



CUNNINGHAME
HOUSING ASSOCIATION

More than just a landlord

Board of Management Minutes

Date of Meeting: 12th May 2022

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 Board of Management Meeting

Held on Thursday 12th May 2022 at 2.15 pm in the Association's Quayside Offices,
Marina Quay, Dock Road, Ardrossan KA22 8DA



| Present | In Attendance |
|--|---|
| Janet Strang (Chair) John Nisbet Elizabeth Shedden John McLaren Brenda Johnstone June Fenelon Brian McCabe Willie Gibson Margaret Davison Drew Hall | Frank Sweeney, Group Chief Executive Linda Anderson, Executive Director of Development Services Elaine Nimmo, Minute Secretary Kirsteen Wyllie, Minute Secretary |

| PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS | | ACTION |
|---|---|-------------------------------------|
| 1. | <p>Apologies Apologies were received from Lesley Keenan, Councillor McMahon, John Kelly and Liam Loudon.</p> | |
| 2. | <p>Chairperson's Remarks</p> <p>1 The Chair asked all Members to ensure that their mobile phones are switched off.</p> <p>2 As there were confidential items on the Agenda the Chair read out the following confidentiality statement:</p> <p>In compliance with the Regulatory Code of Governance and Board Members' Code of Conduct all items detailed in this notice as being confidential 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>All members should note that when the Group CEO/Executive Directors/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> <p>3 The Chair advised members that Jimmy Miller wasn't re-elected at the recent Council elections and requested that a letter of thanks be issued to Jimmy thanking him for his contribution during the period on the Board.</p> <p>4 The Chair informed members that the Association has received interest to purchase Victoria House and convert to flats. The Group CEO advised members that the Executive Director of Development Services was in the process of getting the building valued and will keep members up to date with any further correspondence.</p> <p>5 The Chair advised that item 19, Additional Office Accommodation Invincible House, Ardrossan and item 17, Inflation Impact on Construction Contracts – Affordable Housing Programme will be taken after item 4, Requirements of the Writing (Scotland) Act 1995.</p> | <p>CEO</p> <p>Ex Dir of Dev/CEO</p> |

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|--|---|---------------|
| 3. | <p>Declaration of Interest Members Janet Strang, Brenda Johnstone and Elizabeth Shedden declared an interest in item 8, Making Our Communities Better Place Fund Cunninghame Flower Club (North & East Ayrshire) and left the meeting when discussion was taking place.</p> <p>All declarations have been recorded in the Registering & Declaring Interests Register in accordance with Governance Policy No: CE0028 Entitlements, Payments and Benefits Policy.</p> | CEO |
| 4. | <p>Requirement of the Writing (Scotland) Act 1995 None</p> | |

| PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN | | ACTION | | | | | | | | | |
|---|--|------------------|----------|----------|--|--------------|------------------|------------------------|--|--|--|
| 19. | <p>Additional Office Accommodation Invincible House, Ardrossan (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i> The Group Chief Executive thanked members for attending the walk round of Invincible Place and referred members to the previously circulated report.</p> <p>The Board of Management considered the 15-year lease for the whole of the office space, ground and first floor and the hub (Bute Place) and after further discussion, agreed to approve a 20-year lease as it demonstrated better value for money.</p> | CEO | | | | | | | | | |
| 17. | <p>Inflation Impact on Construction Contracts – Affordable Housing Programme (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i> The Executive Director of Development Services referred members to the previously circulated report which highlighted the inflation impact on construction contracts and the Affordable Housing Programme.</p> <p>The Board noted the content of the report.</p> <p>*Executive Director of Development Services left the meeting at 3.15pm*</p> | | | | | | | | | | |
| 5. | <p>Adoption of Minutes and Business Arising from same</p> <table border="1"> <thead> <tr> <th>Meeting</th> <th>Proposed</th> <th>Seconded</th> </tr> </thead> <tbody> <tr> <td>Board of Management Meeting 24th March 2022</td> <td>June Fenelon</td> <td>Brenda Johnstone</td> </tr> <tr> <td colspan="3">Matters Arising: None.</td> </tr> </tbody> </table> | Meeting | Proposed | Seconded | Board of Management Meeting 24 th March 2022 | June Fenelon | Brenda Johnstone | Matters Arising: None. | | | |
| Meeting | Proposed | Seconded | | | | | | | | | |
| Board of Management Meeting 24 th March 2022 | June Fenelon | Brenda Johnstone | | | | | | | | | |
| Matters Arising: None. | | | | | | | | | | | |

