



## Agenda Item 3.1

### MINUTES OF BOARD OF MANAGEMENT HYBRID MEETING

Meeting held on Tuesday, 20 August 2024 at 6pm in-person at Beardmore House, 631 Dumbarton Road, Dalmuir, G81 4EU & also on-line via Microsoft Teams

#### In Attendance:

<b>Board Members:</b>	Gavin Waddell, Chairperson Stephen Boag Jade Murray Francis Polding
<b>Staff/Advisor(s):</b>	Anne Marie Brown, Chief Executive Carla Cameron, Finance & Corporate Services Manager Dougie Wilson, Customer Services Manager Arlene Dickson, Care Services Manager Graeme Bruce, Finance Agent, Lethame Business Services Paul McNeill, HRC (Temporary Finance Agent) Jennie Cameron, Senior Customer Services Officer T Bates, French Duncan LLP (Item 9.1 and 9.2 only)
<b>Observer</b>	Sonia Smith, potential Board Member Ryan Shields, Finance Assistant

Board meeting minute prepared by P McDaid, post meeting from the meeting recording.

ITEM	NOTE	ACTION
	<p><b>WELCOME AND ORDER OF BUSINESS</b></p> <p>The Chairperson welcomed all to the meeting including observers S Smith and R Shields. The Chairperson advised both observers would be asked to leave the meeting for any confidential items on the agenda.</p> <p>T Bates, presenting reports at 9.1 and 9.2 and, J Cameron presenting report at 11.1 were also welcomed to the meeting.</p> <p>Members noted that the meeting pack is larger than normal due to the cancellation of A&amp;R Committee meeting scheduled for the 12 August 2024, as the meeting was not quorate. Members were advised that there would be a comfort break during tonight's meeting due to its length.</p> <p>Members were advised that an additional AOCB item under item 14.3, which will be a closed session with the Board &amp; the Chief Executive.</p>	

<b>1.0</b>	<b>APOLOGIES</b>	
	The Chairperson read out the names of all those in attendance at tonight’s meeting and also noted apologies were received from David McIndoe and Michelle Donnelly.	
<b>1.2</b>	<b>Approved Leave of Absence</b>	
	J Gherardi, J Henderson and I Lennox are on an approved LOA.	
<b>1.3</b>	<b>Non-Attendance</b>	
	David Edgar and Anita Williamson were not present and had not submitted an apology.	
	AM Brown will check for emails submitted for apology or annual leave	<b>AMB</b>
<b>2.0</b>	<b>DECLARATIONS OF INTEREST</b>	
	No interests were declared.	
	It was agreed that the following agenda Items to be brought forward to allow presenters to leave on completion: <ul style="list-style-type: none"> <li>• Agenda item 11.1 – J Cameron</li> <li>• Agenda items 9.1 and 9.2 – T Bates</li> </ul>	
	<b>AGENDA ITEMS BROUGHT FORWARD</b>	
<b>11.1</b>	<b>Performance &amp; Rent Arrears Report, Q1</b>	
<b>Report Summary</b>	J Cameron summarised the content of Q1 report, advising Members that new team structure and processes is delivering results with rent collection and there is an increase in court referrals where arrears have escalated, with the team responding more quickly. Universal Credit continues to be monitored to avoid arrears occurring.	
	Members were advised that while not meeting allocation targets for Section 5 referrals during Q1, this should be balanced out during Q2 however, this should be balanced out in Q2.	
	A Dickson advised Members that April figure for DOSCG was higher than May and June due to Easter Playscheme and should balance out in Q2, when funds are received for Summer Playscheme.	
<b>Discussion</b>	It was noted of the changes to Customer Services Team and good to see strong foundations bearing fruit.	
	J Cameron gave confirmation to Members that for each quarter, a different group of tenants were used for survey results. Members were advised that the respondents for each quarter would be from the same geographical area, based on how MI Housing split the tenant list provided.	
	Members were informed that services provided by MI Housing were being reviewed, with a view to procuring new services next year, as there were better providers in the marketplace.	

