

Present	In Attendance
John Kelly (Chair)	Frank Sweeney, Group Chief Executive
Lesley Keenan	Fettes McDonald, FMD Consultants (MS Teams)
Janet Strang	Elaine Nimmo, Minute Secretary
Brenda Johnstone	Kirsteen Wyllie, Administrative Assistant
John Nisbet	
Margaret Davison	
Brian McCabe	
Elizabeth Shedden	
John McLaren	
Councillor Jimmy Miller	

PRIC	RITY RE	D - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
1.	Apolo		
		gies were received from Drew Hall, Councillor McMahon, June Fenelon, Liam on. It was also noted that Willie Gibson is still on leave of absence.	
2.	Chair	person's Remarks	
	1	The Chair asked all Members to ensure that their mobile phones are switched off.	
	2	As there were confidential items on the Agenda the Chair read out the following confidentiality statement:	
	of Co discu	mpliance with the Regulatory Code of Governance and Board Members' Code and all items detailed in this notice as being confidential should not be ssed with any external party either prior to or after said meeting by any ber of the Board of Management.	
	giving	embers should note that when the Group CEO/Executive Directors/Officers are g or presenting their report that there will be no interruptions to allow them to their reports. Questions can be asked after the presentation.	
	3	The Chair advised that items 17 RBS Loan Facilities (CONFIDENTIAL), 18 LIBOR Transition (CONFIDENTIAL) and 19 CHA Management Letter Response (CONFIDENTIAL) – will be presented after item 4 Requirement of the Writing Act 1995 to allow Fettes McDonald of FMD Consultants to leave the meeting.	
	4	The Group CEO advised that a request for Leave of Absence has been received from Liam Loudon.	
		The Board of Management approved a leave of absence for Board member Liam Loudon for the next 2 meetings.	CEO
	5	The Group CEO advised of the passing of former local Councillor and CHA Board member, David Munn, funeral details are: Thursday 14 th October 2021 at 1:30pm, Holmsford Bridge Crematorium, Dreghorn.	



	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
3.	Declaration of Interest Item 8 – CHA staff members. All staff members will leave the meeting when item is discussed.	
4.	Requirement of the Writing (Scotland) Act 1995 None.	
17.	RBS Loan Facilities (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	The Board approved for the loan agreement to be progressed and agreed this is a more financially viable solution and saving the Association money.	FMD
18.	LIBOR Transition (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	1. It was reported that the meeting of the Board of Management of the	
	Association had been duly convened and that a quorum was present.	
	2. The Chair advised the meeting that the Association had been adjusting with Royal Bank of Scotland plc (the "Lender") the terms of an amendment agreement relating to the transition from LIBOR to SONIA as the underlying interest rate basis for the purposes of the existing facility agreement between the Lender and the Association (the "Amendment Agreement").	
	3. The Chair advised that the purpose of the meeting was to consider the terms of the Amendment Agreement and all related documentation and, if thought fit, approve and authorise the execution, delivery and performance of the final agreed version of the Amendment Agreement.	
	4. It was reported to the meeting that in accepting and signing or authenticating the Amendment Agreement in full, the Association would not breach its rules or any existing contractual or statutory obligations and that the Association is fully empowered to enter into the Amendment Agreement and to perform its obligations thereunder.	



