

BOARD OF MANAGEMENT MEETING

Tuesday, 28 March 2023 at 6.30pm via video call on Microsoft Teams

Attendance:

Board Members: Jordan Henderson (Chair), Karen Johnson, Ian Lenox, David McIndoe, Francis Polding, Gavin Waddell and Anita Williamson

Staff/Advisor(s): Anne Marie Brown, Chief Executive
Carla Cameron, Finance & Corporate Services Team Leader
Dougie Wilson, Customer Services Team Leader
Graeme Bruce, Lethame Business Services

Also in Attendance: Tom Atkinson- Atkinson Partnerships Ltd (agenda Item 11.1 only)

Observer(s): None

Board meeting minute prepared by K Tennant, Corporate Services Officer post meeting from the meeting recording.

ITEM	NOTE	ACTION
	<p>Chair to welcomed all to the meeting.</p> <p>Members agreed that Agenda Item 11.1 will be brought forward to allow T Atkinson, Atkinson Partnership to provide members with additional information relating to the stonework project and leave the meeting thereafter.</p> <p>Members agreed that Agenda Item 3.3 and 13.1 will be held for discussion after Item 14.0 Any Other Competent Business, to allow staff to leave the meeting with the exception of AM Brown, as this Item is strictly confidential.</p>	
1.0	APOLOGIES	
	Chair advised all in attendance apologies received from: N Gerrard, M Donnelly and A Dickson.	
2.0	DECLARATIONS OF INTEREST	
	There were no Declarations of Interest to made.	
11.0	OPERATIONS	
11.1	Reactive Maintenance Partnering Agreement: Annual Review	
Report Summary	Tom Atkinson presented updates on the Reactive Maintenance Framework that was setup in 2022/23 with the premise of giving the association the flexibility and options to deliver its reactive repair service. T Atkinson advised that the	

contractors on the Framework can also be given the opportunity to provide a quick tender on larger scale works that arise throughout the year.

T Atkinson advised that there has been some changes made to the Framework since it was set up. The Framework does allow for a review every quarter and poorly performing contractors can be removed, and where there is a shortage of skills, it is possible to appoint more contractors or consultants to the Framework. The framework was set up for the initial period of 1 April 2022 to 31 March 2026. T Atkinson also informed members that Frameworks can only be established for a period of 4 years before they must be reviewed, re-procured, and refreshed.

2023/24 marks the start of year 2 of the current Framework. T Atkinson highlighted that costs across the manufacturing and construction industry have increased considerably. A review of the Framework takes place at the start of each financial year looking at the potential increases for each contractor. T Atkinson advised members that at present there is a clause in the Framework contract that contractor's rates can increase by a maximum of CPI (Consumer Price Inflation) of November the previous year.

T Atkinson asked D Wilson if there had been any notification of price changes received by the Association to date. D Wilson confirmed that there have not been any notifications received. T Atkinson presented a table to members (that was issued as part of the meeting pack). The table shows the 2022/23 rates for the contractors by trade and compares the agreed costs to a potential 10.7% increase across the board. T Atkinson advised members that contractors may not increase prices as high as CPI, they may not change their rates at all, others might increase the full 10.7% allowance.

T Atkinson also advised the Board that 3 contractors have been removed from the Framework for various reasons throughout the year. The contractors removed were MGills, who covered the Out of Hours Service, WM Brown and Co, smoke and extraction experts and H&J Martin, multi-work contractors.

Members were informed of 3 contractors that were added to the Framework during the year as this was down to an identified need within the Association. One contractor is an independent painting and decorator, one contractor was required due to the closure of the previous out of hours provider and the final contractor has been added due to their supporting role as engineers of the large stonework project. T Atkinson advised members that these contractors had to complete the same testing that all the initial contractors had to undergo.

Discussion

Member asked if during these current times does the Association have any leeway to change the CPI methodology used for cost increases, and referred to the Business Planning Day discussions, that any price increase could impact on our future rent increase. Member was wanting to know if there is any flexibility that can be introduced, for example that price increases by the contractors will not be any more than our rent increase percentage?

T Atkinson advised that the change could be made to the Framework, however it could see a reduction of contractors wanting to be a part of the Framework. T Atkinson advised that the usual format of price increases is that the contractor approaches the Association advising that they will be looking for a rate rise, from there negotiations will commence to settle on a final figure.