<p><b>Decision</b></p>	<p>J Cameron confirmed to Members that from submitted satisfaction surveys, respondent information was available however, currently the information was not used to form a demographic picture of tenants. J Cameron advised that that responses could be reviewed to include equality demographic of tenants responding.</p> <p>The Board: <b>Noted</b> the content of the Q1 performance report and Appendix 1.</p>	<p>JC</p>
<p><b>9.0</b></p>	<p><b>Finance</b></p>	
<p><b>9.1</b></p>	<p><b>Closed Session with External Auditor</b></p>	
<p><b>Report Summary</b></p>	<p><b>Staff and observers left the meeting at 6.25pm for the closed session. P McNeil remained during closed session.</b></p> <p>T Bates presented members with a summary of the report from agenda item 9.2 appendix 3. Members were advised that the Executive Summary within the report were the main areas reported to Board.</p> <p>Members were advised the audit opinion was unqualified for both statement on internal control and main audit report with no significant issues arising. T Bates confirmed a clean audit report on financial statements.</p> <p>Members were informed of the following:</p> <ul style="list-style-type: none"> <li>• Significant risk of audit focus concluded as satisfactory: revenue recognition including grants received for stonework programme, management override of controls and pension deficit valuation.</li> <li>• Corrected and uncorrected adjustments had a minor adjustment for depreciation but, it was agreed with G Bruce and C Carmeron no adjustment was required.</li> <li>• Unavailable reports due to file corruption following system change over, had no outcome on the report.</li> <li>• No concerns were found in audit area for policies, judgements, legal and regulatory compliance.</li> <li>• Going concern – review of budgets for next 12 months with no audit concerns identified</li> <li>• No concerns regarding Director’s Report and noted that reports were comprehensive.</li> <li>• No concerns within the area of party transactions and, satisfied with information provided.</li> <li>• Representation letter to be signed.</li> </ul>	
<p><b>Discussion</b></p>	<p>Members noted the detail within the report, adding that they were comfortable with the risk, confirming were confident and happy to approve the letter of representation.</p> <p>Assurance was given to Members that corrupt data was because of system migration to Homemaster and, should only be a one-off occurrence. Additional checks were put into place to check corrupted nominal code data (journal testing and check of management overrides) and to verify data.</p>	

<p><b>Decision</b></p>	<p>Confirmation was given to Members that the risk had been included in management letter to Regulator but, was not a cause of concern.</p> <p>The Board <b>noted</b> the comments and feedback from T Bates from the 2023/24 annual audit.</p> <p>The Chairperson thanked T Bates and team for report and <b>T Bates left the meeting at: 6.36pm</b></p>	
<p><b>9.2</b></p>	<p><b>Audit Report, Financial Statements &amp; Management Letter</b></p>	
<p><b>Report Summary Decision</b></p>	<p>Report was covered within item 9.2 above</p> <p>The Board:</p> <ul style="list-style-type: none"> <li>• <b>Approved</b> the Financial Statements as per <b>Appendix 1</b> for the year ended 31 March 2024.</li> <li>• <b>Approved</b> the Audit Completion Report as per <b>Appendix 3</b> for the year ended 31 March 2024.</li> <li>• <b>Reviewed</b> and <b>noted</b> movement from Management Accounts to Financial Statements as per <b>Appendix 2</b>.</li> <li>• <b>Approved</b> the letter of representation contained with the Audit Completion Report In <b>Appendix 4</b>.</li> <li>• <b>Approved</b> the response to the Management Letter in <b>Appendix 6</b>.</li> </ul>	
<p><b>3.0</b></p>	<p><b>MINUTES</b></p>	
<p><b>3.1</b></p>	<p><b>Minute of previous Board meeting held on 2 July 2024</b></p> <p>The minutes were <b>approved</b> on a proposal by F Polding and seconded by J Murray.</p>	
<p><b>3.2</b></p>	<p><b>Minute from Staffing Committee Meeting held on 6 August 2024: Confidential</b></p> <p>The minutes were <b>noted</b>.</p>	
<p><b>4.0</b></p>	<p><b>RECOMMENDATIONS FOR APPROVAL FROM STAFFING COMMITTEE (06.08.2024)</b></p>	
<p><b>4.1</b></p>	<p>HR Partnership Proposal – Provision of Shared HR Services: <b>Confidential</b></p>	
<p><b>Report Summary</b></p>	<p>[REDACTED]</p> <p>Cloch and Barrhead Housing Associations</p> <p>[REDACTED]</p>	
<p></p>	<p>[REDACTED]</p>	
<p></p>	<p>[REDACTED]</p>	

