

Board of Management Minutes

Date of Meeting: 6th October 2022

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





Present	In Attendance
Lesley Keenan (Chair)	Frank Sweeney, Group Chief Executive
John Kelly	Fettes McDonald, FMD
Janet Strang	Allison McColl, Exec Director of Finance & Corporate Services
John Nisbet	Linda Anderson, Exec Director of Development
Elizabeth Shedden	Elaine Nimmo, Minute Secretary
John McLaren	Kirsteen Wyllie, Minute Secretary
June Fenelon	
Brian McCabe	
Liam Loudon	
Brenda Johnstone	
Drew Hall	
Cllr Stephen Canning (East Ayrshire)	

PRIC	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
1.	Apologies Apologies were received from Cllr Scott Davidson (North Ayrshire), Margaret Davison and Willie Gibson.	
2.	Chairperson's Remarks	
	 The Chair welcomed everyone to her first meeting as Chairperson. The Chair asked all Members to ensure that their mobile phones are switched off. 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 should not be discussed with any external party either prior to or after said meeting by any Member of the Board of Management.	
	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.	
	4 a) The Chair advised that Item 10, Board of Management - Code of Conduct – Complaint will be taken first, and member relating to will not be in attendance.	
	b) The Chair advised Item 17, Long Term Projections – Rent Cap for Rents 2022/23 will then be taken immediately after Item 10 to allow Fettes McDonald to join the meeting.	
	5 The Chair advised that item 16, Development Programme Overview, the CEO will provide an update on Cairn Road, Cumnock, at which point Councillor Canning will leave the meeting.	



PRIC	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
	6 The Chair advised that the Board meeting on 24 th November requires to be moved due to members attending an awards event. The proposed new date will be Wednesday 23 rd November 2022. Calendar invites will be issued in due course.	CEO
10.	Notifiable Events (CONFIDENTIAL) Board of Management Code of Conduct – Complaint (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	Information which comprises personal data has been withheld because disclosure would breach applicable data protection legislation.	
	The Group Chief Executive referred members to the previously circulated report and gave a brief update. He advised that Scottish Housing Regulator will be advised of the notifiable event and the SHR portal updated with the information.	
	Janet Strang, Elizabeth Shedden and Brenda Johnstone stated that they had discussed the first complaint letter therefore would like to declare an interest and left the meeting.	
	The Chair advised that all declarations will be recorded in the Registering & Declaring Interests Register in accordance with Governance Policy No: CEO028 Entitlements, Payments and Benefits Policy.	
	After discussion the Board of Management:	
	 noted the content of the report and enclosures and authorised the Chairperson to sign the response letter for issue. 	CEO
	Thereafter the Chairperson signed the response letter for issue by staff.	
	The Chairperson confirmed that the information will be removed from members iPads after the board meeting given the confidential nature.	
	Members joined the meeting with Fettes McDonald at 2.30pm	
17.	Long Term Projections – Rent Cap for Rents (2023/2024) (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	The Financial Consultant referred members to the previously circulated report and gave a presentation to the Board on the Association's long-term projections on Rent Cap for Rents 2023/24.	
	The Financial Consultant highlighted the Association's current operating climate, high inflation and rising repair costs, the vast changes that have happened in a short	



