

BOARD OF MANAGEMENT MINUTES

Hybrid meeting held on Tuesday, 23 May 2023 at 6.30pm via video Call on Microsoft Teams

Attendance:

Board Members: Jordan Henderson (Chair), David McIndoe, Francis Polding, Gavin Waddell, David Edgar, Joe Gherardi, Michelle Donnelly.

Staff/Advisor(s):

Carla Cameron, Finance & Corporate Services Manager
 Dougie Wilson, Customer Services Manager
 Kim Tennant, Corporate Services Officer
 Gary Earl, Finance Officer
 Graeme Bruce, Lethame Business Services

Also in Attendance:

Tommy Bates, French Duncan (External Auditor), Agenda Item 8.7 only.
 Calum Montgomery, Wylie & Bisset (Internal Auditor), Agenda Item 7.5 only.

Preparation of Minutes:

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

ITEM	NOTE	ACTION
	<p>WELCOME AND ORDER OF BUSINESS</p> <p>Chairperson welcomed those in attendance and introduced Tommy Bates from French Duncan, the Association's External Auditor and Calum Montgomery from Wylie Bisset, the Association's Internal Auditor.</p> <p>Chair asked members for approval to bring forward agenda items 7.5 and 8.7 to the start of the meeting. Members agreed with the request.</p>	
1.0	<p>APOLOGIES SUBMITTED</p> <p>Chair advised all in attendance apologies received from: Ian Lennox, Karen Johnson, Anita Williamson, Anne Marie Brown and Arlene Dickson.</p>	
1.1	<p>APPROVED LEAVE OF ABSENCE</p> <p>N Gerrard.</p>	

1.2	<p>NON ATTENDANCE</p> <p>None.</p>	
2.0	<p>DECLARATIONS OF INTEREST</p> <p>G Waddell declared an interest in item 8.2 advising that Spence and Partners have carried out Pension Consultations within their own organisation.</p> <p>G Earl declared an interest in item 8.2 and will be excused from the meeting during presentation and discussions.</p>	
7.5	<p>Internal Auditor Reports – Closed Session</p>	
<p>Report Summary</p>	<p>Calum Montgomery of Wylie Bisset presented their reports and annual plan for 2023/2024 to the Board.</p> <p>Commencing with the Project Management Audit report, the audit was carried out in February 2023, and C Montgomery summarised the contents of the report, highlighting to members that the overall conclusion of the report is strong with areas highlighted as good practice and 3 low level recommendations.</p> <p>No questions were asked in relation to the Project Management Audit report.</p> <p>C Montgomery presented their second report, Contract Management Audit. Summarising the contents of the report, C Montgomery highlighted that the overall conclusion is strong. Good practice points are recorded within the report noting that there was only one low level recommendation made.</p> <p>No questions were asked in relation to the Contract Management Audit report.</p> <p>C Montgomery presented their final report, Follow Up Review, advising members that the overall conclusion is substantial. Members were informed that the substantial rating is due to 5 previous recommendations not being implemented and 4 recommendations only being partially implemented.</p> <p>Referring to the Follow Up Review, member asked C Montgomery if they were accepting of the new timeline to implement the actions. C Montgomery advised that they were accepting of the timescales and new completion dates have been agreed with the Association.</p>	
<p>Discussion</p>	<p>J Henderson advised members that staff will leave the meeting at this point to allow for the Board and Auditor to meet in a closed session. The closed session will discuss the 2022/23 Audit Report for the Association.</p> <p><i>At 18:45 - Staff left the meeting at this point to allow for the Board of Management to meet with auditors in a closed session.</i></p>	
<p>Decision</p>	<p>Upon completion of the closed session, staff rejoined the Board at 18:47.</p> <p>The Board: Noted the contents of the cover report.</p>	

Approved the Project Management Report (**Appendix 1**) with Management responses, noting the recommendations will be added to the Recommendations Monitor.

Approved the Contract Management Report (**Appendix 2**) with Management responses, noting the updated recommendations will be added to the Recommendations Monitor.