**Discussion**

[Redacted text block]

The Chairperson acknowledged that they were mindful of the impact the role would have on budget, however, was aware that as the planned modern apprenticeship role [Redacted text]

[Redacted text block]

**Decision**

The Board:  
**Note** the contents of the covering report.  
**Approved** the recommendation made by the Staffing Committee to take part in the joint HR services proposal in partnership with Cloch and Barrhead Housing Associations, for a 2-year period (23 months), and as per the costs outlined in Section 3.7 within the report.  
**Agreed** to sign the draft HR Framework Agreement attached at Appendix 2.

**5.0 BOARD MATTERS ARISING SCHEDULE**

**Report Summary**

AM Brown gave the following updates to the Matters Arising Schedule:  
  
No 3: PRWG meeting scheduled for 17 September 2024, it was suggested to Members that this meeting is cancelled, and all policies presented at PRWG meeting on 15 October 2024.  
  
No 5: Members were advised that the application was now approved.  
  
No 9: Members were asked to give consideration to nominating themselves for the role of Chair for Staffing Committee.

**Discussion**

Members confirmed and there were no issues with changing the date of the PRWG meeting.

The Chairperson noted that on completion of the current review of Standing Orders, Staffing Committee may be merged with another but asked Members to consider the position of Chair.

**Decision**

The Board **approved** the updates to the Matters Arising Schedule.

**6.0**

**CHIEF EXECUTIVE'S PROGRESS UPDATE: CONFIDENTIAL**

**Report  
Summary**

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

**Discussion**

[Redacted]

[Redacted]

[Redacted]

**Decision**

[Redacted]

The details of two new suppliers, Flyscreen and Archilink.

**Approved** an extension to [Redacted] and [Redacted] Leave of Absence up to the 3 September 2024.

**7.0 GOVERNANCE**

**7.1 Risk Register – 6 monthly update: Confidential**

**Report Summary**

[Redacted]

[Redacted]

[Redacted]

[Redacted]

**Decision**

The Board **noted** the contents of the covering report.

**Approved** the revised Risk Register at Appendix 1 subject to any amendments raised by Members following their in the next week

Subject to further discussion, **Approved** the Association’s Risk Maturity Assessment continues to be ‘managed’.

**7.2 Internal Audit Tender Report Confidential**

**Report Summary**

[Redacted]

[Redacted]

[Redacted]

**Decision**

[REDACTED]

The Board **noted** the contents of the covering report and, **approved** acceptance of the tender from Wgb Services LLP (Wylie & Bisset) for [REDACTED], exclusive of VAT for the provision of Internal Audit Services for 2024/25, rising to [REDACTED] for year 2 and [REDACTED] year 3. The contract is for a 3-year period, starting on 1 September 2024.

**7.3 AGM Preparation, Secretary’s Compliance Report & Draft Meeting Schedule**

**Report Summary**

AM Brown presented and clarified the following points:

- S Boag and J Murray, as appointees would need to stand for election to the Board following the AGM.
- J Gherardi would be standing down following their leave of absence.
- J Henderson had not confirmed whether they were standing down or remaining.
- I Lennox may stand down following the AGM
- M Donnelly and G Waddell had to step down and look to be re-elected following the AGM

Members were advised that Corporate Services would be issuing and email with forms to be completed and returned including a form for nominations for Chair / Vice Chair.

Members were asked that if they could not attend the AGM, to complete and return Proxy Form as this would include them in overall count of attendees.

AM Brown advised members that a number of staff had indicated that they would be attending for their own personnel development and to help out. This would be an opportunity for Board Members to meet staff and vice versus.

Members were advised that following checks by P McDaid and AM Brown, there were no issues or concerns with the Registers and the association was compliant.

AM Brown advised Members that following earlier discussion, the PRWG meeting on 15 September was no longer taking place and that following the review of Standing Orders, PRWG and Staffing meetings will potentially merge.

**Discussion**

There were no comments to the report. The Chairperson gave their thanks to the team for organising the AGM and reminded Members to respond to emails issued.

