

**Minutes of Management Committee Meeting**

**held on Thursday 27 October 2022 at 6pm**

**PRESENT:** Mr C Quigley, Vice Chair
Mr Z Khan, Member

Ms A Fraser, Member

Ms K Russell Member

**IN ATTENDANCE:** Ms F McTaggart, CEO

Ms C Quinn, Director of Corporate Services/Deputy CEO - Secretary

Ms N Salmon, Corporate Services/HR Team Leader

Ms L Edwards, Development Consultant

Ms S Dingwall, Observer

Ms F Cochran, Observer

1. **Apologies**

1.1 The Vice Chair advised that Mr G Maguire, Mr S McLachlan and Ms A Williamson have submitted their apologies. Mrs A Connelly is on a leave of absence. Mr J Murray was not at the meeting.

**2.0 Declarations of Interest, Gifts and Hospitality**

2.1 Mr C Quigley declared that he is a Director of the HOME Team Board. The CEO declared that she is also a Director of the HOME Team Board and CEO of the Group.

2.2 There were no declarations of gifts and hospitality.

**3.0 Declaration of Receipt and Understanding**

3.1 Members confirmed receipt and understanding of their papers.

**5.0 Reports for Decision/Approval**

5.7 Window Replacement - Procurement of Cost Consultant Services

5.7.1 The Development Consultant advised that the Home Team is going to procure a new manufacturer for the planned window replacement contract now that Heron Brothers, the previous manufacturer, has withdrawn. The Home Team will then install the windows.

5.7.2 The Development Consulted advised the purpose of the report is to seek approval for the appointment of Cost Consultants to act on behalf of the Association in relation to the planned window replacement contract

5.7.3 Redacted for confidentiality purposes.

5.7.4 Redacted for confidentiality purposes.

5.7.5 The Development Consultant advised that use of a legislatively-compliant framework fulfils both the legal and the Association’s policy requirement for competition and proposed using the frameworks of the Scottish Procurement Alliance (SPA).

5.7.6 Redacted for confidentiality purposes.

5.7.7 Redacted for confidentiality purposes. .

**Discussion points:**

**Action notes:**

Following discussion Members noted the Window Replacement - Procurement of Cost Consultant Services Report and agreed the recommendations at section 2.1 of the report.

**For redaction:**5.7.3, 5.7.4, 5.7.6, 5.7.7

**6.0 Reports for Discussion/Information**

6.1 Water Row Phase 1 - Update Report

6.1.1 The Development Consultant exhibited options for the kitchens at Water Row and explained that one option for worktops, cabinet colour and handles will be used throughout the development. Members discussed the difference choices noting that a neutral colour would be advantageous and agreed to let the CEO know their preference at the end of the meeting.

6.1.2 The Development Consultant advised that data sheets are available for the proposed showers, toilets and taps. The Development Consultant noted that these fittings will be white and asked Members to let her know if they had any strong views regarding the suggested choices.

6.1.3 The Development Consultant then presented the Water Row Phase 1 Update Report including the following appendices:

1. Key performance Indicators
2. Appendix 2- Risk register

6.1.4 The Development Consultant highlighted the following areas in the report:

1. Redacted for confidentiality purposes. ;
2. Public relations as stated at section 7 of the report reflecting that an onsite launch event has been put on hold;
3. Redacted for confidentiality purposes.
4. Key Performance Indicators as mentioned in section 17 of the report noting that there has been an improvement since the last report;
5. Redacted for confidentiality purposes.

**Discussion points:**

1. Emails received via the Water Row email address.
2. Potential options for commercial units.

**Action notes:**

Following discussion Members noted the Water Row Phase 1 - Update Report.

