



CUNNINGHAME  
HOUSING ASSOCIATION

*More than just a landlord*

# Board of Management Minutes

**Date of Meeting: 28<sup>th</sup> 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 a Special Board of Management Meeting

Held on Tuesday 28<sup>th</sup> 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	Frank Sweeney, Group Chief Executive Steven Good, Executive Director of Housing & Property Services Elaine Nimmo, Minute Secretary Kirsteen Wyllie, Administrative Assistant

PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS		ACTION
1.	<b>Apologies</b> Apologies were received from Margaret Davison, Councillor Miller and Councillor Reid.	
2.	<b>Chairperson's Remarks</b> <ol style="list-style-type: none"> <li>1 The Chair asked all Members to mute their microphones unless they wish to speak and to say their name prior to speaking.</li> <li>2 The Chair asked all Members to ensure that their mobile phones are switched off.</li> <li>3 As there were confidential items on the Agenda the Chair read out the following confidentiality statement:                       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.                       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.                 </li> </ol>	
3.	<b>Declaration of Interest</b> None.	
4.	<b>Requirement of the Writing (Scotland) Act 1995</b> None.	
5.	<b>Scheme of Delegation</b> None.	



# CUNNINGHAME HOUSING ASSOCIATION LTD

Minutes of a Special Board of Management Meeting  
Held on Tuesday 28<sup>th</sup> July 2020 at 2.00 pm via Microsoft Teams



<b>PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN</b>		<b>ACTION</b>
8.	<ul style="list-style-type: none"> <li>• <b>Rule 18.1</b> has been amended to: “The Associations can borrow money as long as the total borrowing at any time is not more than £300 million.”</li> <li>• <b>Rule 36.4</b> The Board of Management agreed to amend the rules to include the ongoing provision to hold virtual Annual General Meetings. The amendment states: “The Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.”</li> </ul> <p>The Group Chief Executive Officer asked if there were questions. No questions were asked.</p> <p><b>The Board accepted the updated draft of the proposed new rules and agreed for them to be presented to share members at the Special General Meeting on 9<sup>th</sup> September 2020, prior to the AGM.</b></p>	CEO
9.	<p><b>Self Assurance Report – Mulholland Consultancy (Verbal Update)</b></p> <p>The Group Chief Executive informed members that Mulholland Consultancy will be attending the Board meeting on Thursday 13<sup>th</sup> August 2020 to present the second Self Assurance report, prior to the Annual Assurance Statement being submitted to the Scottish Housing Regulator.</p> <p><b>The Board noted.</b></p>	
10.	<p><b>Annual General Meeting</b></p> <p>The Group Chief Executive Officer referred members to the previously circulated report. It is proposed that this years’ AGM be held on Wednesday 9<sup>th</sup> September 2020. The Waterside Hotel and the Lauriston Hotel, Ardrossan have both been provisionally booked as potential venues, subject to Scottish Governments guidelines. The other option would be to hold a virtual meeting.</p> <p>The Group Chief Executive Officer informed members that AGM packs will be sent out to all Share Members on 30<sup>th</sup> July 2020.</p> <p><b>The Board of Management agreed the following recommendations:</b></p> <ul style="list-style-type: none"> <li>• The Annual General Meeting will be held on Wednesday 9<sup>th</sup> September 2020 at either the Waterside or Lauriston Hotel or virtually – this will be confirmed (subject to Scottish Government guidance).</li> <li>• The format of the meeting will remain similar to last year.</li> <li>• Rule 39.2 “at least one-third of the Board Members or the nearest whole number thereto, must retire....”. The following Board members will be considered for re-election as per rule 39.2:</li> </ul> <p><b>William Gibson Lesley Keenan Janet Strang</b></p>	

# CUNNINGHAME HOUSING ASSOCIATION LTD

Minutes of a Special Board of Management Meeting  
Held on Tuesday 28<sup>th</sup> July 2020 at 2.00 pm via Microsoft Teams



