

## BOARD OF MANAGEMENT MEETING MINUTES

Tuesday, 25 October 2022 at 6.30pm via video call on Microsoft Teams

### Attendance:

**Board Members:** J Henderson (Chair), M Donnelly, N Gerrard, K Johnson, L Lester, D McIndoe, G Waddell and A Williamson

**Staff/Advisor(s):** Anne Marie Brown, Chief Executive  
Graeme Bruce, Lethame Business Services  
Carla Cameron, Finance & Corporate Services Team Leader  
Arlene Dickson, Care Services Manager  
Kim Tennant, Corporate Services Officer  
S Bromley, IT Consultant (Agenda Item 11.2 only)

**Observer(s):** Alan Gilmartin, Sophie-Claire Morrison, Mirin Benzie and Marie Hall – all potential new Board Members  
Julie-Ann Cloherty SHARE

Board meeting minute prepared by Jess Shute post meeting from the meeting recording.

ITEM	NOTE	ACTION
	<p><b>WELCOME AND ORDER OF BUSINESS</b></p> <p>The Chair welcomed all to the meeting and noted the following:</p> <p>Three new potential Board Members are observing tonight's meeting, A Gilmartin, M Benzie and M Hall.</p> <p>JA Cloherty from SHARE is also observing the meeting as part of the preparation for carrying out this year's annual Board member appraisals, which are due to take place during November and December.</p> <p>Members were advised that Agenda Item 11.2 will be brought forward to allow S Bromley to present their report and then leave the meeting thereafter.</p>	
1.0	<p><b>APOLOGIES</b></p> <p>Apologies received from: F Polding and D Wilson.</p>	
2.0	<p><b>DECLARATIONS OF INTEREST</b></p> <p>There were no Declarations of Interest.</p>	

11.2	IT Software: Tender Report <b>Confidential</b>	
Report	See Confidential Minutes.	
Summary		
Discussion	See Confidential Minutes.	
Decision	See Confidential Minutes.	
3.0	MINUTES	
3.1	Minute of previous Board meeting (23 August 2022)	
	The minutes were <b>approved</b> on a proposal by L Lester and seconded by K Johnson.	
3.2	<b>Confidential</b> Board Meeting (23 August 2022)	
	See Confidential Minutes.	
3.3	Draft Annual General Meeting (13 September 2022) – For noting	
	The draft minute of the meeting was reviewed for accuracy and <b>noted</b> .	
3.4	Board Meeting (Post AGM – 13 September 2022)	
	Members were advised that an amendment to the chair of the Policy Review Working Group will be changed from L Lester to G Laurie who was the chair previously.	KT/JS
	It was clarified that L Lester is happy to fill in as Chair for the Policy Review Working Group until Christmas however, will be unable to attend the first meeting on 22 <sup>nd</sup> November 2022.	
	Members were assured that the Staffing Sub Committee will be amended to Staffing Committee and that L Lester is happy to remain as chair until Christmas.	KT/JS
	Further to the amendments noted above, the minutes were <b>approved</b> on a proposal by G Waddell and seconded by A Williamson.	
3.5	<b>Confidential</b> Board Meeting (Post AGM – 13 September 2022)	
	See Confidential Minutes.	
3.6	Audit & Risk Committee Meeting (18 October 2022) – For noting	
	The draft minute of the meeting was reviewed for accuracy and <b>noted</b> .	

