



CUNNINGHAME
HOUSING ASSOCIATION

More than just a landlord

Board of Management Minutes

Date of Meeting: 25th August 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 Special Board of Management Meeting

Held on Thursday 25th August 2022 at 2:15 pm in the Association's Quayside Offices,
Marina Quay, Dock Road, Ardrossan, KA22 8DA



Present	In Attendance
John Kelly (Chair) Janet Strang Lesley Keenan Elizabeth Shedden Cllr Stephen Canning John Nisbet June Fenelon Brenda Johnstone Willie Gibson Margaret Davison Brian McCabe	Frank Sweeney, Group Chief Executive Fettes McDonald, Finance Consultant Lesley McPhee, Finance Manager Elaine Nimmo, Minute Secretary

PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS		ACTION
1.	<p>Apologies Apologies were received from Allison McColl, Liam Loudon, Drew Hall, Cllr Scott Davison, and John McLaren.</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 Herald Property Awards 2022 – The Group CEO advised that the Association has been shortlisted as finalists at the Herald Property Awards. A table of 10 has been booked for the event on Thursday 29th September 2022 for 5 staff and 5 board members. An email will be issued to ascertain interest in attending this event shortly.</p> <p>4 Dumfries Office visit – The Group CEO advised that some staff and the Chair visited Dumfries yesterday to look at new office space. The costs for the proposed new office were then presented in detail.</p> <p>After discussion it was agreed to approve the proposal to move to Brasswell Office Park, Dumfries. The Board delegated authority to the CEO to liaise with the agent with a view to signing a 5 year lease for the office at Brasswell Office</p>	CEO

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	<p>Park, Dumfries.</p> <p>In terms of future proofing it was also noted that a larger office building will be built within the next 18/24 months on the business park, and that the Association will be given the opportunity to move to this premises if required.</p> <p>5 Cairn Road Update – Councillor Stephen Canning declared an interest and left the meeting whilst the Board discussed the update on the East Ayrshire site. The Group CEO referred members to the previously issued email which provided a detailed update on the Cairn Road, Cumnock site. The Board will be updated further at the Development Sub Committee on 15th September 2022 by the Executive Director of Development. After the discussion Councillor Canning re-joined the meeting.</p>	CEO
3.	<p>Declaration of Interest</p> <p>East Ayrshire Council Representative Member Councillor Stephen Canning declared an interest in the Cairn Road Update and left the meeting prior to the discussion taking place.</p> <p>All declarations will be 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</p> <p>None.</p>	

PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN		ACTION
5.	<p>Annual Accounts to 31st March 2022 (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Financial Consultant referred members to the previously circulated draft annual accounts for the year 31st March 2022 and proceeded to go over same with the Board in detail.</p> <p>The Financial Consultant confirmed that the external auditor's opinion detailed on page 9 of the accounts and advised that no weaknesses were found in the internal financial controls which resulted in material losses, contingencies or uncertainties which require disclosure in the financial statements or in the auditor's report on the financial statements.</p> <p>The Financial Consultant referred members to page 10 of the annual accounts which advised that the external auditor confirmed in their opinion that the financial statements</p> <ul style="list-style-type: none"> • give a true and fair view of the state of the Association's affairs as at 31 	

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<p>5. March 2022 and of its income and expenditure for the year then ended;</p> <ul style="list-style-type: none"> • have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice: and • have been properly prepared in accordance with the Co-operative and Community Benefit Societies Act 2014, Part 6 of the Housing (Scotland) Act 2010 and the Determination of Accounting Requirements 2019. <p>The Financial Consultant advised that the bottom-line figures in the Statement of Comprehensive Income and Statement of Financial Position provided during the audit have not been amended.</p> <p>The Board of Management noted that there are no issues with loan covenant compliance.</p> <p>The Chair asked if there were any questions regarding the annual accounts presented. It was noted that two members of the Board of Management were not on the list on page 1 of the annual accounts – John McLaren and Margaret Davison were omitted. Staff confirmed that this will be corrected prior to issue.</p> <p>The Board of Management approved the annual financial statements for the year to 31st March 2022. Councillor Stephen Canning advised he had no objections to the approval however was unable to approve given he has just joined the Board recently.</p> <p style="text-align: center;">Proposed: Margaret Davison Seconded: Brenda Johnstone</p> <p>Audit Summary Report (Management Letter) and Report to the Board The Financial Consultant presented the Audit Summary Report in the absence of the external auditor who could not attend the Board meeting. He referred members to the previously circulated report and noted the spelling mistake on page 1 Cunninghame will be corrected. The Board of Management noted that there were no significant issues arising from the audit and that there were no material control weaknesses identified.</p> <p>The Board of Management noted the content of the Audit Summary Report (Management Letter) as presented.</p> <p>Management Letter Response The Financial Consultant referred members to the previously circulated Management Letter Response for consideration and approval.</p> <p>The Board of Management approved the response to the Audit Summary Report (Management Letter) as presented.</p> <p style="text-align: center;">Proposed: Janet Strang Seconded: John Nisbet</p> <p>Letter of Representation The Financial Consultant referred members to the previously circulated draft 'Letter</p>	<p></p> <p style="text-align: center;">FMD</p> <p style="text-align: center;">C&T</p>

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5.	<p>of Representation’.</p> <p>The Board approved the Letter of Representation as presented.</p> <p style="text-align: center;">Proposed: Brian McCabe Seconded: Elizabeth Shedden</p> <p>The Board of Management agreed to the use of their electronic signatures being used on the final version of the accounts.</p>	
6.	<p>Yearly closed-door Session with External Financial Auditor</p> <p>The CEO referred members to the previously circulated report and advised that the annual closed-door session with the external auditor Chiene & Tait will be carried out at the first meeting after the AGM on 7th September 2022.</p> <p>The Board of Management noted and agreed.</p>	
7.	<p>Annual Internal Audit Plan 2021/22 (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 and confirmed that the Annual Internal Audit Plan for 2021/21 has been completed.</p> <p>The Board of Management discussed and noted all recommendations made within the audit plan will be implemented in the coming year.</p> <p>The Board of Management agreed the year end sign off (as detailed in the Scheme of Delegation Ref/ No:33) of the Internal Audit Action Plan 2021/22.</p>	
8.	<p>Re-appointment of Chiene & Tait as External Financial Auditor (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 page 8 of the accounts and sought agreement of the resolution to re-appoint the auditors, Chiene & Tait which will be proposed to the shareholders at the Annual General Meeting on 7th September 2022.</p> <p>The Board of Management unanimously agreed.</p>	

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

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PRIORITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY		ACTION
9.	Chiene & Tait – Charity Technical Update & Registered Social Landlord Technical Update The Board of Management noted the content of the report.	

The Meeting then closed at 3.10 pm.

	Signature	Date
Approved to Proceed to Chairperson for Sign-Off:		01/09/2022
Approved for Circulation By:		02/09/2022
Proposed By:		
Seconded by:		