**Decision**

The Board:

- **Approved** the AGM Draft Agenda at Appendix 1.
- **Noted** the Board’s Succession Plan 2024/25 at Appendix 2.
- **Noted** the arrangements for the AGM at section 3.1.
- **Noted** that 67 shareholders have been invited to the AGM and a quorum of 7



is required, including proxy votes.

- **Noted** the total number of current Board Members seeking election at the AGM is 4.
- **Noted** the compliance statement at section 3.8.3 in the report states DPHA is compliant with Rule 68 and agree that this be recorded in the minutes of this Board meeting.
- **Noted** the Schedule of Registers at Appendix 3.
- **Recommended** the approval of the new Board and Committee meeting Schedule for 2024-25 at Appendix 4 to the Board meeting being held on 3 September 2024.

**Members took a comfort break at 7.19 for 5 minutes and J Cameron left the meeting at this point.**

**Meeting restarted at 19.25.**

**7.4 Shareholder Membership**

**Report Summary** C Cameron presented members with an update to the report issued to members, asking for approval to an additional shareholding membership. Members were advised that the new shareholder was [REDACTED] a tenant, who would be shareholder [REDACTED]

C Camreon confirmed that on approval of 2 new applications and, removal of 5 shareholders, the total number of shareholders would be 68

**Discussion** No discussion took place.

- Decision**
- The Board:
  - **Approved** the proposed new Shareholder membership at 3.1.1 & [REDACTED]
  - **Approved** the cancellation of the Shareholder members, as outlined in section 3.2.1, and to be removed from the member’s register.
  - **Noted** the summary of Shareholders at section 3.3.1, which is now 68 and not 67.

**7.5 Recommendations Monitor Update**

**Report Summary** AM Brown acknowledged to members that this report would normally be presented at Audit & Risk. Members were advised of an update to Investors in People as the annual update meeting with IIP and AM Brown was scheduled for Thursday 22 August 2024.

**Discussion** No discussion took place

**Decision** The Board **approved** the updated Recommendations Monitor and review the progress made to date on implementing the RFI as contained within Appendix 1.

**7.6 Annual Assurance Statement 2024 – Update**

**Report Summary** AM Brown advised Members that a detailed update given was given in the report and had no additions to the report presented.

	AM Brown asked Members to volunteer to check the assurance statement.	
<b>Discussion</b>	Chairperson acknowledged the importance of the work carried out in giving assurance to the Regulator and, confirmed that request for volunteers would be included in their email to members following the meeting.	
<b>Decision</b>	The Board <b>noted</b> the progress update on implementing the methodology for this year's Annual Assurance Statement and self-assurance process as outlined in sections 3.3.1 to 3.3.8 within the report.	
	The Board <b>did not agree</b> which member of the Audit & Risk Committee/Board will work with the Association's Chairperson to test sample the self-assurance evidence spreadsheet, sometime during September 2024. Nominations to follow in next 7 days	<b>Board</b>
<b>8.0</b>	<b>STRATEGY</b>	
	No reports were presented.	
<b>9.0</b>	<b>FINANCE</b>	
<b>9.1</b>	<b>Closed Session with External Auditor</b>	
	Discussed earlier in meeting.	
<b>9.2</b>	<b>Audit Report, Financial Statements &amp; Management Letter</b>	
	Discussed earlier in meeting.	
	The Chairperson advised members that agenda items within section 9.0 were being moved to allow the order of the meeting to flow efficiently.	
<b>9.7</b>	<b>Annual Internal Control Assurance Statement</b>	
<b>Report Summary</b>	G Bruce presented no further updates to the report to Members, and provided the Board with the assurance that they can sign the Statement of Internal Controls contained within the Statutory Accounts for 2023/24.	
<b>Discussion</b>	No discussion took place.	
<b>Decision</b>	The Board <b>noted</b> the contents of the covering report and <b>approved</b> the Annual Assurance report for 2023/24 at Appendix 1 of the report.	
<b>9.3</b>	<b>Appointment of Auditor for 2024/25</b>	
<b>Report Summary</b>	G Bruce advised Members that the report was a recommendation for the approval at the AGM, the appointment of French Duncan LLP (trading as AAB) as the Association's External Auditors for 2024/25.	
<b>Discussion</b>	Chairperson noted assurances with French Duncan's past performance and, no further discussion from Members.	
<b>Decision</b>	The Board <b>noted</b> the contents of the covering report and <b>approved</b> the proposal to the AGM for the reappointment of French Duncan LLP as the Association's External Auditor for 2024/25.	

