

## MANAGEMENT COMMITTEE MEETING

Wednesday, 17 June 2020 at 6.30pm via video call on Microsoft Teams

### MINUTE RECORD

**Attendance:**

**Committee Members:** G Laurie (Chair), C Edwards (to item 5.1 only), J Marshall, A Simpson, M Reid, I Lennox, A Williamson, K Johnson, J Henderson

**Staff/Advisor(s):** Anne Marie Brown, Chief Executive, Catherine Lowe, Business Consultant, Graeme Bruce, Finance Agent, Lesley Gillespie, Senior Corporate Services Officer (Minutes)

ITEM	NOTE	ACTION
	<p><b>WELCOME AND ORDER OF BUSINESS</b></p> <p>G Laurie welcomed everyone to the meeting. He reminded members that an additional report relating to the auditor's engagement letter had been distributed separately from the main pack and advised that he intended to take this as item 8.4 on the agenda.</p> <p>G Laurie also advised that arrangements would shortly be made for the annual member review process. L Gillespie would be in touch with all members to arrange individual discussions with G Laurie.</p>	
1.	<p><b>APOLOGIES</b></p> <p>Apologies were received from L Lester, A Stockley and M Cameron.</p>	
2.	<p><b>DECLARATIONS OF INTEREST</b></p> <p>There were no interests declared.</p>	
3.1	<p><b>Minutes of Previous Meeting (20 May 2020)</b></p> <p>The minutes were <b>approved</b> on a proposal by J Henderson and seconded by C Edward.</p>	
3.2	<p><b>Confidential Minutes of Previous Meeting (20 May 2020)</b></p> <p>See Confidential Minutes</p>	
3.3	<p><b>Action Note of Management Committee &amp; Beardmore Trust Meeting 3 June 2020 - Confidential</b></p> <p>See Confidential Minutes</p>	

4.	<b>MATTERS ARISING SCHEDULE</b>	
	<p>AM Brown apologised that there was a line missing from the print and clarified that the Management Committee meeting minutes for May and June 2020 will be published on DPHA’s website and then the remaining minutes will be published and backdated to September 2019.</p> <p>The Chair noted the Management Committee were pleased to see the title deeds action had been completed.</p> <p>Following consideration the Management Committee <b>noted</b> the matters arising schedule.</p>	LG
5.1	<b>Chief Executive Progress Update – Confidential</b>	
	See Confidential Minutes	
6.	<b>GOVERNANCE</b>	
6.1	<b>Revised Rules: SFHA Charitable Model Rules 2020</b>	
<b>Report Summary</b>	AM Brown presented this initial report to the Management Committee as part of the process for adopting the amended Model Charitable Rules produced by the SFHA (Scottish Federation of Housing Associations) in March 2020.	
<b>Discussion</b>	<p>Members advised that reducing the number of members to 12 could be restrictive and 15 would be more appropriate to ensure numbers did not fall to near 7.</p> <p>Members decided that directly appointing members could provide greater flexibility, however suggested taking legal advice on wording of this clause to provide flexibility first.</p> <p>Members discussed payments to Committee members but decided against this as it could give the wrong message to our tenants.</p> <p>Members asked if virtual meetings would be included in the amended version of the Rules or if any further guidance had been issued on this by SFHA. AM Brown confirmed that there had been some temporary legislative changes introduced as a result of the Corporate Insolvency &amp; Governance Act 2020 due to the COVID-19 pandemic to allow virtual AGM’s up to the 30 September 2020, however she would clarify this further with SFHA in terms of guidance for holding a virtual AGM. The Chair highlighted that the current model Rules allow meetings could be held in any format. Subsequently, another member stated that TC Young were working with SFHA on adding a provision for virtual AGMs to be included in the SFHA Charitable Model Rules 2020.</p>	AMB
<b>Decision</b>	<p>Following consideration, the Management Committee:</p> <p><b>Noted</b> the content of the initial report to the Management Committee on the SFHA’s amended Charitable Model Rules 2020.</p> <p><b>Agreed</b> to the Rule amendments as contained within Appendix 1: SFHA Charitable Model Rules 2020 (tracked to the 2013 version of the model Rules) and completion of the process identified in sections 3.9 to 3.9.5 for making Rule</p>	AMB

changes and **noted** that further amendments to the Model Rules 2020 could arise from this process.

**Agreed** to the following:

Rule 6 & 7.2: Retain the wording in our current Rules.

Rule 21.1: Retain the wording in our current Rules.

Rule 18.1: Retain maximum level of borrowing at £100 million.

Rule 27.3: Members should have no more than 5 proxy votes.