Approved the Follow-up Review Report (**Appendix 3**) with Management responses, noting the updated recommendations will be added to the Recommendations Monitor.

Approved the Annual Report, 2022/2023 (**Appendix 4**).

C Montgomery left the meeting at 18:48

8.7 External Auditor – Pre-Audit Meeting & Audit Plan 2022/2023

Report Summary G Bruce and Tommy Bates from French Duncan presented the report. T Bates highlighted from the Report that the Board of have overall responsibility for the Governance and Financial Reporting processes of the Association. T Bates advised the Board of the audit timeline and the work that will be undertaken during each audit process.

T Bates asked the Board directly if there were any areas of business that they were concerned may carry a possibility of financial fraud?

Members collectively advised that there were no areas of concern.

Discussion T Bates asked the Board directly if they had come across any instances throughout the year where IT Controls and processes cause them concern?

Members collectively advised that there were no areas of concern.

T Bates confirmed to the Board that assurance had been sought from G Bruce and C Cameron that there has been no fraudulent activity recorded within the year. Also noting that there are no areas of concern relating to the possibility of fraudulent activity. T Bates confirmed to the Board that there are robust systems in place.

There were no questions for T Bates from members in attendance.

Decision The Board:
Approved the External Audit Plan for 2022/23 from French Duncan.
Noted the audit fee of [REDACTED] plus VAT and expenses.

T Bates left the meeting at 18:53

3.0 MINUTES

3.1 Minute of previous Board meeting (28 March 2023)

Chair asked members for accuracy and approval.

The minutes were **approved** on a proposal by D McIndoe and seconded by F Polding.

3.2	<p>Policy Review Working Group (28 February 2023) – for noting</p> <p>Chair asked members for accuracy and noting.</p> <p>The minutes were Noted.</p> <p>Member G Waddell noted that their apology was missed. The minute is to be amended before being presented to PRWG for approval.</p>	KT
4.1	RECOMMENDATION TO THE BOARD FOR APPROVAL FROM	
4.1.1	<p>Policy Review Working Group (28 February 2023)</p> <p>Donation Policy and EIA</p>	
Report Summary	<p>C Cameron presented further updates as per the Policy Review Working Group meeting held on 28 February 2023. Members asked for clarification on item 5.12; who are the designated personnel stated. The wording within the policy has been updated to reflect that the finance team are the designated personnel.</p> <p>C Cameron advised that the change to Section 10.5 requested by the PRWG has been made. The Chief Executive donation approval has been updated from £200 to £500 and the donation approval level for Chief Executive with Chair/ Vice chair has been changed from £500 to £1000.</p> <p>C Cameron confirmed that anything over £1k must be brought to the Board for approval as per the policy.</p>	
Discussion	There were no questions by members.	
Decision	<p>The Board:</p> <p>Approved the revised Donations Policy as attached in Appendix 1 with a review planned within the normal 3-year cycle.</p> <p>Approved the EIA attached at Appendix 2.</p>	
4.2.1	<p>Policy Review Working Group (11 April 2023)</p> <p>Procurement Policy</p>	
Report Summary	<p>C Cameron presented updates as per the Policy Review Working Group meeting held on 11 April 2023, highlighting a minor change requested at the meeting, which was that the Chief Executive’s approval threshold should be amended to £30k.</p>	
Discussion	There were no questions from members.	
Decision	<p>The Board:</p> <p>Approved the revised Procurement Policy as attached in Appendix1.</p> <p>Approved the EIA attached at Appendix 3.</p>	
4.2.2	<p>Policy Review Working Group (11 April 2023)</p> <p>Contractor and Supplier Management Policy</p>	
Report Summary	<p>C Cameron presented updates as per the Policy Review Working Group meeting held on 11 April 2023. The PRWG had asked for a contents page to be included within the policy, and this has been done.</p>	