**For redaction:**6.1.4.a, 6.1.4.c, 6.1.4.e

*At this point Ms L Edwards, Development Consultant left the meeting.*

**4. Governing Body Matters and Minutes of Meetings for Approval / Information**

4.1 Subcommittees

4.1.1 The Director of Corporate Services/Deputy CEO presented the Subcommittees report including the following appendices:

1. Appendix 1 – Chairperson Role Description
2. Appendix 2 – Role Description Committee Members
3. Appendix 3 – Committee & Subcommittee membership
4. Appendix 4 – Remit of the Staffing Subcommittee
5. Appendix 5 – Remit of the Operations Subcommittee
6. Appendix 6 – Remit of Audit Subcommittee

4.1.2 The Director of Corporate Services/Deputy CEO noted that the Development Subcommittee is no longer required as the information is presented at Management Committee meetings.

4.1.3 The Director of Corporate Services/Deputy CEO proposed that the Audit, Staffing and Operations Subcommittee continue along with the Health and Safety Working Group. A new quarterly Assurance Statement Working Group is recommended to review the evidence in support of the annual Assurance Statement.

4.1.4 The Director of Corporate Services/Deputy CEO noted that Committee are also represented on the Home Team Board and will be represented on the new Mid Market Rent (MMR) Subsidiary.

4.1.5 The Director of Corporate Services/Deputy CEO suggested the following membership of the Subcommittees based on skills and experience; these were agreed by Members during subsequent discussion:

 Operations Subcommittee Staffing Subcommittee

 Colin Quigley (Chair) Karen Russell (Chair)

 Mr Khan Gary Maguire (Vice Chair)

 Karen Russell Alice Connelly

 Avril Williamson Colin Quigley

 Ann Fraser Avril Williamson

 Fiona Cochran Ann Fraser

 Audit Subcommittee Health & Safety Working Group

 Colin Quigley (Chair) Gary Maguire

 Stevie McLachlan Stevie McLachlan

 Gary Maguire Mr Khan

 Alice Connelly

 Jamie Murray

 Stacey Dingwall

 Assurance Statement Working Group Home Team Board

 Gary Maguire Colin Quigley

 Colin Quigley

 Stacey Dingwall

 Further Members to be agreed at a later date

 New MMR Subsidiary

 Avril Williamson – to be confirmed

4.1.6 The Director of Corporate Services/Deputy CEO advised that Subcommittee times/venue is fully flexible and can be agreed by Members at the first meeting which will be held virtually. The CEO stated that Management Committee meetings will be hybrid moving forward so that Members have the choice to attend in person or virtually.

4.1.7 The Director of Corporate Services/Deputy CEO explained that the front page of reports will change from next month to include information relating to what assurance statement number the report refers to which will give Members the confidence that they are receiving the necessary evidence to sign off the Annual Assurance Statement. Members unanimously agreed to the change in report front page.

4.1.8 Redacted for confidentiality purposes.

4.1.9 Redacted for confidentiality purposes.

4.1.10 The Director of Corporate Services/Deputy CEO noted that the Role Descriptions and Remits of Subcommittees at Appendices 1, 2, 4-6 were presented for information and approval only, there are no changes.

4.2.1 Governance Meetings Timetable

4.2.1.1The Director of Corporate Services/Deputy CEO presented the governance meetings timetable and advised that it included dates of all Committee and Subcommittee meetings. Diary invites will be issued by Corporate in the usual manner.

4.2.2 Reporting Timetable

4.2.2.1The Director of Corporate Services/Deputy CEO presented the reporting timetable and explained that it identifies when reports will be issued to Committee/Subcommittee as appropriate. Following discussion Members agreed that the Staffing Subcommittee should only be convened for special circumstances as required and information related to staff training, recruitment and absences will instead be included in the Management Committee meeting agenda.

4.3 Naming of the New MMR Subsidiary

4.3.1 The Director of Corporate Services/Deputy CEO presented the Naming of the New MMR Subsidiary report and advised that 6 suggestions have been received - Nova Property Management; Govan Property Management; New Bridge Property Management; Ferry Property Management; Burgh Property Management and Water Row Property Management. Discussion followed and Committee unanimously agreed to name the new subsidiary Water Row Property Management.