<b>4.0</b>	<b>RECOMMENDATIONS TO THE BOARD FOR APPROVAL FROM AUDIT &amp; RISK COMMITTEE MEETING (18 OCTOBER 2022)</b>	
<b>4.1</b>	<b>Annual Assurance Statement 2022: Outcome of Self-Assurance Process &amp; Draft Annual Assurance Statement</b>	
<b>Report Summary</b>	<p>AM Brown presented the report to the Board to note the outcome of this year's self-assurance process and to approve the Annual Assurance Statement (AAS) for Submission to the Scottish Housing Regulator (SHR).</p> <p>Members were advised that the Audit &amp; Risk Committee received appropriate assurance as part of reviewing the drafting of this year's Assurance Statement and that the assurance process the Association has in place is very thorough and detailed. Members were further advised that spot checking had been carried out by the Board's Chair and Vice Chair as well as a thorough and detailed check carried out by Wyllie Bisset who reviewed all of the processes and hyperlinks as part of the internal audit plan.</p> <p>It was clarified that following the checks carried out, in particular to the Electrical Inspection Certificates issue, the Association has an achievable action plan in place which is referenced within the draft Assurance Statement. It was further clarified that whilst the draft Internal Audit report has not been issued prior to tonight's meeting, initial feedback is that the Association is on track for a Strong Assurance level for the processes in place and how the compliance is demonstrated within the Regulatory and Legal requirements.</p> <p>Members were advised that the areas in red type on Appendix 4, Draft Annual Assurance Statement, were the areas that went up for discussion to the Audit &amp; Risk Committee meeting and the changes in narrative from the previous year's Annual Assurance Statement.</p> <p>It was clarified that the that the areas in blue type are the amendments following the Audit and Risk Committee meeting.</p>	
<b>Discussion</b>	<p>The Chair expressed that upon hearing the Strong Assurance level expected from the internal auditors, this gives a great level of comfort to the Board and Association.</p> <p>Members were assured that the information and items that were required to be inserted are on track for completion and to date, half of them have now been closed off. AM Brown and C Cameron will ensure the rest of the items are tidied up and completed by the deadline date of 31 October 2022 as required.</p> <p>It was clarified that there are 2 areas where hard evidence may not be possible to provide, however this should not affect the submission.</p> <p>Members were advised that the Association does not have a definitive list of outstanding EICR's due to staff member absence, however the information needed has been provided by the main contractor and the Association are currently in the process of amalgamating various spreadsheets to ensure a fully updated and streamlined list. Members were further advised that there has been some confusion as some properties have a partial certificate whereas others have</p>	

	<p>a full certificate. Once this has been completed, a definitive answer will be provided to the Board at the November meeting.</p> <p>Members were assured that the number of certificates is higher than the 292 reported as part of the Annual Return on the Charter, but an exact number isn't available at the time of tonight's meeting. Members were further assured that the Association had targeted for 100% completion by the end of the financial year. Members were further assured that the Regulator did not query this at the time of the ARC submission.</p> <p><b>Decision</b> Following consideration, the Board:  <b>Noted</b> the contents of this report.  <b>Agreed</b> that it has gained appropriate assurance through DPHA's self-assurance process to conclude that DPHA meets its regulatory and legal requirements as contained within Chapter 3 of the SHR's Regulatory Framework.  <b>Approved</b> the draft Annual Assurance Statement, 2022 (<b>Appendix 4</b>) noting the deadline date for submission to the SHR and uploading to DPHA's website is 31 October 2022.</p>	AMB
<b>5.0</b>	<b>BOARD MATTERS ARISING SCHEDULE</b>	
<b>Report Summary</b>	<p>AM Brown presented the Matters Arising Schedule to the Board and apologised for the spelling mistakes that were not spotted prior to issue. These will be amended.</p> <p>Members were advised that action numbers 5, 6, 10 and 21 are recommended for removal from the Matters Arising Schedule by the Board as they refer to projects in their own right or referred to in the delivery plan. Their removal from the Matters Arising Schedule is to limit the current level of duplication.</p> <p>It was clarified that for item number 11 which refers to the possible available funding from West Dunbartonshire Council, [REDACTED], there is no update available for this at the moment and will need to carry over to the November Board meeting.</p>	AMB
<b>Discussion</b>	There were no questions raised.	
<b>Decision</b>	<p>Following consideration, the Board:</p> <p><b>Noted</b> the Matters Arising Schedule and <b>agreed</b> the recommendation to remove item numbers 5, 6, 10 and 21.</p>	
<b>6.0</b>	<b>CHIEF EXECUTIVES PROGRESS UPDATE: CONFIDENTIAL</b>	
<b>Report Summary</b>	See Confidential Minutes.	
<b>Discussion</b>	See Confidential Minutes.	
<b>Decision</b>	See Confidential Minutes.	
<b>7.0</b>	<b>GOVERNANCE</b>	