PRIOR	ITY RED	- SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
18.	5. It wa	as resolved as follows:-	
	a.	that the Association enter into the Amendment Agreement;	
	b.	that the Association delegate authority to the Group Chief Executive of	
		Cunninghame Housing Association Ltd (the "Authorised Signatories"), to	
		negotiate, finalise, approve and accept the whole terms and conditions of,	
		and the transactions contemplated by, the Amendment Agreement and	
		any other document which they consider necessary or desirable in	
		connection with the Amendment Agreement.	
	C.	that any of the Authorised Signatories be and are hereby authorised to	
		execute or authenticate the Amendment Agreement on behalf of the	
		Association and to execute or authenticate any other document which they	
		consider necessary or desirable in connection with the Amendment	
		Agreement on behalf of the Association.	
	d.	that any of the Authorised Signatories be and are hereby authorised to sign	
		and/or authenticate and/or despatch all documents, certificates and	
		notices to be signed and/or authenticate and/or despatched by the	
		Association under, or any other document which they consider necessary	
		or desirable in connection with, the Amendment Agreement.	
	e.	that the execution or signing or authentication of any of the Amendment	
		Agreement or any other documents referred to in this paragraph 5 may be	
		by electronic means including, without limitation, by DocuSign.	
	CERTIE	ED A TRUE EXTRACT of the Resolutions of the Board of Management of	
		ghame Housing Association Limited, none of which have been rescinded,	
		, varied or amended in any way.	
	TOVORCU	, varied of afficiace in any way.	
		Authentication/Signature	
		Date	
		Name (in block capitals)	
		Designation	
	Amendr	nent Agreement between Santander UK PLC and Cunninghame Housing	
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DDIODITY DED. CECTION 4. CTANIDING ODDED ITEM AND COVEDNANCE ITEMS			ACTION
18.			
10.	7.50	Sociation Emitted	
	1.	It was reported that the meeting of the Board of Management of the	
		Association had been duly convened and that a quorum was present.	
	2.	The Chair advised the meeting that the Association had been adjusting with	
		Santander UK PLC (the "Lender") the terms of an amendment agreement	
		relating to the transition from LIBOR to SONIA as the underlying interest rate	
		basis for the purposes of the facility agreement between the Lender and the	
		Association originally dated 20 January 2000 (the "Amendment Agreement").	
	3.	The Chair advised that the purpose of the meeting was to consider the terms of	
		the Amendment Agreement and all related documentation and, if thought fit,	
		approve and authorise the execution, delivery and performance of the final	
		agreed version of the Amendment Agreement.	
		agrood vorsion of the function of the figure	
	4.	It was reported to the meeting that in accepting and signing or authenticating	
		the Amendment Agreement in full, the Association would not breach its rules or	
		any existing contractual or statutory obligations and that the Association is fully	
		empowered to enter into the Amendment Agreement and to perform its	
		obligations thereunder.	
	5.	It was resolved as follows:-	
		a. that the Association enter into the Amendment Agreement;	
		b. that the Association delegate authority to Group Chief Executive of	
		Cunninghame Housing Association Ltd (the "Authorised Signatories"), to	
		negotiate, finalise, approve and accept the whole terms and conditions	
		of, and the transactions contemplated by, the Amendment Agreement	
		and any other document which they consider necessary or desirable in	
		connection with the Amendment Agreement.	
		c. that any of the Authorised Signatories be and are hereby authorised to	
		,	



PRIOR	ITY RED -	SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
18.		execute or authenticate the Amendment Agreement on behalf of the	
		Association and to execute or authenticate any other document which	
		they consider necessary or desirable in connection with the Amendment	
		Agreement on behalf of the Association.	
	d.	that any of the Authorised Signatories be and are hereby authorised to	
		sign and/or authenticate and/or despatch all documents, certificates	
		and notices to be signed and/or authenticate and/or despatched by the	
		Association under, or any other document which they consider necessary	
		or desirable in connection with, the Amendment Agreement.	
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		be by electronic means including, without limitation, by DocuSign.	
	CERTIFIE	D A TRUE EXTRACT of the Resolutions of the Board of Management of	
	Cunningh	name Housing Association Limited, none of which have been rescinded,	
	revoked,	varied or amended in any way.	
		Authentication/Signature	
		Date	
		Name (in block capitals)	
		Designation	
19.		agement Letter Response (CONFIDENTIAL) ntial Report is commercially sensitive therefore has been withheld because	
	-	e would harm commercial interests.)	
		ncial Consultant referred members to the previously circulated report ovided an update on the CHA Management Letter Response.	
	delegate Director	ecial Board of Management meeting of 26 th August 2021, it was agreed to responsibility to the Group CEO, Financial Consultant and Executive of Finance & Corporate Services to agree a suitable response to the nent Letter.	
		the Management Letter response which was signed off by the Chair prior ssued to French Duncan was provided to members for their information.	



