



CUNNINGHAME  
HOUSING ASSOCIATION

*More than just a landlord*

# Board of Management Minutes

**Date of Meeting: 18<sup>th</sup> June 2020**

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

# CUNNINGHAME HOUSING ASSOCIATION LTD

Minutes of Special Board of Management Meeting

Held on Thursday 18<sup>th</sup> June 2020 at 2.00 pm via Microsoft Teams



Present	In Attendance
Janet Strang (Chair) June Fenelon John Nisbet Drew Hall Lesley Keenan Elizabeth Shedden Brian McCabe Liam Loudon Brenda Johnstone John Kelly Margaret Davison	Frank Sweeney, Group Chief Executive Fettes McDonald, Financial Consultant 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 Willie Gibson, Cllr Reid and Cllr Miller.	
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:   <b>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.</b>   <b>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.</b> </li> <li>4 The Chair advised members there is a Skills and Succession meeting directly after the Board meeting therefore John Kelly and Lesley Keenan will need to stay online when the board meeting is finished.</li> <li>5 Advise that items 8 and 9 of the agenda will be taken first by the Financial Consultant to allow him to leave for another meeting.</li> <li>6 Advise that item 11 will be taken after 8 and 9 to allow the Executive Director of Housing &amp; Property Services to leave for another meeting.</li> </ol>	

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<b>PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS</b>		<b>ACTION</b>
3.	<p><b>Declaration of Interest</b> A Board member declared an interest with regard to Item 5 on the agenda. The declaration of interest was noted, and they will take no part in the discussion.</p> <p>A Board member declared an interest regarding Item 6 Model Rules. The declaration of interest was noted, and they will take no part in the discussion with regard to point 27.1 of the rules.</p>	
4.	<p><b>Requirement of the Writing (Scotland) Act 1995</b> None.</p>	
5.	<p><b>Secretary's Report – Share Membership Application</b> The Group Chief Executive presented the previously circulated report.</p> <p><b>Share Membership Application</b> <i>Information which comprises personal data has been withheld because disclosure would breach applicable data protection legislation.</i> The Board of Management approved the share membership application.</p>	

<b>PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN</b>		<b>ACTION</b>
8.	<p><b>Inter Company Loan Facility (Citrus Energy/CFRC) (CONFIDENTIAL)</b> <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p><i>Information which is commercially sensitive has been withheld because disclosure would harm commercial interests.</i></p> <p>The Financial Consultant Group Chief Executive referred members to the previously circulated report.</p> <p>The Board of Management agreed the recommendations as detailed in the report.</p> <p>The Board of Management agreed the recommendation to use an exchange of letters to proceed.</p>	
9.	<p><b>£15m Loan Facility – RBS (CONFIDENTIAL)</b> <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Financial Consultant Group Chief Executive referred members to the previously circulated report.</p> <p><i>Information which is commercially sensitive has been withheld because disclosure would harm commercial interests.</i></p>	

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<b>PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN</b>		<b>ACTION</b>
<b>11.</b>	<p><b>Business Continuity (Disaster Recovery) Policy</b> The Executive Director of Housing &amp; Property Services referred members to the previously circulated policy.</p> <p>The Executive Directors of Housing and Property Services and Finance and Corporate Services are currently working through the detailed procedures in the Business Continuity Plan. Clearly the current coronavirus pandemic will have an impact on our overall plan and despite the problems that this has given us it has proven to be an important “live test” and our Plan will contain details of mitigating actions to minimise the impacts of such a pandemic. Once the plan is complete it will be submitted to the Board of Management for approval. The timeline for completion of the plan will be dictated by the “Return to Work” following the COVID-19 pandemic, approximately 6 weeks.</p> <p>The Board of Management noted the content of the report and approved the Disaster Recovery and Business Continuity Policy.</p> <p style="text-align: center;"><b>Proposed: Brenda Johnstone                      Seconded: John Kelly</b></p>	<b>Ex Dir H&amp;PS</b>
<b>6.</b>	<p><b>SFHA Model Rules / CHA Rule Changes</b> The Group Chief Executive referred members to the previously circulated report. The Board noted there are no significant amendments to the rules and discussed the amendments as highlighted in the document.</p> <p>The Board of Management agreed that rules 18.8 to 18.11 are retained within the CHA Rulebook.</p> <p>The Board of Management agreed that rule 37.5 requiring new members to take an induction is retained.</p> <p>The Board of Management agreed to retain the existing rule 27.1 and rejected the amendment “The Chairperson shall not be entitled to act as a representative for any other Member.”</p> <p>The Board of Management agreed to amend the rules to include the ongoing provision to hold virtual Annual General Meetings.</p>	<p><b>CEO</b></p> <p><b>CEO</b></p> <p><b>CEO</b></p> <p><b>CEO</b></p>
<b>7.</b>	<p><b>Annual General Meeting SFHA Guidance</b> The Group Chief Executive referred members to the previously circulated Practical Governance Advice published by the SFHA. The Association is aiming to hold its Annual General Meeting no later than 30<sup>th</sup> September 2020. The date will be discussed and agreed at the next Board meeting on 2<sup>nd</sup> July 2020.</p>	<b>CEO</b>

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<b>PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN</b>		<b>ACTION</b>
<b>10.</b>	<p><b>Risk Register Review (CONFIDENTIAL)</b>  <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. The Board of Management reviewed the risk register and were given a short presentation on the Clearview System demonstrating how risks are recorded, scores calculated and what controls are in place to mitigate the risk.</p> <p>The Board acknowledged the proposed new risk S76 Failure of COVID-19 glass screens. The Group Chief Executive advised the new screens have been installed into the offices however there are some teething issues with regard to reflections etc which are being rectified.</p> <p>After discussion the Board of Management agreed the reviewed and proposed new risks in the register as presented. The reviewed risk register will be incorporated into the Corporate Strategy &amp; Business Plan prior to being submitted to the Scottish Housing Regulator by 30<sup>th</sup> June 2020.</p>	<b>CEO</b>
<b>12.</b>	<p><b>Business Return to Work</b></p> <p>The Group Chief Executive referred members to the previously circulated report and advised the SFHA have published a Guide to Restarting Services which is available on their website. The Board noted the phased return to work information as detailed in the report.</p> <p>The Group Chief Executive advised the Board that CHA has been identified by The Investors in People Awards 2020 - Employer of the Year as one of the Top 20 Platinum organisations in Britain this year. A supporting statement/bid will be submitted in August 2020 by staff in an attempt to reach no1 spot.</p> <p>Board noted the content of the report.</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 then closed at 3.15 pm.

	<b>Signature</b>	<b>Date</b>
<b>Approved to Proceed to Chairperson for Sign-Off:</b>		
<b>Approved for Circulation By:</b>		

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Proposed By:		
Seconded by:		