<b>7.1</b>	<b>Governance &amp; Financial Management Improvement Plan</b>	
<b>Report Summary</b>	<p>AM Brown presented the report to provide the Board with a progress update on actions taken to implement the areas for improvement contained within the Governance &amp; Financial Management Improvement Plan (GFMIP).</p> <p>Members were advised that the GFMIP has been reviewed to add in areas of improvement that have arisen from the recent Self Assurance process. Members were further advised that these areas are non-material areas and are areas that the Leadership Team have noted that the Association can do a little bit more to improve on performance.</p> <p>It was clarified that an addition has also been added for Board members to have Disclosure Scotland checks carried out which is the result of the recent Notifiable Event for a former Board Member.</p> <p>Members were advised that following the work with Arneil Johnson over the past year on the Rent Affordability Assessment, the Association and Leadership Team feel that as so much has changed since the last Board meeting, especially the emergency legislation and rent capping implemented by the Scottish Government, now is not the right time to focus on developing the Rent Affordability options initially proposed by Arneil Johnson. It is felt that the Association should take its time over the next financial year with the view of implementing an approved option for April 2024 as opposed to April 2023.</p>	
<b>Discussion</b>	<p>The Chair is content for the Disclosure Scotland checks to be carried out and will provide a greater level of assurance for the Association going forward.</p> <p>There were no questions raised.</p>	
<b>Decision</b>	<p>Following consideration, the Board:</p> <p><b>Approved</b> the updated GFMIP at <b>Appendix 1</b>.</p>	
<b>7.2</b>	<b>Business Plan Delivery Plan: Year 2, 2022/2023</b>	
<b>Report Summary</b>	<p>AM Brown presented the report to provide the Board with a progress update on actions to date that have been taken to implement the activities identified within the approved Delivery Plan for Year 2, 2022/2023.</p> <p>Members were advised that in regard to the Business Planning Day, as discussed earlier, some alternative date options will be reviewed and issued to the Board.</p> <p>Members were assured that all typos within the Business Plan will be corrected.</p>	<p>AMB/CC</p> <p>AMB</p>
<b>Discussion</b>	<p>It was clarified that it is likely Arneil Johnson will be taking the time to review their proposals over the coming year and suggest new proposals in 2024.</p> <p>Members were assured that delaying the rent proposals initially suggested by Arneil Johnson will not impact the business viability in any way.</p> <p>Members were advised that if and when the rent freeze is lifted, the Association will give full consideration on how to best communicate any decisions to be made</p>	

	with the tenants to ensure that there is minimal confusion.	
<b>Decision</b>	<p>Following consideration, the Board:</p> <p><b>Approved</b> the updated Delivery Plan, Year 2, 2022/2023 as at <b>Appendix 1</b>.</p> <p><b>Agreed</b> to develop proposals relating to the Rent Affordability Assessment carried out by Arneil Johnston during 2023/24 for implementation on 1 April 2024, noting the timing is no longer appropriate to bring in changes to DPHA's rent structure in 2023 due to the Scottish Government's emergency legislation relating to rents.</p> <p><b>Noted</b> the business planning session scheduled for 24 January 2023 is likely to be a full day session and will be facilitated by an independent consultant.</p>	
<b>7.3</b>	<b>Annual Report 2021/2022</b>	
<b>Report Summary</b>	K Tennant presented the report to provide the Board with a draft copy of the Annual Report for 2021/22 which will be issued to all tenants and factored owners as required by the Scottish Housing Regulator (SHR) as part of the Association's regulatory requirements.	
<b>Discussion</b>	<p>Members were advised that the Annual Report is written in arrears and reflects over the period 2021 to 2022, with the cut off date being 31<sup>st</sup> March each year. As a result of this, the Association and other RSL's can only refer to things actually carried out during 2021 and up to the end of March 2022 within the Annual Assurance Statement included within the Annual Report. The Association will ensure that this is clearly noted within the heading of the Annual Report to avoid any confusion along with a notice that advises the Associations Annual Assurance Statement for 2022 will be available on the website.</p> <p>Members were assured that the typo to K Johnson's name will be rectified. Members were further assured that any previous typos had been picked up by the Association and the designer had already made these changes. Once the final copy has been signed off, K Tennant will issue a copy to the Board.</p>	<p>AMB/KT</p> <p>KT</p> <p>KT</p>
<b>Decision</b>	<p>Following consideration and subject to the changes detailed above, the Board:</p> <p><b>Noted</b> and the contents of the Annual Report for 2021/22.</p> <p><b>Noted</b> the Annual Report will be circulated to our customers by the 31 October 2022 and a copy uploaded to the Association's website.</p>	
<b>7.4</b>	<b>Shareholders Report</b>	
<b>Report Summary</b>	<p>K Tennant provided the report to seek approval for new applications to the Association to become a Shareholder and removal of Shareholders who no longer meet the requirements to be one.</p> <p>It was clarified that this is the full report since the previous copy was issued to the Board on 16 August 2021.</p> <p>Members were advised that there are 4 new shareholder applications which have been the result of collaborative working with Glasgow University and Dr C Gurney, Housing Studies Diploma Lecturer. Dr Gurney actively encouraged their students to consider membership with the Board and 3 of the 4 prospective shareholders are observers at tonight's meeting.</p>	