PRIC	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
17.	space of time since May 2022. He discussed the new assumptions based on inflation and accelerated loan interest rates increasing and finally the impact on the changes and the main considerations and questions the Association must have.	
	The Financial Consultant proceeded to present the Association's potential long-term projections to year 30 (2052) based on all of the assumptions and current climate including the proposed rent freeze.	
	The Executive Director of Finance & Corporate Services informed members that this year's annual budget will begin next week which is earlier than usual given the current climate.	Ex Dir F&CS
	Members discussed this year's rent consultation which is due to begin in November and the Group CEO commented that a proposed 5% rent cap would probably be adopted by the Association for 2023/24 (if the rent cap was left to the Board to decide). There was no formal agreement however members did not express any concern at this level given that inflation is at 10%.	
	Members noted.	
	June Fenelon, Allison McColl, Linda Anderson and Fettes McDonald left the meeting at 3pm	
3.	Declaration of Interest Item 10 – Board of Management Code of Conduct – Complaint (CONFIDENTIAL) Janet Strang, Elizabeth Shedden and Brenda Johnstone declared an interest with regard to this item and left the meeting.	
	Item 16 – Development Programme Overview (CONFIDENTIAL) Councillor Stephen Canning declared an interest with regard to this item and left the meeting.	
	All declarations have been recorded in the Registering & Declaring Interests Register in accordance with Governance Policy No: CEO028 Entitlements, Payments and Benefits Policy.	CEO
16.	Development Programme Overview (CONFIDENTIAL) *Councillor Canning left the meeting* (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	
	The Group Chief Executive provided an update on the Cairn Road, Cumnock site.	
	The Board noted.	
	Councillor Canning re-joined the meeting	



RIORITY RED - SECTION 1 - STANDING ORDER	RITEM AND GOVER	RNANCE ITEMS	ACTION
The Group Chief Executive informed in Requirement of Writing (Scotland) Act 199 Seal and Non-Sealed documents that had since the last Board meeting.	nembers that in 95 a report had be	een provided listing the	
The Board noted.			
Adoption of Minutes and Business Arising f	rom same		
Meeting	Proposed	Seconded	
Board of Management Meeting (CONFIDENTIAL) 18 th August 2022	Janet Strang	Elizabeth Shedden	
Meeting	Proposed	Seconded	
Special Board of Management Meeting (CONFIDENTIAL) 25 th August 2022	Brenda Johnstone	John Nisbet	
Marking	Downson	Occupated	
Meeting Board of Management Meeting (CONFIDENTIAL) 7th September 2022	Proposed Drew Hall	Seconded Brian McCabe	
Meeting Audit Sub Committee (CONFIDENTIAL) 22nd September 2022	Proposed Elizabeth Shedden	Seconded John Kelly	
Meeting	Proposed	Seconded	
Finance & Corporate Services Sub Committee 22nd September 2022 (CONFIDENTIAL)	Elizabeth Shedden	John Kelly	
	Downson	Occupated	
Development Services Sub Committee 15th September 2022 (CONFIDENTIAL)	Proposed Brenda Johnstone	Seconded Brian McCabe	
Scheme of Delegation - Audit Sub Committe (Confidential Report is commercially sensite disclosure would harm commercial interes The Group Chief Executive referred member provided an update from the Internal Audit	tive therefore has ts.) ers to the previous	been withheld because	



PRIC	PRITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
21.	The CEO highlighted that the Internal Audit Sub Committee noted that going forward the Scottish Housing Regulator would be looking for a full review/self-assessment on compliance with the SHR Standards once in every 3 years with the other 2-year	
	reviews adopting a 'light touch' approach. The CEO confirmed the 2022 compliance self assessment was a 'light touch' report.	
	The Board noted the content of the report.	
6.	Risk Management Monitoring/Review (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 pilot reporting template which provided a yearly risk report from Sub Committees for 2022 as well as policies with the pilot layout as listed below for review and acceptance.	
	The Group CEO presented the pilot report explaining each area in detail. The Group CEO also highlighted that it is intended that the Risk Management Policy and the Risk Management Framework are amalgamated into the one document and presented to the Board of Management meeting in February 2023.	CEO
	The Group CEO advised that each Sub Committee will be asked to decide their risk appetite and it was noted that the CHA strategic risk appetite remains as "open".	EMT
	The Group CEO continued to go through the new reporting template and drew particular attention to the ESG section that has been added, highlighting that it is common practice in England however, only 5 Social Landlords in Scotland use this at present. The Group CEO advised that an ESG report will be added to the annual governance report going forward.	CEO
	After review of the template board report the Board of Management agree the layout to be rolled out as a "pilot".	CEO
	The Board of Management approved the following reviewed policies:	
	Risk Management Policy – CE0031 Risk Management Implementation Policy – CE00031A	
	Proposed: Janet Strang Seconded: Liam Loudon	
7.	Scheme of Delegation The Group Chief Executive referred members to the previously circulated memo which informed members of all Scheme of Delegation reviews that have taken place to date.	
	Both the Development Sub Committee and Finance & Corporate Services Sub Committee have reviewed their sections of the Delegated Authority Document 3 (CEO0021B). The Housing & Property Services Sub Committee are due to review their	