RITY RED - SECTION 1 - STANDING ORDER I The Board noted the content of the report		
Adoption of Minutes and Business Arising	from same	
Meeting	Proposed	Seconded
Board of Management Meeting 19 th August 2021	Brenda Johnstone	John Nisbet
Matters Arising: None.		
Meeting	Proposed	Seconded
Special Board of Management Meeting 26 th August 2021	Brian McCabe	Elizabeth Shedden
Matters Arising: None.		
Meeting	Proposed	Seconded
Board of Management Meeting 8th September 2021	Margaret Davison	Janet Strang
Matters Arising: None.		
Meeting	Proposed	Seconded
Housing & Property Services Sub Committee (Non-Confidential & Confidential) 10 th August 2021	John Nisbet	John Kelly
Matters Arising: None.		
Meeting	Proposed	Seconded
Development Services Sub Committee (Confidential) 12 th August 2021	Janet Strang	Brian McCabe
Matters Arising: None.		
Risk Management Monitoring / Review (CO (Confidential Report is commercially sensi disclosure would harm commercial interest. The Group Chief Executive presented or advised there has recently been 4 addition the 4 additional risks in detail. The Group Chief Executive explained that risks due to the current climate, given to increased costs.	tive therefore has sts.) In screen the updonal risks added. He it was essential to	ated risk register an e proceeded to go ove o have these additiona



	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
7.	Scheme of Delegation None	
8.	Making Our Communities Better Places Fund (North & East Ayrshire) (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	The Group Chief Executive referred members to the previously circulated report for members to consider the funding requests received.	
	The Board of Management discussed the following applications in detail and agreed the following:	
	The Board of Management agreed a 3 Year Sponsorship for Kieran Walker to provide him with some security to progress with his career. The Board acknowledged that he is a role model for other young boys and young people alike within his chosen sport, gymnastics. Members also acknowledged that the previous sponsorships they had awarded had either ended or were coming to an end.	CEO
	Kieran Walker – Approved 3-year Sponsorship of £1,000 per year (£1,000 payable 2021, 2022 and 2023).	
	The Group CEO and 2 Administration staff left the meeting to allow members to discuss the following application, given that a CHA staff member is a parent of one of the children who is part of the football team, Ardrossan Winton Rovers. This has been recorded in the Registering & Declaring Interests Register in accordance with Governance Policy No: CEO028 Entitlements, Payments and Benefits Policy.	050
	After discussion the Board of Management asked CHA staff to return to the room and declared the following:	CEO
	Ardrossan Winton Rovers 2009's - approved award of £1,000.	
9.	Making Our Communities Better Places Fund (Dumfries & Galloway) (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	The Group Chief Executive referred members to the previously circulated report for members to consider the funding request received.	
	The Board of Management discussed the following applications in detail and agreed the following:	
	Annan Petanque Club – Members agreed that they would award £1,000 in principal to the Petanque Club subject to:	



PRIOF	PRIORITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS AC			
9.	 planning permission being received; a tender with actual costs; confirmation of other funding being received. The Group CEO informed members a letter would be issued to the Annan Petanque	CEO		
	Club explaining such.			
	Board members noted and agreed.			
10.	Notifiable Events The Group Chief Executive advised that a notifiable event will be logged with regard to the post of Executive Director of Housing & Property Services. He also confirmed that a meeting took place with the SHR regarding the DLO and they were satisfied with the information provided by the Association.			
	The Board noted.			
11.	Secretary's Report The Secretary reported the following:			
	Correspondence			
	 John Kelly, our chairperson attended St Peter's Children's Centre in Ardrossan on Wednesday 22nd September to present the 'big cheque' to the Centre manager, Josephine Coulter along staff and parents and children of the centre. Josephine was very grateful for the funds granted to them by CHA's Board of Management and advised it has provided essential equipment for young people's development. 			
	 John Kelly, our chairperson attended Ardrossan Community Sports Hub in Ardrossan on Wednesday 22nd September to present the 'big cheque' to the Gym Manager, David Thompson and fellow staff members. The Gym Manager thanked CHA's Board of Management for the donation and advised it will be of great benefit to the running of the Sports Hub. 			
	The Board noted the content of the report.			
12.	Subsidiary Company Report (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)			
	The Group Chief Executive referred members to the previously circulated report.			
	The Board noted the content of the report.			
13.	EVH Report to Board Members			
	The Group CEO informed members that he had had a discussion with 2 office			



