

**MINUTE OF THE BOARD MEETING (DRAFT)**

**31 January 2018**

**Present: N Hicks (Chair); R Hutton (Vice-Chair)**

**S Brydon; A Clark; D McEwan;**

**K McLeod; F Roslewski; T Symes; C Tait; M Trant**

**G Russell, Secretary**

**In attendance: C Hughes, A Hay, K Miller**

**Apologies: T Kelly**

**ACTION**

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| **1** | **Apologies for Absence**  Apologies were received from T Kelly.  G Russell advised members that D Hanley had intimated his decision to resign from the Boards of both Manor Estates and MEAL. | | |  |
| **2** | **Declarations of Interest**  N Hicks – Board member and treasurer of The Action Group, and member of SHAPS Pensions Employers Committee  R Hutton – Employee of Port of Leith Housing Association. Through work, also has relationship with Lothian Gas, Mitie and Greenfingers.  S Brydon – Employee of Home in Scotland, who also employ Novus as reactive maintenance contractor  D McEwan and C Tait – tenants of Manor Estates Housing Association | | |  |
| **3** | **Risk Management Issues / Health & Safety Issues**  None. | | |  |
| **4** | **Minutes of the Board meeting held on 29 November 2017**  The minutes of the meeting held on were approved as a true record. | | |  |
| **5** | **Matters Arising**  Noted that the reminder email regarding the SHARE training had not yet been circulated and it was agreed that this would be re-issued. | | | **GR** |
| **6** | **Board Actions**  Members noted the report of actions as had been circulated previously. | | |  |
| **7** | **Minutes of Sub Committee or Subsidiary Meetings** | | |  |
|  | **7(i)** | | **Minutes of Audit Committee 18 January 2018**  Members noted that the meeting was chaired by M Trant, and that this should be recorded on the minute. It was further agreed that agenda items would be recorded in the order they were discussed and it should be made clearer the point at which Standing Orders were suspended.  Under Agenda Item 11 of the minute it was noted that SHQS should be included as well as EESSH.  Subject to these changes, members of the Audit Committee approved the minute as a true record. | **KM**  **KM** |
| **8** | **Matters for Approval / Decision** | | |  |
|  | **8(i)** | **Revised Corporate Plan 2018/19 Update**  G Russell introduced the report that had been circulated previously.  It was agreed that sections 3.6 (Regulatory Standards) and 5 (GDPR and FOI) should include reference to the SHR review of the Regulatory Framework.  Members agreed that 3 years was an appropriate timescale for the Corporate Plan.  It was noted that a number of designations of Board members on page 27 of the plan required to be updated, specifically: T Kelly is a member of the Board, A Clark and T Symes are co-opted.  It was also agreed that the Chairperson of the Audit Committee would be referred to as Chair.  The updated Corporate Plan was then approved, subject to amendments noted above. | | **GR**  **GR**  **GR**  **GR** |
|  | **8(ii)** | **Revised Board Report Schedule**  G Russell introduced the report that had been circulated previously, together with a draft schedule of reports for the coming year, noting that a number of these are time-critical.  Members noted that following the dissolution of the Staff and Policy Sub Committee the approach to managing policy reviews will be subject to review. Members asked that staff consider further rationalisation of which policies require Board involvement.  Members also asked that policies should be as concise as possible and that further consideration be given as to how policies are developed.  It was noted that the reference to Approved Contractors in the schedule will be amended to reflect what was agreed at the Audit Committee in this regard.  G Russell agreed to revise the schedule taking account of members’ comments and present it to the February meeting. | | **SMT**  **SMT**  **GR**  **GR** |
|  | **8(iii)** | **Revision of Standing Orders**  G Russell introduced the report that was circulated previously.  Following discussion, members agreed that Standing Orders do not have to specify who undertakes the role of Secretary, however it was noted that G Russell should be recorded as Secretary in the minutes of meetings.  The revised Standing Orders were approved. | | **CH** |
|  | **8(iv)** | **Policies for Approval**  A Hay introduced the report that had been circulated previously, noting that the policies presented had been amended following consideration by the Staff and Policy Sub Committee at its last meeting.  A Hay clarified that the Code of Conduct had also been discussed at that meeting but requires consultation with service users which will be carried out during the summer.  Members noted that A Ilesley was still recorded as author of the Technical policies and asked that this be amended. Staff confirmed that details on the Property Factors Register have been amended and A Hay has been approved as the Association’s representative.  Members asked that the number of properties referred to in the Owners Services Policy be recorded consistently throughout.  Subject to the minor amendments noted, the following policies were approved:     * Estate Management * Alterations and Improvements * Compensation for Improvements * Owners Services | | **AH**  **AH** |