T Atkinson advised if the Association was looking for a 'cap' to rates going forward this would need to be advised to the contractors prior to commencing the budget setting for the following year. This potentially could result in contractors leaving the Framework as the cap would not be viable for them to carry out work the Association.

Member asked if the contractor located out with the Dalmuir locale was part of the original set up of the framework?

T Atkinson advised that all contractors on the Framework, with the exception of the 3 aforementioned, are all original contractors. Advising the member that some of the contractors on the list will have a larger volume of works than others. T Atkinson advised that having the flexibility of contractors from the list regardless of their location allows for workloads to be managed.

D Wilson advised the member regarding the contractor in question, that they have had work from the Association since the Framework has been introduced.

Member asked T Atkinson for clarification of the figures within the yellow formatted cells within the presented table.

T Atkinson advised that the yellow-coloured cells reflect those contractor prices that are a secondary or are subcontractor rates.

There were no more questions for T Atkinson.

Decision

The Board:

Noted the progress update from T Atkinson.

Noted the progress update from T Atkinson.

Approved the use of the Repairs and Maintenance Framework list and approve the list and maximum uplift rates for financial year 2023/24 as detailed in

Approved the maximum uplift rates for financial year 2023/24, noting that the Board would expect the Association to negotiate cost increases with contractors.

3.0 MINUTES

3.1 Note of Business Planning Day (24 January 2023) – for noting
Notes of the Business Planning Day were noted by the Board.

3.2 Board Meeting (21 February 2023) – for approval
Chair asked for accuracy and approval.

	<p>Member highlighted that within the attendances <i>Lenox</i> should be replaced with <i>Lennox</i>.</p> <p>Pg 3, 4th paragraph, first line <i>replacements</i> is to be replaced with <i>repairs</i>.</p> <p>Subject to the above amendments the minutes were approved on a proposal by G Waddell and seconded by I Lennox.</p>
3.3	<p>Strictly Private and Confidential Board Meeting Minute (21 February 2023) – for approval</p> <p>Chair asked for accuracy and approval, no amendments were made.</p> <p>The minutes were approved on a proposal by A Williamson and seconded by I Lennox</p>
3.4	<p>Policy Review Working Group (28 February 2023) – for noting</p> <p>Chair asked for accuracy and approval, no amendments to be made.</p> <p>The minutes were noted by the Board.</p>
4	<p>RECOMMENDATION TO THE BOARD FOR APPROVAL FROM POLICY REVIEW WORKING GROUP (28 FEBRUARY 2023)</p>
4.1	<p>Acquisitions Policy and Equality Impact Assessment</p>
Report Summary	<p>C Cameron presented the policy to members, advising that the red type was the original updates that were taken to the working group, the blue type is representative of the changes, comments and amendments requested following the meeting.</p> <p>The Policy was originally named the Buy Back Policy, however following the number of recent requests made by full owners to sell their properties to the Association, the policy has been renamed Acquisition Policy. The amended policy allows the Association to consider acquiring a range of properties.</p>
Discussion	<p>Members agreed the title change was appropriate.</p>
Decision	<p>The Board: Approved the Acquisition’s Policy. Noted the EIA.</p>
5.0	<p>BOARD MATTERS ARISING SCHEDULE</p>
Report Summary	<p>AM Brown presented the updates to the Board highlighting:</p> <p>Item 4.0: Board previously requested information relating to DOSCG Full Time Equivalent of children attending the service. AM Brown is asking the Board to remove this from the Matters Arising Schedule as the data is not currently collected as it serves no purpose to the service. DOSCG does however record the number of service users and the type of usage that the customers use the service for.</p>