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|--|---|--|-------------------|
| 5. | Meeting | Proposed | Seconded |
| | Special Board of Management Meeting 31st March 2022 | John Nisbet | Elizabeth Shedden |
| | Matters Arising: None. | | |
| | Meeting | Proposed | Seconded |
| | Corporate Strategy & Business Plan Review Session (CONFIDENTIAL) 28th April 2022 | Drew Hall | Brian McCabe |
| | Matters Arising: None. | | |
| | Meeting | Proposed | Seconded |
| | Skills & Succession Sub Committee 5th May 2022 (CONFIDENTIAL) | These are being carried forward to BOM 30 th June 2022 as there are no members present who were at this meeting who can propose and second. | |
| | Meeting | Proposed | Seconded |
| | Finance & Corporate Services Sub Committee (NON-CONFIDENTIAL) 14th April 2022 | Elizabeth Shedden | Drew Hall |
| Matters Arising: None. | | | |
| Meeting | Proposed | Seconded | |
| Finance & Corporate Services Sub Committee (CONFIDENTIAL) 14th April 2022 | Elizabeth Shedden | Drew Hall | |
| Matters Arising: None. | | | |
| Meeting | Proposed | Seconded | |
| Audit Sub Committee (CONFIDENTIAL) 14th April 2022 | Drew Hall | Elizabeth Shedden | |
| Matters Arising: None. | | | |
| Meeting | Proposed | Seconded | |
| Special Development Services Sub Committee (CONFIDENTIAL) 30th September 2022 | John McLaren | June Fenelon | |
| Matters Arising: None. | | | |
| Meeting | Proposed | Seconded | |
| Development Services Sub Committee (CONFIDENTIAL) 17th March 2022 | Brenda Johnstone | Brian McCabe | |
| Matters Arising: None. | | | |

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| <p>6. Risk Management Monitoring /Review (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Group Chief Executive presented the current risk register to members highlighting the 3 new risks which have been added.</p> <p>Members asked what the Association's position would be with some of the older properties where it would be not possible to meet EESSH2. The Group Chief Executive advised members that there are exemptions in place for older properties and these would come under EESSH1.</p> <p>The Board noted.</p> | <p>CEO</p> |
| <p>7. Scheme of Delegation</p> <p>This is currently being reviewed and once complete, will be issued to the subsequent Board of Management meeting for approval.</p> | <p>CEO</p> |
| <p>8. Making Our Communities Better Places Fund (North & East Ayrshire) (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 for members to consider the funding requests received. It was noted that all 3 members who declared an interest will leave the meeting when the part of the reporting on Cunninghame Flower Club is being discussed.</p> <p>The Board of Management discussed the following applications in detail and agreed the following:</p> <p>Barmill Jolly Beggars Burns Club – approved award of £1,000 The Ayrshire Community Trust – approved award of £500 The Argyle Community Shop – approved award of £1,000 The Tapend Larder, Stevenston – approved award of £1,000 Blair Gymkhana – approved award of £500</p> <p>The 3 Board members left the meeting to allow members to discuss The Cunninghame Flower Club, given the members declarations received. All declarations have been recorded in the Registering & Declaring Interests Register in accordance with Governance Policy No: CEO028 Entitlements, Payments and Benefits Policy.</p> <p>The Cunninghame Flower Club – approved award of £600</p> <p>The Board of Management members returned to the meeting.</p> | <p>CEO CEO CEO CEO CEO</p> <p>CEO</p> |

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|--|----------------------------|
| <p>9. Making Our Communities Better Places Fund (Dumfries & Galloway) (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 for members to consider the funding requests received.</p> <p>The Board of Management discussed the following applications in detail and agreed the following:</p> <p>Mossburn Community Farm – approved award of £1,000 Annan The History Town Group – approved award of £1,000 Lochmaben Tennis Club – approved award of £1,000</p> | <p>CEO CEO CEO</p> |
| <p>10. Notifiable Events (CONFIDENTIAL) None.</p> | |
| <p>11. Secretary's Report The Secretary reported the following:</p> <p>Correspondence</p> <ul style="list-style-type: none"> - An update was received from Kieran Walker's dad, the young gymnast from Dalry. - A letter was received from Emma Harper MSP for the South of Scotland Region thanking the Association for the £1,000 funding that was awarded to the 2022 BigDoG Children's Festival. - A letter was received from Irvine Beat FM thanking the Association for the £1,000 funding they received. - An update was received from Brooke Neely's dad, the young boxer from Ardrossan. <p>The Board noted the content of the report.</p> | |
| <p>12. 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.</p> <p>The Board noted the content of the report.</p> | |
| <p>13. EVH Report to Board Members No information has been received.</p> <p>The Board noted.</p> | |