	It was clarified that there are 23 shareholders that are being removed, all of which are standard reasons for removal such as nonattendance at AGM's, moving away or due to the shareholder passing away. It was further clarified that since the issue of the last shareholder report, there have been 6 new shareholders.	KT
<b>Discussion</b>	There were no questions raised.	
<b>Decision</b>	Following consideration, the Board: <b>Approved</b> the proposed new memberships at 3.1 and <b>approved</b> those to be removed as outlined in section 4.1. <b>Noted</b> summary of Shareholders at 5.1	KT
<b>8.0</b>	<b>STRATEGY</b>	
	No reports.	
<b>9.0</b>	<b>FINANCE</b>	
<b>9.1</b>	<b>Revised Budget 2022/2023 – Commercially Confidential</b>	
<b>Report Summary</b>	See Confidential Minutes.	
<b>Discussion</b>	See Confidential Minutes.	
<b>Decision</b>	See Confidential Minutes.	
<b>10.0</b>	<b>STAFFING</b>	
	No reports	
<b>11.0</b>	<b>OPERATIONS</b>	
<b>11.1</b>	<b>Performance Report – Quarter 2</b>	
<b>Report Summary</b>	<p>AM Brown presented the Performance Report on D Wilsons behalf.</p> <p>Members were advised that gross rent arrears are starting to increase and at the end of Q2 they were sitting at 5.4%, however this issue is being discussed internally with the staff team and once D Wilson has returned, the Leadership Team will discuss this in more detail. Members were further advised that there are 2 high arrears cases that the Association will be lodge in court.</p> <p>It was clarified that the section 5 homeless referrals, the Association are slightly under the target set for Q2 and currently sitting at 41%. The Association are going to keep an active eye on this.</p> <p>Members were advised that in regard to the planned maintenance programme, particularly in terms of repairs and maintenance, the Association are not hitting the 100% for EESSH compliance and this is due in part to the remaining insulation works required for the stonework's.</p> <p><i>AM Brown handed over to A Dickson at this point to report on the Incidents and Accidents for Care Services.</i></p> <p>It was clarified that an amendment to the DOSCG Incidents and Accidents report was required as there were actually 15 incidents all relating to one child rather than the 0 incidents initially reported. The child has now left the service as the service could no longer meet their needs. It was further clarified that none of the</p>	

	<p>incidents were notifiable events, however the Association did receive guidance on how to support the child through the incidents.</p> <p>Members were advised of the successful playscheme DOSCG have had this year due to the 40 new referrals from West Dunbartonshire Council, and the staff worked hard to provide an exclusive service for the children. Members were further advised that during the playscheme, there was an unannounced Care Inspection visit and whilst the official report has not yet been received by the Association, DOSCG received very positive verbal feedback, therefore it is expected to be a good report.</p>	
<b>Discussion</b>	<p>Members were advised that in terms of the tenant satisfaction survey interviews still not being carried out face to face, the Association expected this to pick back up following the relaxing of the covid restrictions, but this has not happened yet. AM Brown will go over this with D Wilson upon his return.</p> <p>It was clarified that for any form of dissatisfaction from the tenants on the satisfaction surveys, one of the Housing Officers will lead on the follow up and take ownership of this. It was further clarified that the first step taken will be to call the tenant and chats to them about the reason they were not happy and will determine the best course of action to take to resolve the issue.</p> <p>Members were advised that in regard to the section 5 refusals, this is not due to the condition of the properties, however more due to the applicants not wishing to live in Dalmuir but other areas instead. In some cases, the applicant does not even wish to view the property as its not in their preferred area. AM Brown will check with D Wilson that this is still the case or if there are any other reasonings behind this that they are not as yet aware of.</p> <p>Members were assured that EICR inspections will be added as a KPI to the quarterly Performance Report within the planned maintenance section.</p>	<p>AMB</p> <p>AMB</p> <p>AMB/DW</p>
<b>Decision</b>	<p>Following consideration, the Board:</p> <p><b>Noted</b> the updates / information.</p>	
<b>11.3</b>	<b>Complaint to Care Inspectorate: Outcome</b> Confidential	
<b>Report Summary</b>	See Confidential Minutes.	
<b>Discussion</b>	See Confidential Minutes.	
<b>Decision</b>	See Confidential Minutes.	
<b>12.0</b>	<b>HEALTH AND SAFETY</b>	
<b>12.1</b>	<b>Health and Safety Update</b>	
<b>Report Summary</b>	<p>K Tennant presented the report to provide the Board with an update on actions being taken to ensure the Association's complies with its Health &amp; Safety legal obligations as an employer and landlord.</p> <p>Members were advised that everyone, including the Board have a responsibility to ensure that the Association are complying with the Health and Safety at Work act. Members were further advised that since taking up the post of Corporate</p>	