	<p>Item 19: AM Brown and D Wilson were to carry out close inspections. Due to conflicting appointments this has been rescheduled for 13 April 2023.</p> <p>Item 21: Text change to be made from 'ongoing' to 'complete' to be made.</p> <p>Item 23: C Cameron advised that the ratios have now been updated. A copy of the Management Accounts from December 2022 will be distributed to members showing the update.</p>	<p>DW/ AMB</p> <p>KT</p> <p>CC</p>
Discussion	<p>Members advised that they were happy to remove item 4.0 from the Matters Arising Schedule based on the advice from the Chief Executive and Care Services Manager.</p> <p>Member asked; in relation to the close inspections that are to be carried out, are the closes of a poor standard or are there specific issues with the close cleaning contractor?</p> <p>D Wilson advised members that there are issues with the quality of the work carried out by the contractor. It is an ongoing issue that is being monitored. The contract was part of a joint procurement with Trafalgar HA who are experiencing the same issues. The contract is due to be re-tendered.</p> <p>Member advised that the contract includes glass on the close door to be cleaned, they moved into their tenancy in 2018 and cannot recall the glass being cleaned in this time. The overall perception of the contractor is not good. Additional cleaning sheets were put in to the close to monitor the quality of work. The member feels that the contractor had back dated the sheet, signed it, and left the close without doing the work. The member advised this was reported to the Asset Officer at the time of incident.</p> <p>Another member advised that they have experienced the same issues with the contractor signing off work as complete that was not carried out and dates being changed on the sign off sheet. Member feels that work undertaken is poor and the length of time that they attend the close is very short for all tasks to be completed. Member is unsatisfied with the service that they are paying for monthly.</p> <p>Another member asked who the contractor responsible for the close cleaning is? D Wilson advised that it is Protec previously known as CSM.</p>	
Decision	<p>The Board: Noted the Matters Arising Schedule.</p>	
6.0 Report Summary	<p>CHIEF EXECUTIVES PROGRESS UPDATE: CONFIDENTIAL</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	<p>AMB</p>

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AMB

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Discussion

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AD

Decision

[Redacted]

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7.0 GOVERNANCE

7.1 Governance Financial Management Improvement Plan: Quarterly Update

Report Summary

AM Brown presented the report to members, highlighting that the Stock Condition Surveys have now commenced and are progressing well.

AM Brown requested that items relating to Standard 2.1 Tenants Conference and Social Media Strategy are removed from the plan, advising that the Tenants Conference has been on the list for several years, and since the pandemic the appetite for this type of face to face engagement has lessened. Tenant engagement will be discussed with our tenants at the forthcoming Tenants' Panel meetings and if tenants wish for an event to be planned it will be considered.

AM Brown advised that the development of a Social Media Strategy will be incorporated into the Digital Strategy which is included in the Delivery Plan.

AM Brown also requested that the item relating to disabled access to Beardmore House item is removed from the Governance Financial Improvement Plan and inserted on to the Delivery Plan where it is more suited.

Discussion

There was no discussion.

Decision

The Board: **Approved** the updated GFMIP at **Appendix 1**, including the removal of the actions relating to the Tenants' Conference and Social Media Strategy, and moving reference to Disabled Access to Beardmore House to the Delivery Plan.

7.2 7.2 Duty of Candour - Annual Report

Report Summary	AM Brown presented the report in the absence of A Dickson. Advising that there is one update as detailed in the covering report.
Discussion	Member asked if there a typo on the covering report paragraph 3.7 as it states 'we are reporting no incidents' however the appendix details that there is one reportable event. AM Brown advised that the covering report is wrong and should state there is one notifiable event.
Decision	The Board: Noted the contents of the report. Approved the Annual Report on Duty of Candour for 2022-23 at Appendix 1 of the report. Agreed that the Chief Executive can approve the inclusion of any additional Duty of Candour to the report if required.
7.3	New Board Member Applications
Report Summary	AM Brown presented the report to members, advising members that we have two new Board Member applications; with one new member being a tenant of the association and a community activist. The other is an experienced Housing Management professional working for a local authority. Advising the Board that both parties meet the criteria and eligibility to serve as a Board Member. AM Brown advised that Appointed members have the full rights that Elected members have with quorum, voting and decisions, and that Co-opted positions do not have the same range of powers. After internal discussions and advice sought from TC Young Solicitors the recommendation to Board Members is to Appoint the new members on to the Board up to the AGM, where they can then be Elected to the Board in line with the Rules of the Association.
Discussion	Member stated that they are delighted to acknowledge that a new member is a tenant. Member asked for clarification if the new Appointed members would have to step down at the AGM for election, AM Brown confirmed that this is correct.
Decision	The Board: Approved Joe Gherardi and David Edgar to be Appointed onto the Board until the 5 September 2023, and then to seek election to the Board at the AGM, which is being held on the same day.
7.4	Delivery Plan: Revised for Year 3, 2023/2024
Report Summary	AM Brown presented the report to members, advising that the attached appendix is the refreshed Delivery Plan that, if approved, will commence 1 April 2023. This marks the last year of our 3-year Business Plan. Advising that the updates highlighted in the report have been made to reflect the 'Here and Now', and 5 actions have been suggested for removal from the current Delivery Plan as detailed within the report. Eight new or refreshed actions have