<b>PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN</b>		<b>ACTION</b>
10.	<p>Liam Loudon</p> <ul style="list-style-type: none"> <li>Rule 42.1 “they can only serve as co-optees on the Board or sub-committee until the next annual general meeting.....” The following member will stand down and seek election as per rule 42.1:</li> </ul> <p><b>Margaret Davison</b></p> <ul style="list-style-type: none"> <li>Immediately after the AGM the elections for the office bearers and Sub Committee Chairs/Vice Chairs will take place.</li> </ul> <p>The Association has written to East Ayrshire Council seeking confirmation of the council representation on the Board of Management. Confirmation was received from North Ayrshire Council in 2018 confirming Councillor Jimmy Miller will remain North Ayrshire Council’s representative until other wise informed.</p> <p>The Group Chief Executive Officer asked if there were any questions. No questions were asked.</p> <p><b>The Board noted and agreed the proposals.</b></p>	
11.	<p><b>Return to Work</b> The Group Chief Executive informed members that staff and the Scottish Housing Regulator have been continuing to receive weekly updates from the Association.</p> <p>Scottish Government guidelines are advising a potential return date to offices being 11<sup>th</sup> August 2020, however this could be subject to change.</p> <p><b>Citrus Energy</b> – return date, 11<sup>th</sup> August (subject to Government Guidelines) <b>CFRC</b> – return date, potentially week beginning 10<sup>th</sup> August <b>Victoria House</b> – no opening date planned as yet. The Association are waiting on North Ayrshire Council coming back with their intentions.</p> <p>Board members asked when it may be possible to attend meetings again in the Board Room. The Group Chief Executive Officer explained it depends on Scottish Government guidance and how the meeting room can be arranged to allow for social distancing measures. The Board will be kept informed of progress.</p> <p><b>The Board noted the content of the report.</b></p>	<b>CEO</b>
12.	<p><b>Special Board of Management Meetings (Verbal Update)</b> The Group Chief Executive informed the Board that the Annual Accounts will be presented at a Special Board meeting for approval prior to the AGM – date will be confirmed and calendar invites will be issued.</p> <p><b>The Board noted.</b></p>	<b>CEO</b>

# CUNNINGHAME HOUSING ASSOCIATION LTD

Minutes of a Special Board of Management Meeting  
Held on Tuesday 28<sup>th</sup> July 2020 at 2.00 pm via Microsoft Teams



<b>PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN</b>		<b>ACTION</b>
<b>13.</b>	<p><b>Awards Summary</b> The Group Chief Executive Officer referred members to the previously circulated report which details many Awards that the Association have been shortlisted for:</p> <p><b>Housing Heroes Awards 2020</b> – Virtual Festival, 10<sup>th</sup> September 2020  <b>Dumfries &amp; Galloway Business Awards</b> – 25<sup>th</sup> September 2020 (TBC)  <b>Scottish Home Awards</b> – 29<sup>th</sup> October 2020  <b>The Investors in People Awards</b> – 24<sup>th</sup> November 2020  <b>UK Housing Awards</b> – 25<sup>th</sup> November 2020</p> <p>The Group Chief Executive will keep the Board informed of any developments surrounding these dates in relation to the current situation.</p> <p><b>The Board noted the content of the report.</b></p>	<b>CEO</b>

<b>PRIORITY ORANGE – SECTION 3 – ITEMS TO BE TAKEN, TIME PERMITTING</b>		<b>ACTION</b>
	None	

<b>PRIORITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY</b>		<b>ACTION</b>
	None	

The Meeting closed at 3.20 pm.

	<b>Signature</b>	<b>Date</b>
<b>Approved to Proceed to Chairperson for Sign-Off:</b>		07/08/2020
<b>Approved for Circulation By:</b>		07/08/2020
<b>Proposed By:</b>		
<b>Seconded by:</b>		