|  | **8(v)** | **25 Year Business Plan**  K Miller introduced report that had been circulated previously and noted that this had been considered in detail by the Audit Committee.  K Miller talked members through a number of possible scenarios and considered the impact each would have on covenants (interest cover, debt service test) in the next 10 years. She highlighted that this demonstrates to lenders that Association can meet future commitments, but has also considered potential impact of a range of options.  Members noted that the Association will be seeking to renegotiate future financing arrangements in respect of loans.  K Miller confirmed that the 25 year plan is to be submitted to Santander, subject to Board approval.  It was noted that there is no specific reference to affordability in the 25 year plan, however members were aware that this is referenced in the paper on the proposed rent and service charge increase and the Corporate Plan.  Following discussion, members approved the 25 year plan. | |  |
|  | **8(vi)** | **Rent and Service Charge Increase**  K Miller introduced report that had been circulated previously, highlighting in particular the work that had been done in respect of the issue of affordability of rents.  C Hughes confirmed that there has been considerable consultation with tenants in retirement housing regarding the changes to the service and she did not anticipate any negative reaction to the proposed reduction in the service charge.  Following discussion, members approved the proposed changes to rents, service and other charges. | |  |
|  | **8(vii)** | **In-Year Loan Portfolio**  K Miller introduced report that had been circulated previously. Members approved submission of the report to the Scottish Housing Regulator. | | **KM** |
|  | **8(viii)** | **Financial Regulations**  K Miller introduced the report that had been circulated previously, drawing particular attention to the changes that were considered by the Audit Committee.  Members approved the revised Financial Regulations. | |  |
| **9** | **Matters for Information** | | |  |
|  | **9(i)** | **Finance Update**  Noted. | |  |
|  | **9(ii)** | **Staffing Report**  Noted. | |  |
|  | **9(iii)** | **Key Performance Indicators**  Noted. | |  |
|  | **9(iv)** | **Complaints Report**  Noted. | |  |
|  | **9(v)** | **Edinburgh RSL Shared Services Agreement – Update**  G Russell introduced report that was circulated previously and confirmed that a further meeting had been held on 30 January 2018. He noted that this has taken much longer than initially anticipated and there is to be a further meeting soon to assess whether there is still potential for this to work successfully.  Members noted the report. | |  |
| **10** | **Any Other Competent Business**   1. **Board Seminar**   G Russell sought members’ views on potential seminars and it was agreed that Saturday mornings were the favoured option, unless meeting agendas can be condensed and enable consideration of broader strategic issues following on from the Board meeting. G Russell agreed to confirm at the February meeting.   1. **Scottish Housing Regulator – Review of Regulatory Framework**   G Russell advised members that the SHR’s consultation paper on their review of the Regulatory Framework is available on BoardBookit. A draft response to the consultation will be presented to the Board in February.   1. **Lobbying Act**   G Russell advised members that the SFHA had recently published guidance on the implications for RSLs of the Lobbying (Scotland) Act 2016. The relevant publication will be posted on BoardBookit. He advised members that this is new Act unlikely to significantly affect the Association, however members and staff need to be mindful that if attending any event where Ministers, MSP’s, Special Advisors or the Permanent Secretary are present, any conversations that could be construed as ‘lobbying’ would require to be notified to the CEO and registered appropriately.   1. **Charity Trustees Training**   G Russell confirmed that a former director of another Edinburgh RSL, with experience of charity law and its impact on RSL Board members, has been invited to carry out training on the role and obligations of charitable trustees at the February meeting.   1. **EVH 40th Anniversary AGM**   G Russell advised members of the upcoming EVH AGM and asked that any member wishing to attend should notify him.   1. **Board Papers**   Members agreed that any comments regarding the wording, terminology or clarifications concerning papers should be referred to the relevant staff member prior to the meeting.   1. **Student Placement**   C Hughes advised members that the Association will be hosting a student placement. Members agreed that the student could attend the March Board meeting as an observer.   1. **Chairs Conferences – Feedback on Policy Development**   Members discussed the approach taken to creation and development of policies and agreed that this should be considered further, taking account of issues such as working groups and use of technology, such as conference calls, email discussions, etc.  A Hay, C Hughes and K Miller left the meeting at 7.10 pm   1. The Chief Executive presented to the Board a series of options and a recommendation concerning corporate restructuring proposals. Following discussion it was agreed that the CEO’s recommendation should be applied. Staff consultation is to commence and the structural adjustments proposed will be complemented by a review and assessment of gradings and salaries within the Association, in order to ensure consistency and transparency across the organisation. | | | **GR**  **GR**  **GR**  **SMT** |
| **11** | **Date and time of next meeting: Wednesday 28 February 2018 at 5.30 p.m.** | | |  |

**The meeting closed at: 7.25 p.m.**