

**MINUTES OF THE MEETING OF
MANAGEMENT COMMITTEE HELD ON
THURSDAY 21st AUGUST 2024 AT 6.30PM
HYBRID MEETING**

MEMBERS PRESENT: Cheryl Miller (Chair)
Audrey Flannagan
Keith Kintrea
Jen Cassell
Ghazala Hakeem
Barbara Robertson

IN ATTENDANCE: John Quinn, Director
Alan McDonald, Head of Development & Property Services (HDPS)
Alison Kevan, Head of Corporate Services & HR (HCSHR)
David Robb, Head of Finance & IT (HFIT)
Sharon Flynn, Head of Tenancy Services (HTS)
Nicki Bruce, Minutes

1) Apologies

Iain Doherty, Elizabeth Klein and Mujeeb Ur-Rehman

2) Declarations of Interest

Keith Kintrea and Ghazala Hakeem declared an interest as Internal Directors of the GCDT Board in relation to Item 10.

3.1) Approval of Management Committee Minutes of Meeting Held on 29th May 2024

The minutes were proposed by Ghazala Hakeem and seconded by Audrey Flannagan.

Matters Arising

None

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3.2) Approval of Special Management Committee Minutes of meeting held on 1st August 2024

[REDACTED]

3.3) Approval of F&GP Meeting Minutes held on 8 May 2024

The minute of the F&GP meeting was brought to MC for approval due to the number of apologies at the F&GP meeting held last week where they were initially brought for approval.

The minutes were proposed by Jennifer Cassells and seconded by Ghazala Hakeem.

4) Governance Policy Reviews – August 2024 to August 2027

The Director advised the suite of policies relating to Governance are due for review as part of the 3 year review cycle and some new policies have also been added following our new membership of SHFA and also a recommendation from our auditors.

New or wholly revised policies

The Entitlements, Payments & Benefits Policy and the Governing Body Member Guide have been substantially altered to use the SFHA format. Much of the content is the same as previous versions but laid out differently.

A Risk Management Policy has also been created on the recommendation of our Auditor. This was previously included within the Business Plan as information but the auditor advised the Association should create a specific policy for Risk.

Reviewed and altered Policies

Policies which have had more detailed revisions include the Gifts, Hospitality and Donations Policy where value limits have been increased and the Standing Orders which have been amended to include changes to the Management Committee Structure and economic changes. For example there have been large cost increases relating to construction therefore sign off value limits have been increased to allow Heads of department to authorise larger amounts. The limit has been changed from £50k to £100k.

Equalities Policy Update

This policy was due for review in August 2024 but following discussions it has been decided the policy requires a more comprehensive review and also a comparison with related policies. The policy and subsequent action plan will be brought to Management Committee in October 2024

Minor Changes to Policies

Policies with minor changes include the Code of Conduct, Declaration of Interests, Whistleblowing, Membership and Communications Policy.

It was agreed the Committee will go through the policies one by one.

4.2 Standing Orders

The changes to the Committee structure were queried and if it was planned to change the structure of meetings today if the policy was agreed. It was advised it was agreed to trial the new system for a year and for it to be reviewed in June 2025. If the new structure is successful it can then be implemented from the year following the AGM.

It was noted there would be a large amount of information being presented to the new Operations Sub Committee as both the Development & Property Sub (D&P) and the Tenancy Services (TS) Subs were combined into one meeting now called the Operations Sub Committee. It was also noted the meetings were less frequent in the new schedule with Operations meeting quarterly as opposed to the D&P and TS Sub Committees both meeting quarterly. It was thought the reduced number of meetings would not be an issue and more whether the Sub Committee could get through all of the required business.

There was agreement from another member regarding the amount of information being presented to the newly created Operations Sub Committee and whether Committee could do it justice. The D&P Sub receives a substantial amount of information and there was concern that all the relevant topics for both departments could be discussed within one meeting every quarter.

It was advised the two Heads of Department involved have met to discuss how and what information will be presented to the new Sub Committee.

The Director noted the Scottish Housing Regulator (SHR) had previously commented about the information going to Sub Committees and whether some of this should be going to the Management Committee given its importance. Areas mentioned by the SHR included Landlord Health & Safety which currently goes to Sub Committees.