PRIOR	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
13.	bearers who are also EVH Board members, they advised that the EVH Constitution is in need of updating and that they felt it was not necessary to have as many meetings as it being held at present.	
	The Group CEO informed members that he would formulate a letter and present to the Board for approval prior to sending to EVH offering some advice on ways the EVH Board can modernise and move with the times.	CEO
	The Board noted and agreed for a letter to be prepared for approval prior to sending to EVH.	
14.	Health & Safety The Group Chief Executive advised that the work of the Health & Safety Manager along with the Deputy Health & Safety Manager continues, presently assessing the business Centres and ensuring they are safe for staff returning on a more permanent basis, post-covid. The Health & Safety Team meetings will recommence once all staff have returned full time to the office.	CEO
	The Board noted.	
15.	Policies for Ratification The Group Chief Executive advised the Board the undernoted policies have been reviewed, with proposed changes highlighted in red.	
	Payment of Expenses to Board Members Policy – CE0033	
	The Group Chief Executive presented the policy for consideration highlighting there were very minor changes marked red and asked if there were any questions. No questions were asked.	
	The Board of Management unanimously agreed the reviewed policy.	
16.	Development Programme Overview (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive advised that no questions had been received from the Board prior to the meeting.	
	The Board noted.	
20.	Financial Regulations (Authorised Signatories) (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive referred members to the previously circulated report and advised in compliance with the Association's Financial Regulations, they are now required to agree who will be authorised to sign cheque payments, grant offers and legal documents.	



PRIORITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS		ACTION
20.		
	Information which comprises personal data has been withheld because disclosure would breach applicable data protection legislation.	
	The Board approved the list of authorised signatories as presented.	

PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN AC				
21.	Annual General Meeting Minutes (DRAFT) The Group Chief Executive referred members to the previously circulated minutes for their information and accuracy from the recent AGM that took place on 8 th September 2021 and advised these will be issued at next year's AGM for adoption. The Board noted.	CEO		
22.	Special General Meeting Minutes (DRAFT) The Group Chief Executive referred members to the previously circulated minutes for their information and accuracy from the recent SGM that took place on 8 th September 2021 and advised these will be issued at next year's AGM for adoption. The Board noted.	CEO		
23.	AGM Feedback Report The Group Chief Executive referred members to the previously circulated report on the feedback received from the recent AGM. He confirmed that good results had been received along with very positive comments. Members were asked if there were any questions. Members referred to the raffle prizes on the day. The Chief Executive advised that it was uncertain how many share members would have turned up on the day, and also contractors hadn't been asked to contribute unlike previous years. Raffle prizes will be revised next year.			
	The Board noted.			
24.	Share Membership Report (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive referred members to the previously circulated report informing them of deletions from the Share membership database under rules 11.1.3.			
	Rule 11.1.3 - For five annual general meetings in a row you have not attended, submitted apologies, exercised a postal vote or appointed a representative to attend and vote on your behalf by proxy.			



PRIOF	RITY RED - SECTION 2 - IMPORTANT ITEMS MUST BE TAKEN	ACTION
24.	Information which comprises personal data has been withheld because disclosure would breach applicable data protection legislation.	
	The Board approved to the deletion of the members from the Share Membership database.	
	The Chief Executive advised members that this now takes the Share membership to 48 members and will have to look at recruiting new share memberships.	
	The Board noted.	
25.	Board of Management Appraisal Process Feedback Report (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive referred members to the previously circulated report detailing the feedback from this year's Board of Management Self-Assessment Collective Appraisal process.	
	The Group Chief Executive advised members the report demonstrates that the Board of Management find the process enjoyable and of benefit to them and the Association.	
	The Board noted.	
26.	Board of Management Workplan and Performance Targets for Session 2021 The Group Chief Executive referred members to the previously circulated report. In accordance with the Scottish Housing Regulator's Governance & Financial Standards, the Board should agree as part of its workplan its targets for the new session August 2021-22.	
	The Chief Executive highlighted that the Association and Board have a vast number of policies to review and that it was good to see Conferences happening again, with some of the Board attending the upcoming Finance Conference in Crieff.	
	The Board and agreed the workplan and performance targets for 2021/22.	
27.	Board of Management "Collective Training and Development Plan" (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive referred members to the previously circulated report which outlined the Board of Management's "Collective Training Workplan." Items that had not been covered again last year due to Covid-19 have been carried forward to this year along with new items that had been identified from the appraisal process. A quarterly update report will be provided to members on progress made.	CEO