Discussion	There were no questions from members.	
Decision	<p>The Board: Approved the Contractor & Supplier Management Policy as attached in Appendix 1. Approved the EIA attached at Appendix 2.</p>	
5.0	BOARD MATTERS ARISING SCHEDULE	
Report Summary	<p>C Cameron presented the report to members, advising that D Wilson had updates for the members on some of the matters. D Wilson updated the Board with the following:</p> <p>Item 19 – 14 Tenants that have expressed an interest in becoming more involved with the association. D Wilson confirmed that these tenants have been contacted. Unfortunately, none of the 14 wished to commit their time to becoming a Board Member. However some have expressed an interest joining our Tenants Panel and staff are following this up.</p> <p>Item 25 – Members requested a copy of the letter that was issued to tenants as part of the community anchor fund project. D Wilson confirmed that members were issued with this on 23 May 2023.</p> <p>Item 26 – Board asked for sight of the feedback given to the tenant that had written a letter to the Board. D Wilson advised that feedback has been issued to the members and that the tenant wanted to thank the Board for listening to them.</p>	
Discussion	<p>In relation to item 8; Online Shared Board Portal, a member asked if the extension of the completion date to August 2023 is a realistic end date for the project to be completed?</p> <p>K Tenant advised that portal will be linked to our website with each member having their own log on details. K Tennant to provide members with an update of the project and completion date.</p> <p>C Cameron advised the Board that she will be meeting with the Director of the IT support company and will highlight the importance of this work.</p>	<p>KT</p> <p>CC</p>
Decision	<p>The Board: Noted the Matters Arising Schedule.</p>	
6.0	CHIEF EXECUTIVES PROGRESS UPDATE: CONFIDENTIAL	
Report Summary	<p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>[REDACTED]</p>	

Discussion

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

AMB

Decision

The Board:
Noted the contents of this report, especially Appendix 1 - Chief Executive Work Objectives update.
Approved an additional member, D Edgar, to join the Audit & Risk Committee.

7.0 GOVERNANCE

7.1 Annual Register of Interest Report 2023/2024

Report Summary

K Tennant presented the report, suggesting that may be beneficial that the report is presented 6 monthly to members to refresh their awareness of the register.

Discussion

There were no questions asked relating to the report.

Decision

The Board:
Noted the contents of this report and performance on the annual returns received for Code of Conducts and Declarations of Interest.
Noted that the Register of Interests for Board members and staff have been updated.
Agreed that the Declaration of Interest Register be presented 6 monthly to members.

KT

7.2	Delivery Plan – quarterly update	
Report Summary	C Cameron presented the report to members, advising that there are no further updates.	
Discussion	<p>Member asked in relation to item 7.2 on Appendix 1, item 6, heading stock condition survey; if there were any thoughts of linking the information from the survey to the new IT software.</p> <p>C Cameron advised that IT templates are in place for the collation and uploading of the data and once the Stock Condition is procured and work completed the template will be uploaded directly on to the new system.</p>	
Decision	<p>The Board: Noted the covering report. Approved the updated Delivery Plan, Year 3 for 2023/2024 as at Appendix 1.</p>	
7.3	Revised Board Training Plan	
Report Summary	<p>K Tennant presented the report advising members that the planned collaborative working with local RSL's was not getting the commitment or feedback required to allow DPHA to hold off any longer with their own training plans. The Board were advised that the training plan runs to the end of September 2024 with mandatory and essential topics that the Board of Management are required to have training on.</p> <p>K Tennant asked members if they have any suggestions, or topics that they would like to see included within the training plan to get in touch.</p>	
Discussion	<p>Member asked if all the training on the planner was mandatory? K Tennant responded that some topics are indeed mandatory as per policy requirements given the role that the Board have; there are other topics that are not mandatory, but it is important that the Board's skills are refreshed, and knowledge updated.</p> <p>Member asked for the mandatory topics are highlighted on the planner to easily identify.</p> <p>Another member recognised that training can slip and asked for a text, email or phone call to members to remind them of training.</p> <p>K Tennant advised they will rework the training plan to identify mandatory training and re-issue to the Board.</p>	
Decision	<p>The Board: Noted the contents of this covering report. Noted that the previously scheduled training date of 13 June 2023 has been pushed back to 20 June 2023. Approved the revised and updated Board Training Plan for 2023/2024 as attached at Appendix 1.</p>	KT

