open about and accountable for what it does. It understands and takes account of the needs and priorities of its tenants, service users and stakeholders. And its primary focus is the sustainable achievement of these priorities.	<p>Board discusses and agrees how the priorities, needs and aspirations of tenants are gathered and disseminated to them</p> <p>Board discusses how the need and aspirations of tenants and others influence, plans, strategies and decisions</p>	<p>Board decide and implement a strategy for gathering information from tenants/customers on their needs and aspirations.</p> <p>Board demonstrate how this information influences any plans, strategies and decisions taken by the organisation.</p>	<p>Consider previous tenant participation exercises carried out by organisation and consider if and how these can be improved</p> <p>In-house training on best practice in tenant participation</p> <p>Network with other housing associations on how they are gathering/using such info</p> <p>Consider getting assistance from a tenant participation service where relevant</p> <p>Featuring needs and aspirations section in relevant proposals in Board reports</p>	Engaging tenants to improve service delivery

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Learning & Development Plan item 4



Report Item	Regulatory Standard	Learning & development area	Key outcomes	How learning & development to be met (examples)	Suggested course
4	The RSL manages its resources to ensure its financial well-being while maintaining rents at a level that tenants can afford	Board are confident in reading and interpreting financial information allowing them to be effective in providing the required challenge and scrutiny	<p>Board understand the various financial documents and the information within</p> <p>Board are comfortable with how information is presented</p> <p>Board can ask appropriate questions regarding the finances of the organisation</p>	<p>Finance person in organisation explains financial documents</p> <p>Discussion with all around how information to be presented, ie spreadsheets, graphs</p> <p>Training through e-learning</p> <p>Other externally facilitated training session on Finance</p> <p>Attending conferences/seminars where finance is a topic of discussion</p>	<p>Introduction to finance (elearning)</p> <p>Questions you should be asking finance</p>

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Learning & Development Plan item 5



Report Item	Regulatory Standard	Learning & development area	Key outcomes	How learning & development to be met (examples)	Suggested course
5	The governing body bases its decisions on good quality information and advice and mitigates risks to the organisation's purpose	Board members need to be comfortable with the process for the Annual Assurance Statement	<p>Board understanding the process that is gone through annually</p> <p>Board understand where the evidence comes from and involved in the approval process</p>	<p>Information provided by senior staff</p> <p>In house training for Board</p> <p>Opportunity to discuss AAS at meetings</p> <p>Specific training offered to new members</p> <p>All member to read and familiarise themselves with the Regulatory Framework</p>	<p>Governance Masterclass Session 2, "Information you require."</p>

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Learning & Development Plan item 6




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Report Item	Regulatory Standard	Learning & development area	Key outcomes	How learning & development to be met (examples)	Suggested course
6	The RSL conducts its affairs with honesty and integrity.	Severance policy	Board members discuss and agree an appropriate severance policy.	<p>Information provided by senior staff</p> <p>Advice and information provided by independent advisors eg solicitors</p> <p>In-house training course for all Board members</p> <p>Network with other governing bodies and find out what they are doing around severance policy</p> <p>All members to read and familiarise themselves with the Policy</p>	Severance policy – what’s it all about

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Learning & Development Plan item 7



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Report Item	Regulatory Standard	Learning & development area	Key outcomes	How learning & development to be met (examples)	Date to be achieved
7	The governing body and senior staff have the skills and knowledge they need to be effective.	The Board and Association agree a plan of training and development, based on discussion with Board members and taking account of the results of the appraisal exercise.	Board members are satisfied with a year-long training plan and programme that meets collective and individual training needs, and this is implemented, training attended and learning reflected upon.	<p>Full analysis of Board appraisal report</p> <p>Points identified should be actioned</p> <p>Formation of programme of training that reflects individual and collective needs and allows for further reflection on these and additional topics to be added if required</p> <p>Awareness of current or new topics in the sector and suitable arrangements made for Board to receive training on these issues as they arise.</p> <p>Discussion on prioritising the L&D plan.</p> <p>Quarterly/six monthly review of the L&D plan.</p>	This is what we are doing.

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INDIVIDUAL LEARNING STATEMENTS



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- Chairing skills
- Networking
- Communication skills
- Understanding housing “jargon”
- IT skills
- Tenant participation
- Asset management strategy
- Organisations investment strategy
- Regeneration and future plans for organisation
- Confidence building

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MOVING FORWARD



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- Consider the recommendations
- How do you address the training needs?
- Look at your induction plan
- Look to the L&D plan – think about prioritising
- Both formal and informal ways of addressing training needs including courses, reading, suggested changes to papers
- Association staff are a great resource for addressing some training gaps
- What about your own Individual Learning Statement?
- Challenges for the future
- Review where you are in 3 – 6 months with L&D plan

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Questions?

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Conclusion;
All evidence shows a well informed Board whose members are committed to the Association's work and the local community. Also good awareness of areas for improvement, individually and collectively.
Keep up the great work...



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Thank you

Julie-Ann Cloherty

T: 0141 370 6877
E: jcloherty@share.org.uk

 www.share.org.uk  [sharehousingtraining](https://www.facebook.com/sharehousingtraining)

 [Training SHARE](https://twitter.com/Training_SHARE)  [share-ltd](https://www.linkedin.com/company/share-ltd)

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