PRIC	DRITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
7.	section at their next meeting on 3 rd November 2022. Thereafter, all amendments will be incorporated into the Scheme of Delegation Document 2 (CE00021) and will be presented at the next Board of Management meeting on 23 rd November for ratification.	Ex Dir HPS CEO
	The Audit Sub Committee agreed at their meeting of 22 nd September that they will review their section of the Scheme of Delegation (CE00021B) at their next meeting on 8 th December. Thereafter any amendments will be incorporated into the Board of Management, Scheme of Delegation Document 2 (CE00021) for ratification at the next Board of management meeting.	Ex Dir F&CS CEO
	The Board noted the content of the report.	
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 agreed to release the 2^{nd} year of sponsorship of £1,000 to Kieran Walker following a 3-year sponsorship that was approved at the meeting of 7^{th} October 2021.	CEO
	The Board of Management discussed the following applications in detail and agreed the following:	
	Tass Thistle 2015's – approved £400 Mauchline Community Council - £1,000 Saltcoats Community Action Group – approved £1,000 Mauchline Holy Fair – approved £1,000. Payment to be deferred to financial year 2023/24. Caledonian Piping Club – Refused. Group will be advised to submit another application next year.	CEO
	Given the decisions made as above, the fund for 2022/23 for North and East Ayrshire is now exhausted therefore the Chair requested that the CHA website is updated to advise that the fund for this area is now closed and will reopen in financial year 2023/24.	ММО
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 requests received.	



PRIC	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
9.	The Board of Management discussed the following applications in detail and agreed the following:	
	Nithsdale Wanderers Football Club - £1,000 subject to further information being provided. Annan Town Band – Refused. Locharbriggs Community Centre – Refused.	CEO
	Glasgow and Southwestern Railway Association – Refused.	
	At the meeting of 18^{th} August 2022, members approved £1,000 to Lochar Thistle Football Club and Dumfries Y Gymnastics Club following further information being provided. Members were satisfied with the information received and therefore agreed that £1,000 each be released to both groups.	CEO
	The Group Chief Executive commented that recently there have been several football clubs from all areas that have applied and been approved for funding and suggested that it would be prudent to compile a list of them and assess how much in total has been awarded to such.	CEO
11.	Secretary's Report The Secretary reported the following:	
	The Secretary reported the following:	
	- An update was received from Kieran Walker, the gymnast from Dalry.	
	The Board noted.	
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 reports.	
20.	CHA Letter of Support to Citrus Energy (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. As a recommendation from the Group's auditors the enclosed letter was agreed by the Board of Management for inclusion as an appendix to the annual accounts for Citrus Energy.	CEO
	The Board of Management approved the signing of the letter by the Chair and issue to Citrus Energy.	



PRIC	RITY RED - SECTION 1 - STANDING ORDER ITEM AND GOVERNANCE ITEMS	ACTION
13.	EVH Report to Board Members The Chair informed members that this month's newsletter had just been received and will be emailed out. Members advised that the recent EVH Conference went well, however the only complaints were that the venue was rather small and the evening entertainment was cancelled. The Board noted.	CEO
14.	Health & Safety The Group Chief Executive advised members that the Health & Safety Group minutes have been provided from the meeting of Wednesday 10 th August 2022 for information. He indicated that they continue to carry out a lot of work and do an exceptional job. The Board noted.	
15.	Policies for Ratification The Group Chief Executive advised the Board the presented new policy document was accepted by the Finance & Corporate Services Sub Committee on Thursday 22nd September 2022 and is now recommended to the Board of Management for ratification. Data Retention Policy – CE0041 Members highlighted that the 'Record Retention Schedule' on page 9 of the policy was missing. The Group CEO advised that this would be issued to all members for information. The Board of Management approved the Data Retention Policy – CE0041.	CEO