7.4	Finance Regulations & Procedures - Review
Report Summary	C Cameron presented the report to members, advising that the procedures have been brought in line with the Procurement Policy. Highlighting the changes made to the scheme of delegated authority with the Chief Executive now able to approve contracts up to £30k and Chief Executive with the Board approval >£30k. Noting that there has also been a change of job titles from Team Leader to Manager.
Discussion	There were no questions asked by members.
Decision	The Board: Approved the revised Financial Regulations and Financial Procedures as contained within Appendices 1 and 2 . Approved the increase to the delegated authority limit for the Chief Executive to be consistent with the revised Procurement Policy. Noted that the Financial Regulations and Procedures will be due for review in 3 years' time or earlier if required.
8.0	Finance
8.1	Debt Write offs
Report Summary	D Wilson presented the report advising that 3 former tenants with no forwarding address and no successful trace or search were requested to be written off. In addition to the former tenants D Wilson requested a write off debt of 1 deceased tenant, a current tenant that has been sequestrated and 5 former tenant balances of <£500.
Discussion	Member noted that the balances are quite high, asking if all avenues have been explored? D Wilson confirmed that yes, they have been. Member asked if debt recovery agencies were used as part of the process? D Wilson advised that the Association does use debt recovery agents to trace former tenants, however in these circumstances it has been unsuccessful.
Decision	The Board: Noted the contents of this covering report. Approved the debt write offs contained in Appendix 1 to the sum of £8,325.38 .
8.2	Pension Consultation Update CONFIDENTIAL
Report Summary	<i>G Earl left the meeting at this point.</i> ██ ██ ██ ██ ██ ██

[Redacted]

[Redacted]

[Redacted]

[Redacted]

GB

[Redacted]

[Redacted]

[Redacted]

GB

Decision

The Board:
Considered the Spence & Partners report and the outcome of the staff consultation.

Agreed that staff members are re-consulted with a further report to be presented to the Board.

GB

G Earl returned back to the meeting.

8.3

**Stonework Repair & Insulation Contract Dumbarton Road & Scott Street:
Request for DPHA to make a contribution towards owner's costs
CONFIDENTIAL**

Report
Summary

[Redacted]

Discussion

[Redacted text block containing multiple paragraphs of blacked-out content]

DW

[Redacted]

[Redacted]

AMB/GE

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

Decision

The Board:

Noted the options available to it as outlined in this covering report.

Agreed to make a financial contribution [Redacted]

8.4

FYFP – SHR Return

Report Summary

G Bruce presented the report, advising that the current economic situation is unknown. G Bruce advised the Board that a caveat to support the figures within the 5-Year Financial Projections could be submitted with the return.

Discussion

There were no questions asked by the Board.

Decision

The Board:

Noted the report contents.

	Approved the Five-Year Financial Projections 2023 – 2028 as at Appendix 1 and subsequent submission to SHR by the 31 May 2023 with a caveat.	
8.5	Loan Portfolio – SHR Return	
Report Summary	G Bruce presented the report and there were no further updates to advised.	
Discussion	There were no questions asked by the Board.	
Decision	The Board: Noted the report contents. Approved the Loan Portfolio as at 31 March 2023 and subsequent submission to the SHR by the 30 June 2023.	
8.6	Management Accounts – 4th Quarter to 31.03.23 Confidential	
Report Summary	[REDACTED]	
Discussion	[REDACTED]	
Decision	The Board: Approved the Management Accounts for Quarter 4 to 31 March 2023.	
9.0	Strategy	
9.1	None.	
10.0	STAFFING	
	No reports.	
11.0	OPERATIONS	
11.1	Performance Report – Quarter 4	
Report Summary	D Wilson presented the report highlighting that the Association has maintained satisfaction levels. Arrears are reducing with a temporary member of staff concentrating on this work. D Wilson will present a report at the next Board Meeting to show the work that has been undertaken. D Wilson finished his updates informing members that an Electrical Installation Condition (EICR) Report has been completed for every property.	DW
Discussion	Member was happy to note that the arrears have been reduced.	