	<p>Services Officer, K Tennant has re-established the Health &amp; Safety Working Group and they will devise an action plan and provide monthly reports to each Board Meeting. Care Services staff will also be drafted into the working group to ensure that they are included with the full structure of Health &amp; Safety.</p> <p>It was clarified that there has been one near miss accident reported in Q2, when an employee caught their foot in one of the floor boxes in the office. This has now been resolved and the Association are looking at the possibility of relocating the floor boxes now that the staffing compliment has increased compared to when they were initially put in.</p> <p>Members were advised that there will be some Health &amp; Safety training required by the Board and members will be notified of this when it is being arranged.</p>	KT
<b>Discussion</b>	Members were assured that a Health and Safety Policy Statement is part of the EVH Control Manual used by the Association. There are some dates that will need to be looked at and the statement acceptance had been accepted by the Board in February this year, however the Association has lapsed a little on issuing the, however this will be rolled out as soon as possible.	KT
<b>Decision</b>	<p>Following consideration, the Board are invited to:</p> <p><b>Noted</b> the re-establishment of the Working Group which will meet monthly with updates presented at each Board Meeting.</p> <p><b>Noted</b> that the Health and Safety Control Manual is being updated with a copy being circulated in the near future to Board and Staff.</p> <p><b>Noted</b> the general updates provided in this report.</p>	
<b>13.0</b>	<b>ANY OTHER COMPETENT BUSINESS</b>	
<b>13.1</b>	<b>Correspondence</b>	
<b>Report Summary</b>	There was no correspondence for discussion.	
<b>13.2</b>	<b>Updated Board / Committee Workplan 2022 - 2023</b>	
<b>Report Summary</b>	<p>C Cameron presented the Board with a draft copy of the updated Board &amp; Committee Workplan for 2022/23.</p> <p>Members were advised that the Budget planning session is now proposed to take place on 2 November. Members were further advised of an Audit and Risk Committee meeting scheduled for 12 December to allow the Association to bring a first draft budget to the Audit &amp; Risk Committee and then subsequently the Board in January, with a final budget to be brought to the Board in February.</p> <p>It was clarified that the Association would like to move the Board Meeting initially scheduled for Tuesday 17<sup>th</sup> January 2023 to Monday 16<sup>th</sup> January 2023.</p> <p>Members were advised that the Association would like to have the November Board meeting in person, or as a hybrid meeting, as it is the last one of the year.</p>	

	<i>Members agreed to suspend standing orders to allow the meeting to continue.</i>	
<b>Discussion</b>	The Chair suggested that an email is issued to the Board outlining the date change suggestions.	AMB/CC
<b>Decision</b>	Following consideration and subject to the email detailing the meeting date changes being issued, the Board: <b>Noted</b> and comment on the contents of this report. <b>Agreed</b> preferred option on meeting schedule as noted in 3.3.1.	
<b>14.0</b>	<b>DATE OF NEXT MEETINGS VIA MICROSOFT TEAMS</b>	
	The Chair advised the dates of the next meetings: <ul style="list-style-type: none"> <li>• <b>Budget planning session:</b> 9 November 2022 @ 6pm – To be rescheduled</li> <li>• <b>Audit &amp; Risk Committee:</b> 14 November 2022 @ 5pm</li> <li>• <b>Board Meeting:</b> 29 November 2022 @ 6.30pm</li> </ul> <p>The meeting closed at 8.33pm</p>	

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

(Chairperson)