PRI	ORITY RED - SECTION 2 - IMPORTANT ITEMS MUST BE TAKEN	ACTION
18.	Annual Rent Setting Consultation The Group Chief Executive referred members to the previously circulated report and advised that most of it had been covered under item 17 with Fettes McDonald. The Group CEO referred members to page 8, point 8.6 which provided proposals for future rent consultations and advised that the Executive Director of Housing & Property Services will provide a further update at the next Housing & Property Services Sub Committee meeting. The Board noted the content of the report.	Ex Dir H&PS
19.	Direct Works – Inflationary Effects on Construction Materials (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)	



PRIC	RITY RED - SECTION 2 - IMPORTANT ITEMS MUST BE TAKEN	ACTION
19.	The Group CEO referred members to the previously circulated reports which provided members with information on the impact of rising inflation on the Direct Works service.	
	The Group CEO highlighted specific examples to members where prices have increased significantly, instances where there has been no notification, for example, wall boarding. There was an initial increase of 35%, however after staff seeking alternatives, managed to source it with a 22.5% increase. This is happening across the board, and it is becoming more time consuming for staff having to try and source more cost-effective alternatives.	
	The Group CEO informed members that Direct Works continues to be monitored closely.	
	The Board noted the content of the report.	
22.	Financial Regulations (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. Information which comprises personal data has been withheld because disclosure would breach applicable data protection legislation. Board of Management noted the increased authorisation limits as detailed in the Financial Regulations which were approved on 22nd September 2022 by the Finance & Corporate Services Sub Committee. The Board of Management agreed the authorised signatories as presented in the Financial Regulations.	
23.	Formal Ratification of Deletions from Share Membership (CONFIDENTIAL) (Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.) The Group CEO 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 on your behalf by proxy.	
	Information which comprises personal data has been withheld because disclosure would breach applicable data protection legislation.	



PRIC	RITY RED - SECTION 2 - IMPORTANT ITEMS MUST BE TAKEN	ACTION
23.	The Board approved the deletion of the members presented from the Share Membership database.	
	The Group Chief Executive advised members that this now takes the Share membership to 45 members and prompted discussion surrounding publicising the first 2 new members from Dumfries & Galloway, with a view to a recruitment drive for £1 share members in the region accepting that non-CHA tenants may also apply.	CEO
	Further discussion took place with members highlighting ways in which tenants based in Dumfries could feel more involved with the Association. Suggestions such as putting an advert in the next tenant newsletter about becoming a Share member and also discussion around potentially increasing the vacancies on the Board of Management from 15 to 16 members.	
	Members highlighted that it is important the Association are forwarding thinking given the number of houses we are building and continuing to build in the coming years in Dumfries & Galloway.	
	The Board noted the content of the report.	
24.	Board of Management Performance Workplan and Targets for 2022/23 The Group Chief Executive referred members to the previously circulated report. In accordance with the Scottish Housing Regulator & Financial Standards, the Board agree as part of its workplan it targets for the new session 2022-23.	
	The Group Chief Executive highlighted that the meeting attendance target for the Board of Management for the coming year 2022-23 has been increased. It was also noted that the Development Sub Committee did not meet their target.	
	Members commented that overall, there was a high level of attendance and it is important to recognise that members are giving up their own voluntary time to work with the Association.	
	The Board agreed the workplan and performance targets for 2022/23.	CEO
25.	Board of Management "Collective & Individual" Training and Development Plans (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 & Individual" Training and Development Plans.	
	The Group CEO advised members that the report detailed areas which have been identified for members' training and that HR were currently working on training plans	HR



PRIORITY RED - SECTION 2 - IMPORTANT ITEMS MUST BE TAKEN		ACTION	
	to be issued. Members commented that they would all prove to be very interesting areas to cover and are looking forward to it.	CEO	
	The Board noted and agreed the collective training plan for inclusion to the Board of Managements yearly workplan and targets for 2022/23.		