	Member asked in relation to the rent accounts with debts over £2k, how many of these accounts are over £2,250 in arrears? D Wilson advised that he would check this and get the figure to the members.	DW
	Member advised that it was useful in the report to see the total value of Universal Credit contributions made, asking for the Housing Benefit contributions to be included too. D Wilson advised that this will be included on future reports.	DW
Decision	The Board: Noted the contents of the Quarter 4 Performance Report.	
11.2	Annual Return on the Charter & ESSH for 2022/23	
Report Summary	D Wilson presented the report advising members of the indicators validated and partially validated by Christine Dugan during her visit in April 2023.	
Discussion	There were no questions asked by the Board.	
Decision	The Board: Noted the contents of this covering report. Approved the draft ARC for submission to the Scottish Housing Regulator, noting a summary of key indicators are attached in Appendix 1 . Delegated authority to the Chief Executive to agree any non-material changes to the ARC which may be required prior to submission. Delegated authority to the Chief Executive to make the ARC submission to the SHR on behalf of the Board by the 31 May 2023.	
11.3	Revised KPIs for 2023/2024	
Report Summary	D Wilson presented the report to members, advising that KPI's are reviewed, agreed, and set annually by the Board, and seeking approval for the proposed KPIs for 2023/2024.	
Discussion	There were no questions asked by the Board.	
Decision	The Board: Noted this covering report. Approved revised KPIs for 2023/2024 as at Appendix1	
11.4	Stonework Repair & Insulation Contract Dumbarton Road & Scott Street: Risk Register	
Report Summary	D Wilson presented the report to members advising that a recommendation made by Wylie & Bisset was that the Risk Register should be presented to the Board for the project and any subsequent projects thereafter.	
Discussion	There were no question asked by the Board.	
Decision	The Board are invited to:	

	<p>Note the contents of the covering report.</p> <p>Approve the Risk Register developed by Grant Murray Architects at Appendix 1.</p>
12.0	HEALTH AND SAFETY
12.1	Health and Safety Update
	None.
13.0	USE OF DELEGATED AUTHORITY
	None.
14.0	ANY OTHER COMPETENT BUSINESS
14.1	Correspondence
Report Summary	K Tennant advised that there was no correspondence to share with the members.
Discussion	None.
Decision	None.
14.2	Updated Board / Committee Workplan 2022-2023
Report Summary	K Tennant advised that the workplan is the most up to date version.
Discussion	There were no questions.
Decision	The Board: Noted the updates / information in the Workplan.
14.3	Board/ Committee Meetings Survey Results
Report Summary	K Tennant presented the report to members. Advising that there were no further updates to the information contained. C Cameron advised the members that the suggestion is to harmonise the start time for meetings with all Board and Committee Meetings starting at 6pm.
Discussion	There were no questions asked by the Board.
Decision	The Board: Agreed that all Board meetings should be held in a Hybrid format. Agreed to change the start time of Board and Committee meetings to 6pm. Agreed that all Committee meetings are continued to be held online. Agreed to continue with the IT equipment provided by DPHA for Board of Management Business. Noted the format and timing of meetings can change in the future on approval of the Board, if it is to meet the changing needs of Board members.

14.4	Annual Insurance Policy – 3 year deal	
	Chair advised that this item was not on the agenda, however it requires to be discussed under AOCB.	
	G Bruce presented an update to the Board advising to keep costs down, a 3-year insurance policy was entered in to. G Bruce asked for members to retrospectively approve the insurance deal.	
Discussion	Members agreed that it made sense in terms of VFM to have a 3-year insurance deal based on the unprecedented increase in costs and the savings the deal has made.	
Decision	The Board: Gave retrospective approval to enter in to a 3-year insurance deal.	
15.0	DATE OF NEXT MEETINGS VIA MICROSOFT TEAMS	
	<p>Chair to advised dates of next meetings:</p> <p>Staffing Committee : 6 June 2023 @ 6pm PRWG: 27 June 2023 @ 6pm Board Meeting: 4 July 2023 @ 6pm</p> <p>The meeting closed at 8.40pm</p>	

Signed _____ Date _____
 (Chairperson)