A member noted that the Management Committee already have very full agendas that run the allotted time.

Another member noted part of the thinking behind the change to the structure was to ensure more members can attend more meetings if they are less frequent and also with new Committee Members due to join soon there may be the opportunity for members to reduce the number of Sub Committees they are members of.

It was also noted that the D&P and TS Sub Committees did sometimes overlap the information provided and by joining the two together this will eliminate this. It was also noted that by trialling the new Sub Committee it can then be reviewed and if it's not successful the number of meetings can be reviewed.

It was suggested that a record at each meeting could be taken to monitor how successful they have been throughout the year and this record can also form part of the review at the

The HDPS advised the important issue was keeping the Operations meetings balanced and structured throughout the year, for example, ensuring the Sub Committee are not landed with numerous policies to approve at one meeting and rather, they are spread out across the year. He also noted that reports presented for information, rather than approval, require less discussion from Committee. It was noted it will likely take a couple of meetings to get the right balance.

On pages 4 and 5 the Standing Orders refer to Special meetings being convened according to the Rules and it was queried if these meetings were mentioned in the Association's Rules.

The HDPS advised Special Management Committee meetings are mentioned at 56.1 in the Rules and a member noted it would be helpful to have been sent a copy of the Rules.

It was agreed a copy of the Rules will be issued to Management Committee following the AGM and prior to the Special Management Committee meeting at the end of September.

A member queried the section referring to the Audit & Risk Sub Committee in relation to the Trust being part of the group where it mentions reports and investigations. GCDT is not specifically mentioned in this section and there may be other sections where it should possibly appear.

The Chair of the Audit & Risk Sub Committee (A&R) section was also queried, as the Chair of the Management Committee is not allowed to be the Chair of the A&R and it was queried if the Chair of the GCDT should be allowed to Chair the A&R. It does not make sense in terms of impartiality that one Chair is not allowed and another Chair is. It was suggested the Chair of the Operations Sub Committee should also not be allowed to Chair the A&R to ensure its impartiality.

Subject to the comments and suggested adaptations (Operations Meeting reviews and Chairs of Sub Committees) being made to the Standing Orders the policy was approved. The meeting structure will be reviewed at the Management Committee meeting on the 25 June 2025.

The following Policies were reviewed and approved:

- 4.3 Code of Conduct
- 4.4 Declaration of Interests
- 4.5 Governing Body Member Guide
- 4.6 Entitlements, Payments and Benefits Policy
- 4.7 Gifts, Hospitality and Donations Policy
- 4.8 Induction Policy & Procedure for New Members Policy

The above policies were all approved by Management Committee.

- 4.9 Management Committee Membership, Appraisal and Review

The Management Committee Annual Review meetings (PDRS) were noted as previously Jim Harvey had carried these out on behalf of Management Committee and this year the Director assisted the Chair with the meetings as we had been unable to have the external consultant taking part this year.

It was noted that external assistance to the Chair would be the preference and SHARE could be a possible source for this.

The Learning & Development Policy which was presented at last week's F&GP Sub Committee was mentioned and noted the policy was a staff policy only

It was queried who was responsible for Committee training and the HCS&HR noted on this point that the CSA spends a great deal of time communicating with Committee and often has to follow up and a request was made for Committee to please reply to emails and texts sent to them. The Director is responsible for Committee Training which cascade from the PDRs however a member of the CS&HR team books the training so both teams are responsible in a way.

The Committee Development & Training Plan is referred to in the document and questioned if this is reviewed during the year. It was advised this should be part of the PDR process and it was queried if the plan should be reviewed at a Committee meeting during the year to monitor training completed and new skills developed by Committee

The HCS&HR advised staff have a training plan developed from PDR meetings and records are held of training completed, costs etc and this can be replicated for Committee. The HCS&HR advised she can send a copy of the system she uses to the Director for Committee training.

It was agreed a training plan will be developed from the Committee PDR meetings report for 2024. It was noted the Association should have a policy for this which outlines all the above discussed. It was suggested this could be added to the Management Committee Membership Appraisal & Review Policy or a separate policy developed.

- 4.10 Membership Policy
- 4.11 Risk Management Policy
- 4.12 Whistleblowing Policy & Procedure
- 4.13 Communications Policy & Statement

5) Assurances Process

Before members began their discussions on the Assurance papers, the Director advised he wished to raise a matter which he had already advised the Officer Bearers of.

