



CUNNINGHAME
HOUSING ASSOCIATION

More than just a landlord

Board of Management Minutes

Date of Meeting: 2nd July 2020

Please note that these minutes have been edited to remove any information which is confidential/commercially sensitive or of a personal nature.

CUNNINGHAME HOUSING ASSOCIATION LTD

Minutes of Board of Management Meeting

Held on Thursday 2nd July 2020 at 2.00 pm via Microsoft Teams



Present	In Attendance
Janet Strang (Chair) Lesley Keenan Willie Gibson June Fenelon John Kelly Brenda Johnstone Brian McCabe Elizabeth Shedden John Nisbet Liam Loudon Margaret Davison	Frank Sweeney, Group Chief Executive Fettes McDonald, Financial Consultant Allison McColl, Executive Director of Finance & Corporate Services Elaine Nimmo, Minute Secretary Kirsteen Wyllie, Administrative Assistant

PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS		ACTION
1.	<p>Apologies Apologies were received from Drew Hall, Cllr Reid and Cllr Miller.</p>	
2.	<p>Chairperson's Remarks</p> <ol style="list-style-type: none"> 1 The Chair asked all Members to mute their microphones unless they wish to speak and to say their name prior to speaking. 2 The Chair asked all Members to ensure that their mobile phones are switched off. 3 As there were confidential items on the Agenda the Chair read out the following confidentiality statement: <p>In compliance with the Regulatory Code of Governance and Board Members' Code of Conduct all items detailed in this notice as being confidential and associated papers are strictly confidential and should not be discussed with any external party either prior to or after said meeting by any Member of the Board of Management.</p> <p>In terms of good governance all members should note that when the director/officers are giving or presenting their report that there will be no interruptions to allow them to finish their reports. Questions can be asked after the presentation.</p> 4 Advise that item 22 of the agenda be taken first by the Financial Consultant to allow him to leave for another meeting. 5 The Executive Director of Finance & Corporate Services advised the Board that CHA had received confirmation that they are fully compliant against cyber-attacks. The network is 100% fully secure. CHA has become one of the first Housing Associations in Scotland to achieve the accreditation which has taken 9 months to achieve with 100% funding secured via the SCVO. This demonstrates compliance with good governance and security within CHA's group of companies. The Board commended the staff for all their hard work. 	
3.	<p>Declaration of Interest None.</p>	

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4.	Requirement of the Writing (Scotland) Act 1995 None.																																														
22.	<p>Scottish Housing Regulator Loan Return The Financial Consultant referred members to the previously circulated report which provided Members with details of the Association’s loan portfolio at the year end and sought members approval for the annual loan return to be submitted to the Scottish Housing Regulator. The Financial Consultant informed members that the loan balances as at March 2020 were £81.6m. It was highlighted that there were no concerns regarding any aspect of the loan portfolio return for the Association and approval is now requested to submit the return to SHR within the prescribed timetable.</p> <p>The Chair asked members if there were any questions. No questions were asked.</p> <p>The Board approved for the loan portfolio return to be sent to the Scottish Housing Regulator.</p>	FC																																													
5.	<p>Adoption of Minutes and Business Arising from Same</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Meeting</td> <td style="width: 25%;">Proposed</td> <td style="width: 25%;">Seconded</td> </tr> <tr> <td>Board of Management Meeting 14th May 2020</td> <td>Brenda Johnstone</td> <td>John Nisbet</td> </tr> <tr> <td colspan="3">Matters Arising: None.</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Meeting</td> <td style="width: 25%;">Proposed</td> <td style="width: 25%;">Seconded</td> </tr> <tr> <td>Special Board of Management Meeting 21st May 2020</td> <td>John Nisbet</td> <td>Liam Loudon</td> </tr> <tr> <td colspan="3">Matters Arising: None.</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Meeting</td> <td style="width: 25%;">Proposed</td> <td style="width: 25%;">Seconded</td> </tr> <tr> <td>Special Board of Management Meeting 18th June 2020</td> <td>John Kelly</td> <td>June Fenelon</td> </tr> <tr> <td colspan="3">Matters Arising: None.</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Meeting</td> <td style="width: 25%;">Proposed</td> <td style="width: 25%;">Seconded</td> </tr> <tr> <td>Skills & Succession Sub Committee Confidential – 18th June 2020</td> <td>John Kelly</td> <td>Lesley Keenan</td> </tr> <tr> <td colspan="3">Matters Arising: None.</td> </tr> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Meeting</td> <td style="width: 25%;">Proposed</td> <td style="width: 25%;">Seconded</td> </tr> <tr> <td>Corporate Strategy & Business Plan Review Session 2 Confidential – 19th May 2020</td> <td>Brian McCabe</td> <td>June Fenelon</td> </tr> <tr> <td colspan="3">Matters Arising: None.</td> </tr> </table>	Meeting	Proposed	Seconded	Board of Management Meeting 14th May 2020	Brenda Johnstone	John Nisbet	Matters Arising: None.			Meeting	Proposed	Seconded	Special Board of Management Meeting 21st May 2020	John Nisbet	Liam Loudon	Matters Arising: None.			Meeting	Proposed	Seconded	Special Board of Management Meeting 18th June 2020	John Kelly	June Fenelon	Matters Arising: None.			Meeting	Proposed	Seconded	Skills & Succession Sub Committee Confidential – 18th June 2020	John Kelly	Lesley Keenan	Matters Arising: None.			Meeting	Proposed	Seconded	Corporate Strategy & Business Plan Review Session 2 Confidential – 19th May 2020	Brian McCabe	June Fenelon	Matters Arising: None.			
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PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS			ACTION
5.	Meeting	Proposed	Seconded
	Development Services Sub Committee Confidential – 7th May 2020	Brenda Johnstone	John Nisbet
	Matters Arising: None.		
	Meeting	Proposed	Seconded
	Development Services Sub Committee Confidential - 11th June 2020	June Fenelon	Brian McCabe
	Matters Arising: None.		
6.	<p>Risk Management Monitoring/Review (CONFIDENTIAL ITEM) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Group Chief Executive advised there were no changes to the risk register since their last meeting.</p> <p>The Board Noted.</p>		
7.	<p>Scheme of Delegation The Board discussed item 15 Scheme of Delegation Review under this item of the agenda.</p> <p>The Group Chief Executive Officer referred members to the previously circulated report which detailed the changes, highlighted in red.</p> <p>CE0021 - Scheme of Delegation Framework Document 1 The Chief Executive presented the policy for consideration and asked if there were any questions. No questions were received on the policy.</p> <p>The Board of Management approved the policy for ratification.</p> <p>CE0021A – Board of Management Scheme of Delegation Document 2 The Group Chief Executive Officer presented documents 1 and 2 for consideration and asked if there were any questions. No questions were received.</p> <p>The Board of Management approved the policy for ratification.</p> <p>CE0021B – The Sub Committee Delegated Authority Document 3 The Group Chief Executive Officer advised that this document will be subject of a review by the relevant Sub Committee and reported back to the Board of Management in by December 2020.</p>		EMT
8.	<p>Notifiable Events There are no notifiable events to date however this will remain a standard item on the agenda.</p>		