4.4 Minutes of Audit Sub-Committee Meeting 21 February 2022

4.4.1 The Minutes of Audit Sub-Committee Meeting 21 February 2022 were presented for information only.

4.5 Minutes of Audit Sub-Committee Meeting 21 April 2022

4.5.1 The Minutes of Audit Sub-Committee Meeting 21 April 2022 were presented for information only.

4.6 Draft Minutes of Management Committee Meeting 22 September 2022

4.6.1 Redacted for confidentiality purposes.

4.6.2 The minutes of the Management Committee meeting held on 22 September 2022 were approved by Mr C Quigley and seconded by Mr Z Khan as a true reflection of the meeting.

4.7 Matters Arising

4.7.1 The CEO advised that there is one item under matters arising however this will be presented at the end of the meeting during AOCB.

**Discussion points:**

**Action notes:**

Following detailed discussion, Members noted and agreed/approved –

1. Which Subcommittee are required;
2. Membership of Subcommittees;
3. Format of Subcommittees – first meeting will be virtual and arrangements for subsequent meetings will be agreed at the first meeting;
4. Subcommittee Remits;
5. Chairperson and Committee Members Role Description;
6. Governance Meetings Timetable;
7. Reporting Timeline;
8. The change in the front page of Committee Reports;
9. To name the new MMR subsidiary Water Row Property Management.

**For redaction:**4.1.8, 4.1.9, 4.6.1

5.1 Cost of Living (Tenant Protection) (Scotland) Bill 2022

5.1.1 The CEO presented the Cost of Living (Tenant Protection) (Scotland) Bill 2022 report and Appendices noting that any information the Association receives is being uploaded on to the VBR straight away.

5.1.2 The CEO stated that the SHR has advised that Housing Associations should consult with customers as normal regarding next year’s rent increase with the caveat that there may be a rent freeze.

5.1.3 The CEO advised that the Scottish Government will confirm if there will be a cap or freeze in rent increases in January 2023.

5.1.4 The CEO stated that approval is sought to consult with customers in the usual manner and a report will be presented to Committee at next months meeting. The CEO remarked that rent increases will not reflect current inflation rates however, Committee should consider a 5% increase and explained the rationale noting that many RSL’s in the sector were also considering 5-6% rent increases.

**Discussion points:**

**Action notes:**

Following discussion, Members noted the Cost of Living (Tenant Protection) (Scotland) Bill 2022 Report and the recommendations at section 2 of the report.

**For redaction:**

5.2      Governance Documents Govan Housing Association and Home Team

5.2.1 The CEO presented the Governance Documents Govan Housing Association and Home Team Report and explained the changes to the Intra Group agreement and Service Sharing Agreement were required for business reasons and also in order to align the Home Team with the new MMR Subsidiary.

5.2.2 The CEO advised that moving forward, papers from the Home Team Board will be available for Committee to view in the document library in the VBR. The Home Team business plan and budgets will be approved by Management Committee and reviewed every 6 months.

**Discussion points:**

**Action notes:**

1. Following discussion, Members noted the Governance Documents Govan Housing Association and Home Team and approved the changes to the Governance documents.

**For redaction:**

5.3 Governance Report

5.3.1 The Director of Corporate Services/Deputy CEO presented the monthly Governance report in depth and highlighted the following areas in the report:

* Notifiable events as described in section 4 of the report noting that the Notifiable Events register will be uploaded to the document library on the VBR;
* Complaints as mentioned in section 5 of the report noting that there are no new live complaints with SPO. Moving forward, a quarterly complaints report will be presented to Committee;
* Governing Body Membership as highlighted in section 6 of the report noting that potential new Members were in attendance at the meeting and it is anticipated that they will be Co-opted on to Committee during AOCB;
* Training at detailed in section 7 of the report, Members annual appraisals will be scheduled in November 2022;
* Committee attendance as detailed in section 8 of the report, noting that attendance has not reached 80% target in the last year. Members can now opt to attend the meetings virtually and it is hoped this will help to improve attendance;
* Health and Safety update as indicated in section 9 of the report; the date of the next Working Group meeting will be sent to Members;
* Freedom of Information (FOI) and Subject Access Requests (SAR) as detailed in section 10 of the report noting that one FOI has been received from a Member of Committee however, the request is actually a SAR and the Member has been advised to resubmit a SAR;
* Annual Assurance Statement at section 11 of the report noting that this will be covered at agenda item 5.5;
* Use of Seal as mentioned in section 12 of the report;
* Shareholder applications as detailed in section 13 of the report, Committee unanimously approved the 2 shareholder applications;
* Other Governance matters as described in Section 14 of the report including fraud alert; Zurich insurance noting that an update on the Associations insurance will be provided to Committee in due course; risk management noting that a dedicated session with Committee will be arranged to review the risk register;
* Tenant Service Improvement Group as mentioned in section 16 of the report. The Group is now up and running and dates have been scheduled. The Group will also be used to review documents in support the Annual Assurance Statement

**Discussion points:**

**Action notes:**1. Following discussion Members noted the Monthly Governance Report and approved the Shareholder applications.

**For redaction:**

5.4 Policy Report

5.4.1 Redacted for confidentiality purposes.

**Discussion points:**

**Action notes:**1. Following discussion, Members approved the Policies within Report.

**For redaction:**5.4.1

5.5 Annual Assurance Statement

5.5.1 The Director of Corporate Services/Deputy CEO advised that the framework the Association uses in relation to the Annual Assurance Statement is based on the SFHA toolkit which was developed in conjunction with the SHR.

5.5.2 The framework is very comprehensive and evidence has been gathered for each indicator; the evidence was discussed in detail at the Special Committee meeting on 26 October 2022.

5.5.3 The Director of Corporate Services/Deputy CEO explained the meaning of material non-compliance as issued by the SHR and stated that both the Executive Management Committee and the Management Committee during the meeting on 26 October 2022 determined that there are no material non-compliances.

5.5.4 The Director of Corporate Services/Deputy CEO advised that areas for improvement have been identified and will be included in the action plan which is monitored by the Audit Subcommittee.

5.5.5 The Director of Corporate Services/Deputy CEO read out the Annual Assurance Statement and remarked that the issue around the EICR’s has been included in the Statement along with the potential rent freeze.

**Discussion points:**

**Action notes:**1. Following discussion, Members approved the Annual Assurance Statement.

**For redaction:**

5.6 Customer Service Report

5.6.1 The CEO presented the Monthly Customer Services report in depth and highlighted the following areas of the report:

1. Decree for eviction as detailed in section 5.3 of the report noting that the decree meets appropriate legislative requirements;
2. Redacted for confidentiality purposes.

**Discussion points:**

**Action notes:**1. Following discussion, Members noted the Customer Service Report and approved the recommendations at section 2 of the report.

**For redaction:**5.6.1.b

5.8 Business Plan and Timescale

5.8.1 The CEO presented the Business Plan and timescale proposal. The CEO reflected that with the introduction of the new MMR subsidiary now would be a good time to agree the business planning approach for the period 2023-2026. Committee unanimously agreed.

 **Discussion points:**

**Action notes:** 1. The Management Committee noted and approved the Business Plan approach and timescale.

**For redaction:**

5.9 Tenant Participation Calendar

5.9.1 The CEO presented the Tenant Participation calendar and clarified that it is different from the Tenant Engagement Strategy. The Tenant Participation Calendar identifies key matters that need to be consulted with tenants.

5.9.2 The CEO stated that the existing Strategic Map should be included in the calendar and confirmed with Committee that the map was still fit for purpose and sought approval to consult with tenants. Members unanimously agreed.

**Discussion points:**

**Action notes:** 1. The Management Committee noted and approved the Tenant Participation Calendar and consultation on the Strategic Map.