The Scottish Housing Regulator (SHR) had as Committee knew visited the Association in May 24 to consider our Assurance processes for 2023. The SHR then sent a feedback letter following the visit (attached to the MC papers) and visited again on 9 August 2024. There were a number of positives noted in the letter regarding health and safety processes.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Director advised it is part of the annual assurances process and should take place at the same time every year and there should be an annual report to Committee.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

The Association initiated a process to refresh the Assurance Process prior to the notification of the initial visit by the SHR which the Association is in the process of doing. The HCS&HR advised they were keen to introduce the process refresh as soon as possible to ensure the Assurance process for this year was improved and the first meeting took place prior to the SHR advising the Association they wished to visit.

During the visit the Director updated the SHR that the Assurance process was being reviewed and updated and this process had already begun. One element of this reviewed process is to more fully involve Committee in the self assurance process. Committee can see from the table in the report that this will be discussed at this and the next two Committee meetings as well as having had a number of Assurance Working group meetings.

Head of CS/HR will explain each of the papers for Committee to consider and drew their attention in particular to the cover report and the action plan. This document and others noted are still works in progress and a more final version will be presented to the September meeting along with the self assurance on the Charter document. The Assurance working group will also meet again to finalise their involvement and to consider in particular the commentary and evidence bank to provide assurance to the wider committee on the accuracy of those documents.

The deadline for the process is the 31 October and by starting now it allows for a proper process to take place which enables Committee to seek the assurances they require. If Committee agree, the Special Management Committee meeting in September which is traditionally a shorter meeting will be used to discuss assurances and if required it can again be discussed at the October Committee meeting with the statement.

5.1 Assurances 2024 Cover Report

Head of CS/HR highlighted elements from the cover report.

1.8 Assurances Timetable – AWG have met twice to look at different regulatory standards, requirements and outcomes which the Committee must be assured of.

The SMT had an awayday recently to discuss the assurances and looked at the:

- Compliance Commentary
- Evidence Bank
- Action Plan
- Supplementary Papers presented to Committee tonight

There will be another meeting of the AWG in September. September Committee meeting – documents updated and amended for this. Benchmarking with other Registered Social landlords (RSLs) will be presented then as well as tenants and customer comments, the Tenancy Services Information and the Equalities Policy which the HTS is working on. The draft assurance statement will then be presented in October and then submitted to SHR by the 31 October 2024.

The AWG have met twice and gone through a lot of information. The notes of these meetings are on file. The meetings have proved useful for staff and committee.

- AWG – looking at information in detail
- Sept MC – can request AWG to look at other areas.
- Commentary and up to date evidence bank
- Input to the action plan
- Training and development for staff and committee

The SHR have requested a copy of this cover report following the meeting and it's hoped the SHR would provide some guidance if they did not feel the process was sufficient.

5.4 and 5.5 – Excerpts from the SHR Feedback Letter which they require:

- Sources of evidence used are current and correct
- PDRS completed and kept up to date

As part of the 2024 submission for the assurance process they expect the Association to :

- Review our assurance process and the assurances provided compliance
- Ensure it is governing body led
- Involve tenants as far as is reasonable. This is being worked on at present and will be included for the September MC.

Each standard is to be assessed and the AWG did not look at every standard in year 1 but did look at a good cross section of them. The summary reports of the two meetings of the

AWG and are included at 5.9 and outline the AWG view on whether or not we are compliant in each standard they considered. These reports contain a traffic light system. A number of those still at amber are policies which are awaiting approval and the Director has some areas still to update. These are live documents which Committee can access at any time. Committee considered the content of these reports, were happy with the process undertaken and the recommendations contained therein.

The Charter Baseline assessment relates to the Tenancy Services document which the HTS is working on for the September Committee meeting.

Another source of providing assurance is the commentary and evidence list at 6.3 and these have been brought up to date. AWG will provide an audit of these documents as part of their next meeting and will in particular perform random checks on the commentary and evidence reporting to the September MC.

Committee were asked to let SMT know if they have any other suggestions for evidence which can be included. Head of CS/HR also outlined other sources of assurance Committee may consider:

6.4 – Letter of Feedback. Although the SHR has made some comments for improvement, they have scrutinised a large number of documents and processes and MC can take some assurance from this.