Rule 37.1: To keep the maximum number of members on the Management Committee to 15.

Rule 37.1: To allow direct appointments of governing body members to the Management Committee, up to a maximum of 4 (Subject to legal advice on appropriate wording)

Not to allow staff members to be a part of the Management Committee your governing body as Executive Committee members.

To prohibit related Management Committee members.

Not to allow payment to Committee Members.

To change from being known as a Management Committee to a Board of Management.

Seek appropriate legal advice from TC Young relating to revising our Rules and inviting TC Young to give a presentation to the August 2020 Management Committee meeting.

AMB

## 6.2 Review of Standing Orders

**Report Summary** AM Brown presented the report with the revised Standing Orders to the Management Committee for consideration and approval.

AM Brown commented that the Standing Orders will require further changes to job titles, and she suggested that any future none-material changes to documents such as Standing Orders are carried out without the need for Management Committee approval. Reference to none-material changes from one Management Committee meeting to the next would be included in the Chief Executive's report to Committee.

**Discussion** Members noted that the tracked changes on the revised Standing Orders were helpful.

**Decision** Following consideration, the Management Committee:  
**Approved** the revised Standing Orders as attached in Appendix 1 to the report.  
**Noted** the Standing Orders may need to be revised further once the amended Model Rules have been adopted at a Special General Meeting, to be held some-time later this year.

LG

**Noted** the Standing Orders will be due for review in 3 years' time or earlier if required as noted in section 4.3 within the report.

**Approved** that any non-material changes to policies such as Standing Orders can be carried out by the Chief Executive and referred to in the Chief Executive's Management Committee report.

AMB

6.3	<b>Review of Financial Regulations and Financial Procedures</b>	
<b>Report Summary</b>	G Bruce presented the report on the revised Financial Regulations and Financial Procedures to the Management Committee for consideration and approval.	
<b>Discussion</b>	Capital expenditure authorisation levels were discussed, and members decided the Chief Executive's revised authorisation level of £20k was an appropriate level.  After a short discussion, it was confirmed that the order of authoritative documents in terms of their importance were the Rules, followed by Standing Orders, Financial Regulations then the Financial Procedures.	
<b>Decision</b>	Following consideration, the Management Committee: <b>Approved</b> the revised Financial Regulations and Financial Procedures. <b>Approved</b> the increase to the delegated authority limit for the Chief Executive. <b>Approved</b> Senior Finance Officer & Senior Corporate Services Officer to £5k and the Finance Officer to £1k. <b>Noted</b> that these documents will be due for review in 3 years' time or earlier if required. <b>Approved</b> that Team Leaders can be authorised signatories. <b>Approved</b> that any non-material changes to policies and key documents can be carried out by the Chief Executive and referred to in the Chief Executive's Management Committee report.	GB GB GB GB
6.4	<b>Governance and Financial Management Improvement Plan 2020/21</b> <b>Confidential</b> See Confidential Minutes	
7.	<b>STRATEGY</b>	
7.1	<b>Feasibility Study for Dalmuir CE Centre update</b> <b>Confidential</b> See Confidential Minutes	
8.	<b>FINANCE</b>	
8.1	<b>Treasury Management – New Borrowing Options – Update</b> <b>Confidential</b> See Confidential Minutes	
8.2	<b>Bad Debt Write Offs 2020/21</b> <b>Confidential</b> See Confidential Minutes	
8.3	<b>SHR Loan Portfolio Return 2019/20</b>	
<b>Report Summary</b>	G Bruce presented the report requesting the Management Committee to approve the Loan Portfolio 2019.	
<b>Discussion</b>	As the Association does not currently have any loans in place no questions were asked about the return.	
<b>Decision</b>	Following consideration, the Management Committee: <b>Noted</b> the report contents. <b>Approved</b> the Loan Portfolio 2020 for submission to SHR. <b>Noted</b> the Chief Executive will make the approved return on behalf of the	AMB