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| <p>14. Health & Safety</p> <p>The Group Chief Executive informed members that the Health & Safety Group held their first meeting post Covid on Wednesday 11th May 2022. It proved to be a very productive meeting and it was highlighted that 2 further Health & Safety Administrators are being sought for the new DLO at Invincible House and to replace the current Administrator at The Frank Sweeny Centre.</p> <p>The Group CEO advised that the Lone Working Policy was also being presented for approval today as it has been reviewed by the Health & Safety Manager, however, given the recent external audit surrounding lone working and procedures, there may be further changes therefore will be reviewed again and brought to a future meeting for approval if required.</p> <p>The Board noted.</p> | |
| <p>15. Policies for Ratification</p> <p>The Group Chief Executive advised the Board the undernoted policies have been reviewed and the proposed minor changes are highlighted in red. He asked if there were any questions. No questions were asked.</p> <p>Smoke Free Policy – CE0016 The Board of Management advised of a correction to page 8 of the policy - insertion of “only” to the second sentence. Staff noted and will make changes. The Board agreed the reviewed policy subject to the minor amendment. <i>Proposed: Margaret Davison Seconded: Brenda Johnstone</i></p> <p>Employing Members of the United Kingdom’s Reserve Forces Policy – CE0017 <i>Proposed: John McLaren Seconded: Drew Hall</i></p> <p>Data Protection Policy – CE0029 <i>Proposed: Brian McCabe Seconded: Brenda Johnstone</i></p> <p>Prevention of Fraud and Corruption – CE0034 <i>Proposed: June Fenelon Seconded: John McLaren</i></p> <p>Anti-Bribery Policy – CE0039 <i>Proposed: Drew Hall Seconded: Elizabeth Shedden</i></p> <p>Vehicle and Driving Safely at Work Policy – CE0042 <i>Proposed: Elizabeth Shedden Seconded: Margaret Davison</i></p> <p>Lone Working Policy – CE0044 <i>Proposed: Drew Hall Seconded: Elizabeth Shedden</i></p> <p>Financial Regulations – CSF004 <i>Proposed: Margaret Davison Seconded: Drew Hall</i></p> | <p>CEO</p> |

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| 15. | <p>Treasury Management – CSF005 <i>Proposed: Brian McCabe Seconded: Elizabeth Shedden</i></p> <p>Contractors in Liquidation Policy – DCS003 <i>Proposed: June Fenelon Seconded: Brenda Johnstone</i></p> <p>Policy on Construction Design & Management (CDM) Regulations (2015) – DCS014 <i>Proposed: Drew Hall Seconded: Brian McCabe</i></p> <p>Tenant Participation Strategy – CE0004 <i>Proposed: June Fenelon Seconded: Elizabeth Shedden</i></p> | |
| 16. | <p>Development Programme Overview (CONFIDENTIAL) The Group Chief Executive advised that no questions had been received from the Board prior to the meeting,</p> | |

| PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN | | ACTION |
|---|--|---------------|
| 18 | <p>End Year Making Our Communities Better Places Fund Analysis Report The Group CEO referred members to the previously circulated report advising everyone it was a very good report which highlighted the substantial amount of funding the Association has awarded to individuals and groups in the local community. It demonstrates the support the Association has provided over the last year and maintains the Associations ethos of being 'More than Just a Landlord.'</p> <p>The Board noted the content of the report.</p> | |
| 20. | <p>Strategic Objectives and Performance Monitoring Report – 2021/22 (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 advise that overall, the report demonstrates that the Association is continuing to perform exceptionally well, noting 'the value for money' concept has still to be reviewed.</p> <p>Members highlighted the report demonstrates the hard work and commitment of staff with the Group CEO confirming that it is by virtue of both staff and Board members who work well as a team.</p> <p>The Board noted.</p> | |