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9.	<p>Secretary's Report No report.</p>	
10.	<p>Subsidiary Company Report (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i> The Group Chief Executive referred members to the previously circulated report and confirmed that there had been no change since the last meeting. CFRC remains closed and Citrus staff continue to work from home.</p> <p>The Board noted.</p>	
11.	<p>EVH Report to Board Members The Group Chief Executive advised members that no monthly report has been received from the EVH to date.</p> <p>It was noted that the Skills & Succession Planning Group are holding a special meeting immediately after today's board meeting to discuss the proposed deferred pay award letter from EVH to Unite the Union. An update will be provided to the Board in due course.</p>	CEO
12.	<p>Health & Safety The Group Chief Executive Officer advised the Board that there is a lot of work being carried out in preparation for staff returning to work. Protective cough/sneeze screens have been installed at workstations, PPE has been ordered and signage is being put in place.</p> <p>The Group Chief Executive Officer advised he will advise the Board once a date has been set for the next Health & Safety Committee meeting.</p> <p>The Board noted.</p>	CEO
13.	<p>Policies for Ratification The Group Chief Executive advised the Board the undernoted policies were reviewed, and proposed changes are highlighted in red.</p> <p>Risk Management Strategy Policy – CE0031 The Chief Executive presented the policy for consideration and asked if there were any questions. No questions were received on the policy.</p> <p>The Board of Management approved the policy for ratification.</p> <p>Risk Management Framework – CE0031A The Chief Executive presented the policy for consideration and asked if there were any questions. No questions were received on the policy.</p>	

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13.	<p>The Board advised that the changes made within the policies were clear and agreed that they would also benefit from receiving a refresher training session 'Risk'. It was agreed a date would be arranged for a session via MS Teams and calendar invites will be issued.</p> <p>The Board of Management approved the policy for ratification.</p>	CEO
	Margaret Davison joined the meeting.	
14.	<p>Development Programme Overview (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Group Chief Executive highlighted that it was inevitable, due to the current pandemic that future development costs would increase and confirmed the Executive Director of Development is keeping the Chair of the Development sub committee informed.</p> <p>The Board noted.</p>	

PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN		ACTION
15.	<p>Scheme of Delegation Review</p> <p>This item was discussed under Item 7 of the agenda.</p>	
17.	<p>Self-Assurance Update</p> <p>The Group Chief Executive referred members to the previously circulated report and advised Mulholland Associates are currently reviewing the information provided as part of 2019's self-assurance action plan. Their report is expected late July/August and a full presentation will be provided to the Board prior to the Annual Assurance Statement being submitted to the Scottish Housing Regulator.</p> <p>The Board commended the staff for the hard work involved in working through the self-assurance action plan.</p> <p>The Board noted the content of the report.</p>	
18.	<p>CHA Quarterly Management Accounts Covenant Review & Training Notes (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Group Chief Executive referred members to the previously circulated report which was an action identified from the recent Mulholland Housing Consultancy assurance statement review.</p> <p>The Board discussed the reviewed covenant report presented and welcomed the following changes:</p>	

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PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN		ACTION
18.	<ul style="list-style-type: none"> • The report will be a separate agenda item on the Finance & Corporate Services Sub Committee from October 2020. • The covenant explanations have been enhanced to make it clearer for the reader. • The report will provide a short summary which highlights variances, non-compliances and how they are being dealt with. • Covenant training notes will be included in the Board of Management induction process for new members. <p>The Board noted the content.</p>	<p>Ex Dir F&CS</p> <p>Ex Dir F&CS</p> <p>CEO</p>
19.	<p>Board Collective & Individual Appraisal Reviews The Group Chief Executive referred members to the previously circulated report regards carrying out its appraisals in compliance with the SHR Governance & Financial Standards.</p> <p>The ‘Individual’ Board Appraisal Form The Group Chief Executive presented the reviewed form and it was agreed to offer members the option to have their appraisal carried out via MS Teams or in the Board room complying with current social distancing rules.</p> <p>Chairs 360 Review The Group Chief Executive confirmed this form is completed anonymously by Board members. The Chairs 360 review will be carried out by the Vice Chair and Group Chief Executive with the option of using MS Teams or in the Board room complying with current social distancing rules.</p> <p>Yearly Qualities & Skills Analysis Self-Certification It was noted that every Board member is required to complete a ‘Yearly Qualities & Skills Analysis Self-Certification’ form to ensure that the Associations Board of Management are aware as to the ‘collective’ skills that are available to demonstrate the experience within the Board.</p> <p>Objectivity and Independent Challenge Self-Certification As part of the review process once a member has reached 9 years continuous service, they are required to complete an ‘Objectivity and Independent Challenge Self-Certification’ as per the SHR Governance and Financial Standards.</p> <p>After discussion the Board agreed the reviewed appraisal forms for issue and noted that a copy of this report and the enclosures will be forwarded to Mulholland Associates as part of the ongoing “action plan” to ensure full compliance with the Scottish Housing Regulators self-assurance against their Governance and Financial Standards.</p>	<p>CEO</p>

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20.	<p>Annual General Meeting 2020 – verbal update The Group Chief Executive advised that a date requires to be set for the Annual General Meeting 2020. After discussion it was agreed to hold the AGM on Thursday 10th September 2020.</p> <p>The Board also agreed to use the same format as last year and elect the Chairs of the Sub Committees at the first Board meeting immediately after the AGM.</p> <p>Board approved.</p>	CEO
21.	<p>CHA Rulebook The Group Chief Executive referred members to the previously circulated report which states that the current borrowing powers in the Associations rulebook are as follows:</p> <p>18.1 The Association can borrow money if the total borrowing at any one time is not more than £200 million.</p> <p>After discussion it was agreed to accept the advice provide by Harper Macleod to increase the current borrowing powers to £300 million to provide flexibility and future reassurance to the Association. Rule 18.1 will be amended as follows:</p> <p>18.1 The Association can borrow money as long as the total borrowing at any one time is not more than £300 million.</p> <p>The Board of Management approved the amendment to rule 18.1 as presented.</p>	CEO
23.	<p>Corporate Strategy & Business Plan 2020/21 to 2024/25 The Group Chief Executive advised members that the Corporate Strategy & Business Plan for 2020/21 to 2024/25 was sent to the Scottish Housing Regulator on 29th June 2020 in line with the Associations engagement plan.</p> <p>Board Noted.</p>	
	All staff left the meeting to allow the Board to discuss item 16.	
16.	<p>CEO and Executive Director’s 360° Appraisal (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i> The Chair referred members to the previously circulated report with regards to the Executive Management Team appraisals carried out by Remarkable.</p> <p>The Board noted the content of the report.</p>	

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PRIORITY ORANGE - SECTION 3 - ITEMS TO BE TAKEN, TIME PERMITTING		ACTION
	None	

PRIORITY GREEN - SECTION 4 - ITEMS FOR INFORMATION ONLY		ACTION
24.	Media Marketing & Publications The Board noted the above report.	
25.	Complaints Monitoring Report The Board noted the above report.	

The Meeting closed at 2.50 pm.

	Signature	Date
Approved to Proceed to Chairperson for Sign-Off:		
Approved for Circulation By:		
Proposed By:		
Seconded by:		