6.5 Other methods of assurance are:

- Annual Return on the Charter
- Financial Returns
- Notifiable Events
- Internal and External Audits – shows the assurance rating as reasonable for each area.

A member noted the Governance Audit Report included within this section has not yet been presented to Audit and Risk Sub Committee.

The HCS&HR noted the Staff, Performance, Training and Development Audit should have gone to the recent F&GP but had not as it had only been finalised in July and will go to the next meeting.

Benchmarking with RSLs – is completed at the end of August and compares performance with other RSLs. This will be presented at the September meeting as it is every year.

Customer Feedback – The HTS is working with the Resident Engagement Worker to gather this information and the Customer Satisfaction Survey is also another useful source of assurance with higher ratings.

Health & Safety – this is not a regulatory standard but is a high priority for all and regularly externally audited with the most recent audit score being 99% for Corporate and the Landlord H&S being 97.3%. It was noted these are very good scores which are audited by experts in their field. ***The Landlord H&S audit is not yet ready but will be presented to Committee when the electronic copy is received.***

There are also 2 H&S committees for Landlord H&S and H&S which meet quarterly and are minuted and recorded.

It was queried if the additional electronic documents would be sent out in paper format and the HCS&HR advised if any Committee member does not have the means to read these electronically to let her know and they can be issued.

The HCS&HR advised the paper was written prior to the 2nd SHR visit and as she was due to be off sick no decision is to be made tonight other than to say:

- Committee recognise the seriousness of the assurance process and the need for Management Committee to be fully involved
- Agreeing to another meeting of the AWG
- Another Committee meeting with Assurances on the agenda and possibly a subsequent meeting if it's required

7. Recommendations – No recommendations are being sought tonight as documents are still being progressed other than to consider the report and accompanying evidence in preparation for our September meeting where a view from Committee on whether or not they are assured will be sought.

[REDACTED]

It was queried if the SHR have asked for draft reports and the HCS&HR advised they knew this report was being presented to Committee and they have requested a copy of this.

[REDACTED]

[REDACTED]

Committee agreed to hold a Special Audit & Risk Committee meeting to discuss this in more detail.

[REDACTED]

[REDACTED]

[REDACTED]

They also noted the PDR meetings being held in June/July was not ideal due to holidays and possibly April would be a better time of year for these. There is no requirement for them to be in a particular month.

A member queried the best format for the meeting papers for everyone and another member noted they did not know how to use Decision Time. The HCS&HR advised she will talk her through how to use it. ***It was queried if the member had a device and noted the Association could provide one. It was agreed if there was a spare laptop this would be accepted. The HFIT will arrange this.***

The Chair of Audit & Risk will arrange a Special meeting of the Audit & Risk Sub Committee and the Director will provide a report outlining the compliance breaches and any reason for delay to the Corporate Governance Internal Audit Report being distributed to Management Committee.

8:02pm The HCS&HR left the meeting.

6) Annual Information Report

The HDPS presented the report and noted there was nothing major to report from the quarterly reports. It was noted there had been an annual increase in complaints, EIRC and FOI requests being received from tenants and owners. People are becoming increasingly likely to complain as they become more aware of the information available.

A member noted complaints were sometimes useful as it highlighted areas which were not working and could then be resolved.

Management Committee noted the contents of the report.

7) Appointment of Internal Auditor

The HFIT advised the appointment term of the internal auditor for 3 years followed by an additional 3 years has now ended and it is time to procure a new internal auditor. The quick quote procurement method was used which generated 3 quotes from reputable experienced auditors:

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

A member noted TIAA had provided a good auditing service during their contract with the Association and this feedback should be passed on to them.

Management Committee approved the appointment of Quinn for an initial contract period of 3 years.

8) Response to Audit Findings Report

The HFIT presented the report and advised this was presented to the Audit & Risk Committee in which they made 2 recommendations which included:

1. VAT Treatment of Factoring Invoices Being re-charged to VAT Businesses

This is in terms of a major repairs contract being carried out and an independent business being re-charged by the

[REDACTED]

[REDACTED] This would be a circular issue and the Association have been recommended to take advice on this. An initial meeting has already been held with a VAT consultant and follow up action will be taken.