	RITY RED - SECTION 2 - IMPORTANT ITEMS MUST BE TAKEN	ACTION
27.	The Board noted and agreed.	
28.	Board of Management "Individual Training Plans 2021/22" (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive informed members that all individual training plans were now prepared and will be issued to each member after the meeting.	CEO
	The Board noted.	
29.	Resident Services/DLO Information Report (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive referred members to the previously circulated report which provided them with the agendas and minutes produced from the recent meetings that had taken place in relation to the DLO.	
	The Board noted the content of the report.	
30.	Staff Resignation (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group Chief Executive informed members that the Association's staff is now back in the office 5 days a week and reported several other Association's return to work programmes. The Group Chief Executive informed members that he has requested the Glasgow & West of Scotland Forum of Housing Association's to carry out a survey across all Glasgow & West of Scotland Housing Association's return to work plan post covid. The Group Chief Executive advised he will assess the results and possibly look at issuing another survey to all CHA staff in a few weeks' time.	CEO
	The Group Chief Executive informed members that the Executive Director of Housing & Property Services has handed in his letter of resignation, giving 6 months' notice, therefore due to finish on 31st March 2021.	
	The Group Chief Executive advised members that the Executive Director of Housing & Property Services job description will be revised and updated prior to advertising. It has become apparent that some areas should be reviewed to make the package more attractive for prospective candidates. A special Skills & Succession Sub Committee meeting was convened today who discussed in detail recruitment issues.	CEO
	The Skills & Succession Sub Committee meeting held today (7th October 2021) presented recommendations to the Board of Management for consideration.	
	After discussion the Board of Management approved the recommendations presented from the Skills & Succession Sub Committee and agreed the	



PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN ACTION		
30.	additional items as follows:	HR
	Recruit a new Executive Director of Housing & Property Services	HR
	Amendment agreed to the Scheme of Delegation giving delegated authority to	
	the Skills & Succession Sub Committee to interview and recruit a new	
	Executive Director of Housing & Property Services.	
	Members suggested that going forward, the Association may also consider	
	recruitment through graduate training programmes. The Group CEO advised that	
	this was something that had came up during the IIP Award process and may be	CEO
	something that will be considered in the future.	
31.	31. Lockerbie Closing Ceremony	
J 1.	The Group CEO informed members of the upcoming closing ceremony due to take	
	place on Friday 15th October 2021 which the Rt Hon David Mundell, MP for	
	Dumfriesshire, Clydesdale and Tweeddale is attending in Lockerbie at the	
	recently completed development. Immediately after the ceremony the official	
	launch to mark the regeneration of Lockerbie Old School will take place. This will allow members to meet with the Lockerbie Old School Committee who have been	
	formed since 2014 and of whom will be eager to meet CHA members and provide	
	an opportunity for networking.	
	The Board noted.	
32.	Dumfries & Galloway Area Committee Report (CONFIDENTIAL)	
	(Confidential Report is commercially sensitive therefore has been withheld	
	because disclosure would harm commercial interests.)	CEO
	The Group Chief Executive advised members that a meeting with John	
	Mulholland will be arranged for next year to begin discussions with a view to setting up a Dumfries & Galloway Area Committee.	
	Setting up a Dannines & danoway Area Committee.	
	The Board noted.	

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

PRIOR	RITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY	
33.	Board of Management Log of Electronic Signatures	
	The Board of Management noted the content of the report.	
34.	Media Marketing & Publications	
	The Board of Management noted the content of the report.	
35.	List of Authorised Car Users	
	The Board of Management noted the content of the report.	

Minutes of Board of Management Meeting Held on Thursday 7th October 2021 at 2.15 pm in the Association's Quayside Offices, Marina Quay, Dock Road, Ardrossan KA22 8DA



The Meeting closed at 4.00 pm.

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