	Association.	
<b>8.4</b>	<b>Auditor's Engagement Letter</b>	
<b>Report Summary</b>	G Bruce advised members of the letter received from French Duncan Auditors, which is an amended Letter of Engagement. G Bruce explained the Engagement Letter has been re-issued due to a change in personnel at French Duncan.	
<b>Decision</b>	Following consideration, the Management Committee: <b>Approved</b> the amended letter of Engagement for French Duncan Auditors.	
<b>9.</b>	<b>STAFFING</b>	
	There were no Staffing reports, however AM Brown advised members that she had been dealing with a Stage 2 Grievance and highlighted that should this escalates to Stage 3, then there would be a need to convene a Staffing Sub Committee. AM Brown advised she will liaise with the Chair of Staffing Sub Committee as appropriate if the grievance escalates to Stage 3.	AMB
<b>10.</b>	<b>OPERATIONS</b>	
<b>10.1</b>	<b>Community Benefits Update</b>	
<b>Report Summary</b>	C Lowe presented the report seeking the Management Committees approval to the transfer funds from two Royal Bank of Scotland bank accounts into DPHA's main account and use the funds for community benefits.	
<b>Discussion</b>	Members recognised it was a good idea to transfer the funds and close the bank accounts and were pleased that the use of such funds would enhance what is already being achieved by DPHA in the community.  Members queried whether local community groups could access our Community Benefit Funding. AM Brown clarified that the main purpose of the Community Benefits Fund is for the benefit of the Association's own tenants and customers and noted that there were other ways that local charities can approach the Association for funding of up to £200. AM Brown noted that she was aware of some of the local charitable organisations had benefited from Scottish Government funding to help support the community response to COVID-19.	
<b>Decision</b>	Following consideration, the Management Committee: <b>Noted</b> the contents of the report. <b>Approved</b> the closure of the two Royal Bank of Scotland Accounts and the transfer of funds to DPHA's main current account. <b>Approved</b> the use of the transferred funds for community benefit purposes by setting up a Communities Benefit Fund. <b>Noted</b> that Community Benefit Fund expenditure will be reported through the quarterly management accounts.	
<b>11.</b>	<b>HEALTH &amp; SAFETY</b>	
	There were reports for consideration.	

<b>12.</b>	<b>ANY OTHER COMPETENT BUSINESS</b>	
<b>12.1</b>	<b>Correspondence</b>	
	There was no correspondence to report.	
<b>12.3</b>	<b>Updated Committee Workplan 2019/20</b>	
<b>Report Summary</b>	AM Brown presented the updated Committee Workplan.	
<b>Discussion</b>	Members queried the Property Factors Register and CL Lowe advised that the details were being updated on-line this week and would be submitted by the required deadline.	
<b>Decision</b>	Following consideration, the Management Committee: <b>Noted</b> the contents of the report.	
<b>12.4</b>	<b>Office Recovery Plans</b>	
<b>Summary</b>	AM Brown updated members that the Leadership Team were currently discussing plans for staff returning back to the office. She advised this could possibly be towards the end of Phase 3 (at the end of July 2020) of the Scottish Government's Route Map, although a return in mid-August 2020 is more likely. AM Brown noted that a small number of operational staff had already been working in the office, although generally no more than one or two staff at any one time. She also highlighted that staff had successfully progressed with a few allocations and viewings on a case by case basis during lockdown.	
	AM Brown advised that the plans for returning to work in the office would be done in phases and work is already being planned for reconfiguring the reception area and carrying out risk assessments for staff and for the office building as well as the office/common rooms in the sheltered housing complexes.	AMB
	AM Brown explained that staff had been observing social distancing and using PPE and they are having to perform processes such as allocations completely differently due to COVID-19 restrictions. She also noted that a Staff Wellbeing Survey had been issued to ascertain staff views on returning to the office, which will be followed up with 1-2-1 or team meetings to listen to any concerns staff may have and to ensure that staff feel fully engaged with the process of returning to work from the office.	
<b>Discussion</b>	Members suggested that the Associations takes a flexible approach towards staff with childcare issues.	
	Members asked if DOSCG would be able to resume their summer playscheme this year and C Lowe clarified that they were still awaiting definite confirmation about if schools will remain open or not, however staff were currently working on how viable it would be to resume DOSCG while ensuring compliance with all the new COVID-19 regulation and guidance.	

One member stressed how much of a concern it was not knowing if there would be childcare available and with no definitive answers, advising it was an extremely worrying and uncertain time for parents who rely on DOSCG. C Lowe confirmed that there would be more information once WDC and the Care Inspectorate finalise their guidance, however stressed that risks for health and safety along with affordability in terms of running DOSCG would need to be considered. She also advised that additional funding was being resourced to try to subsidise the service if required.

A member suggested there may be outside space at Dalmuir plots which may be of use to DOSCG for an outside play area.

**Decision**

Following consideration, the Management Committee:

**Noted** the verbal update on the plans for returning to working from the office.

**13. DATE OF NEXT MEETING (S)**

29 July 2020 @ 5pm Audit & Risk Sub Committee

12 August 2020 @6.30pm Management Committee

26 August 2020 @ 5.30pm Policy Review Working Group

The meeting closed at 8.30 pm

Signed \_\_\_\_\_ Date \_\_\_\_\_

(Chairperson)