Management Committee noted the report and approved the proposed course of action.

[REDACTED]
[REDACTED]
[REDACTED]

Management Committee approved the proposed reply to the audit findings report.

9) Approval of Annual Accounts

The HFIT presented the report and advised the accounts were scrutinised at the F&GP Committee last week [REDACTED]

A query to the description of the Management Committee was made as it notes there were 2 Chairs during the month of October. It lists John McLardie being Chair until October 2023 and Cheryl being appointed as Chair from September 2023.

The Director noted John McLardie was still recognised as a member of Committee but it was noted there could only be one Chair.

This page will be updated and the required corrections made.

The HTS advised more detail was provided regarding the Chairs on page 6. This section has the same issue with 2 Chairs for 1 month and requires amendment. The minute of the meeting this was agreed will be checked for clarification.

Subject to the changes being made the Management Committee approved the Annual Accounts.

10) Letter of Support from GhHA to GCDT

The HFIT advised the auditor has a concern regarding the Trust's ability to continue for one year as of today and have requested the Association provides a letter of support to the Trust. The same letter of support was provided to the Trust last year. The letter advises the Association will provide support to the Trust. Key words 'we will only request settlement of inter company liability if sufficient cash balances are available to facilitate payments.'

This letter is required by the auditor to enable the Trust Accounts to be signed off.

Keith Kintrea and Ghazala Hakeem declared an interest as Internal Directors of the GCDT Board.

The Management Committee approved the letter of support from the Association to the GCDT. The HFIT requested an electronic copy of the Chair's signature for use in the document.

11) 159 Butterbiggin's Road Tender Approval

The HDPS advised the Association are now in a position, subject to Committee approval, to let contract for 24 newbuild units. A different contractor is now being used, Clark Contracts Ltd, who successfully won the recent tender process, [REDACTED]

[REDACTED] The Association are now in a position to execute the build with Clarks.

The Association have not worked with Clarks before but they will be providing a traditional construction build to the first floor, brick and block, with structural timber kit above the 1st floor. There is some localised steel work in the building which will have a fire coating on it. The Association will ensure that it is properly documented and applied.

The Clerk of Works has dealt with this type of build previously and will ensure everything goes smoothly.

[REDACTED]

The Management approved the acceptance of the tender from Clark Contracts Ltd of

12) SHR Notifiable Events (Standing Agenda Item) – 200 Butterbiggin's Road

The HDPS advised the SHR had raised the cladding issue at 200 Butterbiggin's Road and they felt this should have been a notifiable event but this is not what the Association felt in accordance with the guidance standards. It has now been logged as a notifiable event and the Association are keeping the SHR up to date with any significant issues.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

8:29pm – Management Committee approved the suspension of the Standing Orders.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

13) Association Registers 2023-24

The Management Committee noted the contents of the registers.

14) Share member Update

The Management Committee noted the contents of the update.

15) Minutes of Sub Committees

The Management Committee noted the previous minutes presented.

16) Report Back from Other Organisations

The Management Committee noted they are issued information from the organisations as it's received:

17) Documents for Formal Execution

5 share member applications were received and approved by Management Committee which included; [REDACTED]
[REDACTED]

A further extension of the Standing Orders was approved by Management Committee.

18) Correspondence

None

19) AOCB

The HDPS advised the Factoring Policy went to the April Development & Property Sub Committee (D&P) for approval where comments were taken on board and was redrafted for the August D&P which was not quorate. It had been extended to the end of August and the HDPS is now requested a further extension to the end of December. The Draft Factoring Policy will be brought to the first Operations Sub Committee in November for approval.

Management Committee approved the extension of the policy to the end of December 2024.

20) Date of Next Meeting

AGM – 19 September 2024 at 7pm

It was queried what was planned for the AGM and it was advised the usual AGM business would take place but additionally, Ken MacDougall will be the guest speaker looking back at 50 years of the Housing Association.

It was also noted there will be a buffet provided from 6:30pm, prior to the meeting and branded cupcakes have been ordered to hand out to share members on the night.

The draft agenda will be circulated to Management Committee for feedback prior to the papers being issued early next week.

[REDACTED]
[REDACTED]

The meeting closed at 8.55pm