PRIOR	TY ORANGE - SECTION 3 - ITEMS TO BE TAKEN, TIME PERMITTING	ACTION
26.	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 which provided feedback on the Board of Management Appraisal Process.	
	The Group CEO highlighted some of the feedback given and advised that some members had indicated that they would like to see the appraisal forms going online to be completed. The Group CEO advised that this option will be considered with a view to implementing going forward if viable.	CEO/ Ex Dir F&CS
27.	Entitlements, Payments and Benefits Policy CEO028 – Hospitality Costs (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 an update of hospitality event costs. The Group CEO provided a presentation detailing some of the upcoming events along with the costs involved and informed members that given that the Association has a number of events and ceremonies coming up a list has been compiled and a full report of costs along with attendance costs will be provided at the February 2023 meeting.	CEO
	The Board noted.	
****	Suspension of Standing Orders At this junction the Chair requested a time extension to the Board meeting in accordance with the Association's Standing Orders.	****
	AOCB Members referred to the first meeting after the Annual General Meeting when the Office Bearers are elected. Reference was made to the CHA Rulebook and asked if it included any guidance surrounding the election of the Chair and if not, would it be advisable to have something in place. Some members expressed they felt it would be good practice to have a system where all members know before the meeting if people wish to stand for election as an office bearer.	

Minutes of Board of Management Meeting Held on Thursday 6th October 2022 at 2.15 pm in the Association's Quayside Offices, Marina Quay, Dock Road, Ardrossan KA22 8DA



PRIORITY ORANGE - SECTION 3 - ITEMS TO BE TAKEN, TIME PERMITTING **ACTION** The Group CEO advised members that the rulebook is very clear in that it is at the first meeting after the AGM where the nominations for office bearers take place. "Rule 59.5 At its first meeting after registration of the Association, the Board will elect the Chairperson of the Association, the Secretary and any other Office Bearers the Board considers necessary. Thereafter a Chairperson and other Office Bearers will be appointed on an annual basis at the next scheduled Board Meeting held after each annual general meeting." Board members advised that they think it would be good governance if prior to the first meeting after the AGM, the Chairperson had indicated if he/she wanted/or didn't want to stand for re-election of the position of chair. A discussion took place with regard to the timings and in the event of more nominations being received than vacancies which would then result in a ballot being carried out for a place on the board. Board members noted if no ballot is required then there would be sufficient time to change the process to elect Office Bearers at the meeting immediately after the AGM. After discussion the Chair requested a vote on a proposed new process for election of office bearers provided there is no requirement for a ballot if too many nominations are received for vacant Board of Management member positions. Option 1 Proposed New Process All office bearers will receive a notification to complete, so they can advise of their intention prior to the first meeting after the AGM if they wish to be re-elected as an office bearer. All other Board of Management members wishing to stand for election as an office bearer should also complete a notification prior to the first meeting after the AGM. **Option 2 Existing Process** Office bearers are elected at the first meeting after the AGM - no requirement for members to advise prior to this meeting. The Chair asked members to vote on their preferred option as detailed. 5 members voted for the proposed new process - Option 1. 4 members agreed to leave the process as status quo – Option 2. The Chair informed members given the majority vote, documentation will be **CEO** amended to reflect the new process. A copy of the new process will be issued at

PRIORITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY		
28.	Annual General Meeting Minutes (DRAFT)	

the next Board of Management meeting for information thereafter will be issued

for the next Annual General Meeting in 2023.

Minutes of Board of Management Meeting Held on Thursday 6th October 2022 at 2.15 pm in the Association's Quayside Offices, Marina Quay, Dock Road, Ardrossan KA22 8DA



PRIORITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY		
29.	AGM Feedback Report	
30.	Board of Management Log of Electronic Signatures	
31.	Media & Marketing & Publications	
32.	List of Authorised Car Users	

The Meeting closed at 4:25pm

	Signature	Date
Approved to Proceed to Chairperson for Sign-Off:		
onamperson for o.g., om		
Approved for Circulation By:		
Proposed By:		
Seconded by:		