Chairperson confirmed to C Cameron that matters raised at 9.2 were approved for the minute.

**9.4 Management Accounts to 30 June 2024 (Q1) Confidential**

**Report Summary**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**Decision**

The Board **approved** the Management Accounts for Quarter 1 to 30 June 2024.

**9.5 Treasury Management – Annual Compliance Report**

**Report Summary**

G Bruce provided a summary of the content of the report to Members.

**Discussion**

No discussion took place.

**Decision**

The Board **approved** the contents of the covering report and Appendix 1 – Treasury Management Review 2024.

**9.8 Investment Strategy Confidential**

**Report Summary**

[REDACTED]

[REDACTED]

**Decision**

The Board **noted** the contents of the covering report and **approved** the Investment Strategy 2024/25 in Appendix 1.

**9.6 Annual Financial Statement to SHR**


**Report Summary**

G Bruce presented the Board with the Audited Financial Statements (AFS) return to be made to the Scottish Housing Regulator (SHR) for approval.

Members were advised that the return highlights the Association’s financial performance for the year ended 31 March 2024. The Association is required to



Discussion	[REDACTED]	AMB
Decision	The Board <b>noted</b> the contents of the covering report. [REDACTED]	
	AM Brown / Leadership Team to discuss with Wellbeing Group and staff	
<b>10.3</b>	<b>Salary Sacrifice Policy</b>	
Report Summary	AM Brown presented the Board the new Salary Sacrifice Policy for approval and to note the accompanying Equality Impact Assessment (EIA).	
	Members were advised that the policy was based on model policy from EVH.	
	Members were advised that sections within the policy could now be completed based on the discussion outcomes of agenda item 10.2 from tonight’s meeting and were asked if they would prefer the policy to be updated and re-presented.	
Discussion	Members agreed to delay their decision and wait on the revised policy beign represented.	
Decision	No decision was made.	
<b>11.0</b>	<b>OPERATIONS</b>	
<b>11.1</b>	<b>Performance and Rent Arrears Report – Q1</b>	
	Discussed earlier in meeting.	
<b>11.2</b>	<b>Development Update Report Confidential</b>	
Report Summary	[REDACTED]	
	[REDACTED]	
Discussion	[REDACTED]	
Decision	The Board: <b>Noted</b> the contents of the progress development update report. <b>Approved</b> the submission of Appendix 4 to WDC for inclusion within the amended SHIP.	
<b>12.0</b>	<b>HEALTH AND SAFETY</b>	
	No reports were presented.	

<b>13.0</b>	<b>USE OF DELGATED AUTHORITY</b>	
	Members were advised that there was no use of delegated authority since the last Board meeting.	
<b>14.0</b>	<b>ANY OTHER COMPETENT BUSINESS</b>	
<b>14.1</b>	<b>Correspondence</b>	
	No correspondence to present to the Board.	
<b>14.2</b>	<b>Updated Board/Committee Workplan 2024-2025</b>	
<b>Report Summary</b>	AM Brown confirmed to Members that there was no update to the presented workplan.	
<b>Decision</b>	The Board <b>noted</b> the updated Board & Committee Workplans, noting that the dates for the post AGM meetings will be agreed at the Board meeting on the 3 September 2024.	
<b>14.3</b>	<b>Additional Item of AOCB - Confidential &amp; Closed Session</b>	
	The Chair thanked both S Smith and R Shields for attending and observing the meeting and thanked staff for their participation.	
	<b>The following left the meeting at 8.29pm:</b> <b>C Cameron, A Dickson, D Wilson, P McNeil, G Bruce, R Shields and S Smith</b>	
		
<b>XX</b>	<b>DATE OF NEXT MEETINGS</b>	
	<b>Board Meeting:</b> 3 September 2024 at approximately 7pm. 24 September 2024 at 6pm tbc. <b>AGM:</b> 3 September 2024 at 6pm <b>Audit and Risk Meeting:</b> 12 November 2024 at 6pm tbc.	

The meeting ended at: 8.48pm

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

(Chairperson)