been added as a direct result of the Business Planning Day that was held in January 2023 with Board and Staff Members collectively.

AM Brown advised that two actions shall also be included after discussion and approval of agenda item 7.1.

Discussion Member commented that it was good to see that suggestions from the Business Planning Day have been included on the Plan.

Decision The Board:
Noted the covering report.
Approved the revised Delivery Plan, Year 3 for 2023/2024 as at **Appendix 1** noting the revised Plan will come into effect from 1 April 2023.

7.5 Payments Benefits & Entitlements: Property Allocation to a Member of Staff
Confidential

Report Summary
[Redacted]

[Redacted]

Discussion
[Redacted]

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Decision
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**Report
Summary**

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Discussion

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Decision

The Board:
Reviewed and approved the final 2023/24 Budget as attached in appendices 1 to 6.
Noted that the draft long-term assumptions will be presented to the Audit and Risk Committee in May.

8.2 Value for Money 2023/2024 – Annual Statement

Report Summary

G Bruce presented the report to the members advising that there were no further updates to note.

Discussion

Member advised that the report is very helpful in terms of showing the scrutiny.

Decision

The Board:

	<p>Noted the contents of the report.</p> <p>Approved the VFM Review attached at Appendix 1 in terms of evidence to demonstrate VFM.</p>
8.3	Insurance Renewal Return
Report Summary	<p>G Bruce presented his update to members following a meeting that he had with the Insurance Broker, advising that the insurance market has changed dramatically; there is a reduction of companies willing to insure Social Housing, and there have been losses for a sustained period being recorded across the sector.</p> <p>G Bruce advised members that there has been a 20% uplift in Social Housing Insurance premiums to reflect the rising cost of repairs. This is a substantial increase from 2019-2022. Since 2019, DPHA has had insurance pay-outs totalling £230k. G Bruce commented that it is not an ideal position for the Association with such a large claims history to look for savings, however, it must be noted that the pay-out does include a substantial fire claim.</p> <p>The members were advised with this taken in to account our current insurer has issued their reinsurance quote of £163k for the year, highlighting that the market remains volatile. G Bruce advised members that it may be more cost effective to look at a longer-term policy of possibly 3 years, this could provide the Association some stability in an uncertain market.</p> <p>G Bruce highlighted to members that the loan covenant details that we must have insurance for our stock to remain compliant.</p>
Discussion	<p>Member advised that they were aware of 30%-60% increases in the sector and this is not a one off that is only affecting DPHA.</p> <p>G Bruce agreed with the member and suggested a re-insurance valuation be carried out before the next policy is due to be renewed.</p>
Decision	<p>The Board:</p> <p>Noted the report and its contents.</p> <p>Approved the premiums provided by the Association's Insurance Broker for 2023/24, subject to any changes.</p>
8.4	Debt Write Offs
Report Summary	<p>C Cameron presented the report to the members advising the write off is a combination of sequestrations, former arrears and DOSCG arrears.</p>
Discussion	<p>There were no questions asked.</p>
Decision	<p>The Board:</p> <p>Noted the contents of the report.</p> <p>Approved the debt write offs contained in Appendix 1 to the sum of £7,130.11.</p>