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|---|--|
| <p>21. Quarterly Performance against Workplan/Targets (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 detailed the Association's quarterly review of progress against its workplan/targets for session 2021/22.</p> <p>The following actions were noted:</p> <ul style="list-style-type: none"> ▪ Meeting scheduled to score legal services tender arranged for 31st May 2022. ▪ External consultant to review the Citrus Energy business plan and CHA's relationship with its subsidiary companies. Further consideration will be provided at the next Board meeting. <p>The Group CEO and members both agreed the Association is performing well and accepted the quarterly progress of the performance targets for 2021/22.</p> <p>The Board noted.</p> | <p>CEO</p> <p>CEO</p> |
| <p>22. Lockerbie Old School Update (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Group CEO referred members to the previously circulated memo which confirmed that CHA had now put in place a Services Agreement with Lockerbie Old School and that the document has now been signed by both parties.</p> <p>The Group CEO also confirmed that the Development Agent Appointment Agreement is currently with Los Board's Solicitors Burness Paul for comment/advice. The Group CEO will keep members updated and report back on the final document when it is received.</p> <p>The Board noted.</p> | |
| <p>23. Annual General Meeting 2022</p> <p>The Group CEO referred members to the previously circulated report providing the proposed arrangements for this year's AGM.</p> <p>The Group CEO informed members that AGM packs will be sent out to all share members on 29th July 2022. A Special Board of Management meeting will be held on Thursday 25th August 2022 to approve the annual accounts for issue to share members 7 days prior to the AGM.</p> <p>The Board of Management agreed the following:</p> <ul style="list-style-type: none"> • The Board of Management agreed that the AGM will be held on Wednesday 7th September 2022 and will be in the Board room • That the format similar to last year be adopted | <p>CEO</p> <p>Ex Dir F&CS</p> <p>CEO</p> |

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| 23. | <ul style="list-style-type: none"> • Rule 39.3 “The Board members who are retiring pursuant to Rule 39.2 should be those who have served the longest on the Board since the date of the last election. If two or more Board Members have served equally long and cannot agree who should retire, they must draw lots”. Board member Willie Gibson volunteered to stand down for re-election as per rule 39.3. The following 4 members must now seek re-election: <ul style="list-style-type: none"> ▪ John Kelly ▪ Brenda Johnstone ▪ June Fenelon ▪ Willie Gibson • Immediately after the AGM the elections for the office bearers and Sub Committee Chairs/Vice Chairs take place. | CEO |
| 24. | <p>EVH Staff Pay Rise (verbal update) The Group Chief Executive informed members that a 4.1% salary increase from 1st April 2022 has been implemented to staff following the recent EVH Ballot.</p> <p>The Board noted.</p> | |
| 25. | <p>Special Board Meeting for ARC Approval (verbal update) The Group Chief Executive advised members that a Special Board meeting will be arranged for Thursday 26th May 2022 to consider and approve the Annual Return on the Charter (ARC) prior to submission to the Scottish Housing Regulator. Calendar invites will be issued to all members.</p> <p>The Board noted.</p> | CEO |
| 26. | <p>Board of Management Appraisals (Timeline) The Group Chief Executive referred members to the previously circulated report detailing the process and timeline for this year's Board Appraisals. It was noted that after the feedback received from members last year, the Collective Self-Assessment will be issued separately for completion, prior to the remaining Appraisal pack being issued in mid-June. This will allow all members to complete the collective self assessment form individually rather than as a group.</p> <p>The Board noted.</p> | CEO |
| 27. | <p>Risk Review Update The Group Chief Executive referred members to the previously circulated report providing members with a timeline for this year's annual risk review that is being undertaken by Paul Hillard from DTP.</p> <p>The Board noted.</p> | |

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| 28. | <p>Scottish Housing Regulator: Strategy and work plans for 2022/23 The Group Chief Executive referred members to the previously circulated report which provided a copy of the SHR's Strategy and Workplan's for 2022/23. Members were asked to note the content of the report.</p> <p>The Board noted.</p> | |

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

| PRIORITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY | | ACTION |
|--|--|---------------|
| 29. | <p>Media Marketing & Publications The Board of Management noted the content of the report.</p> | |
| 30. | <p>Quarterly Policy Review Report The Board of Management noted the content of the report.</p> | |
| 31. | <p>End of Year Share Membership Analysis The Board of Management noted the content of the report.</p> | |

The Meeting closed at 4.10 pm.

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