	STRATEGY	
9.1	Beardmore Trust Options Report	
Report Summary	<p>AM Brown presented the report to the members highlighting, that the future of Beardmore Trust has been in talks for a few years now. The Trust met in February 2023 and discussed the future of the Trust and looked at the potential options available. TC Young were asked to provide an options report for DPHAs initial consideration before the options are presented to the Trust.</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>AM Brown asked the members for their opinion on the three options detailed, advising that a further report will be presented to a future Board meeting.</p>	AMB
Discussion	Member advised that when they read the report it makes sense to TUPE the employee to the Association.	
Decision	<p>The Board:</p> <p>Noted the contents of this covering report.</p> <p>Agreed feedback to be provided to the Beardmore Trust on the options contained within TC Young’s report at Appendix 1.</p> <p>Agreed in principle to TUPE the Cook from Beardmore Trust to DPHA, subject to discussions and costs being reported back to a future Board meeting.</p>	
	STAFFING	
10.1	Wellbeing Report by S Corry, Wellbeing Consultant	
Report Summary	AM Brown presented the report to the Board, advising that there are no further updates for members.	
Discussion	There were no questions asked.	
Decision	<p>The Board:</p> <p>Noted the contents of this report.</p> <p>Agreed the report attached at Appendix 1 be presented to the next Staffing Committee due to be held on 6 June 2023 for discussion and an update with regards to the implementation of the Report’s recommendations.</p>	
	OPERATIONS	
11.2	Dalmuir Out of School Care Group - Care Inspection Report	
Report Summary	AM Brown presented the report advising that there are no further updates to the Care Inspectorate Report.	
Discussion	Member noted that it was great to see the improvements to the service since the last Care Inspectorate Report.	
Decision	The Board:	

Noted the contents of this report.
Noted the Care Inspector's Report for DOSCG, attached at **Appendix 1**.

12.0 HEALTH AND SAFETY

Report Summary There were no reports to present.
Discussion Not applicable.
Decision Not applicable.

13.0 USE OF DELEGATED AUTHORITY

13.1 HR Matter **Strictly Private and Confidential**

Report Summary [Redacted]
Discussion [Redacted]
Decision [Redacted]

14.0 ANY OTHER COMPETENT BUSINESS

14.1 Correspondence: Letter from Tenant to The Board

Report Summary D Wilson presented a letter to the Board from a tenant. The tenant has written to the Associations with suggestions for improving the closes with suggestions of motion sensors for closes, installing proper tenant noticeboards and upgrading door entry systems.

D Wilson informed the Board that he has advised the tenant that to make the changes suggested it would be a large cost to the Association, however, assured the tenant that their comments would be taken on board for future investments plans. The tenant also highlighted the lane behind their property is a hotspot for dumping. D Wilson advised members that estate management rotas are now in place for the Customer Services Team to monitor and this issue will be dealt with.

Discussion Member advised that the tenant's suggestions were great and have been made with a positive outlook and requested to know if the tenant was a member of the Tenants Panel?

D Wilson confirmed that the tenant is not a member of the Panel, however they do hope to encourage the tenant to take part in Tenant Panel meetings.

Member asked location of the tenants' property, D Wilson confirmed the location to members. Member advised that there is soon to be a housing development on the land in question, advising that the dumping may stop once this commences or is completed.

	<p>Member advised that they do like the idea of proper noticeboards within the closes agreeing with the tenant that the notices on walls can look untidy.</p> <p>Member asked why it has taken 3 months for the email to be brought to the Board as it was received in November 2022? D Wilson advised the email had been misplaced once received, before it's location was found again.</p> <p>Member advised that they have experience of noticeboards within communal areas. It was highlighted within their own employment that noticeboards were more favourable for Fire Safety Inspections.</p> <p>Members agreed that the engagement from the tenant is positive.</p>	
Decision	<p>The Board: Agreed that D Wilson should email the tenant on the Board's behalf providing feedback from tonight's meeting</p>	DW
14.2	Updated Board / Committee Workplan 2022-2023	
Report Summary	AM Brown advised that there were no further updates.	
Discussion	Member advised that FYP and Long-Term assumptions to be added from previous item.	CC
Decision	<p>The Board: Noted the updates / information</p>	
15.0	DATE OF NEXT MEETINGS VIA MICROSOFT TEAMS	
	<p>Chair advised dates of next meetings:</p> <p>Board Meeting: 23 May 2023 @ 6.30pm PRWG: 11 April 2023 @ 5.30pm Audit and Risk: 15 May 2023 @ 5pm</p> <p>The meeting closed at 8.46pm</p>	

Signed _____ Date _____

(Chairperson)