**For redaction:**

5.10 Govan Housing Association Year End Projections

5.10.1 Redacted for confidentiality purposes.

5.10.2 Redacted for confidentiality purposes.

5.10.3 The CEO went through Home Team contracts at section 4.3 of the report in detail, noting the projections are lower than the original budget projections.

5.10.4 The CEO advised that the changes to the Home Team contracts are demonstrated in the table at section 4.3 of the report.

5.10.5 Redacted for confidentiality purposes. .

**Discussion points:**

**Action notes:** 1. The Management Committee noted and approved the Govan Housing Association Year End Projections report and approved the changes to the Home Team contracts. Mr Quigley declared an interest and abstained from the vote to approve the increase in the cost of Home Team fixed price contracts.

**For redaction:**5.10.1, 5.10.2, 5.10.5

5.11 Govan Home Team Year End Projections to

5.11.1 The CEO advised that the Home Team contract income mirrors that of the Housing Association expenditure as discussed at agenda item 5.10.

5.11.2 The CEO highlighted the Govan Housing Association contracts as described in depth at section 3 of the report.

5.11.3 Redacted for confidentiality purposes.

5.11.4 The CEO explained the cash flow as highlighted in section 3.6 of the report and noted that the current projections for the year are now showing a small deficit.

**Discussion points:**

**Action notes:**1. The Management Committee noted and approved the Govan Home Team Year End Projections report.

**For redaction:**5.11.3

5.12 Procurement Update Report

5.12.1 The Director of Corporate Services/Deputy CEO presented the Procurement Update Report and explained that it details major contracts of higher value, the reason and status of the contracts.

5.12.2 The Director of Corporate Services/Deputy CEO advised that there are no areas of concern. The Association’s contract register is currently under review and once completed will be uploaded to the document library of the VBR.

**Discussion points:**

**Action notes:**1. The Management Committee noted and approved the Procurement Update report.

**For redaction:**

6.2 Financial Management Report of the 6 months to September 2022

6.2.1 The Director of Corporate Services/Deputy CEO presented the Financial Management Report of the 6 months to September 2022 including the following Appendices:

* **Appendix 1**: Statement of Financial Position
* **Appendix 2**: Statement of Comprehensive Income
* **Appendix 3**: Office Overhead Breakdown
* **Appendix 4**: Key Finance Performance Indicators
* **Appendix 5**: Statement of Cash Flow

6.2.2 The Director of Corporate Services/Deputy CEO highlighted the following areas of the report:

1. Balance sheet at section 4.2;
2. Cash flow statement at section at section 4.5.

**Discussion points:**

**Action notes:** 1. The Management Committee noted the Financial Management Report of the 6 months to September 2022.

**For redaction:**

6.3 Govan Home Team Financial Management Report for the 5 months to August 2022

6.3.1 The Director of Corporate Services/Deputy CEO presented the Govan Home Team Financial Management Report of the 5 months to August 2022 for information including the following Appendices:

* **Appendix 1**: Statement of Financial Position.
* **Appendix 2**: Statement of Comprehensive Income.
* **Appendix 3**: Direct Maintenance Breakdown.
* **Appendix 4**: Office Overhead Breakdown.
* **Appendix 5**: Statement of Cash Flow

**Discussion points:**

**Action notes:** 1. The Management Committee noted the Govan Home Team Financial Management Report for the 5 months to August 2022.

**For redaction:**

6.4 Govan Home Team Performance Management Framework Report-August 2022

6.4.1 The CEO presented the Govan Home Team Performance Management Framework Report-August 2022 for information and stated that the report will be included in the VBR document library moving forward.

**Discussion points:**

**Action notes:** 1. The Management Committee noted the Govan Home Team Performance Management Framework Report-August 2022

**For redaction:**

6.5 Govan Home Team Financial Management Report for the 6 months to September 2022

6.5.1 The Director of Corporate Services/Deputy CEO presented the Govan Home Team Financial Management Report of the 6 months to September 2022 for information including the following Appendices:

* **Appendix 1**: Statement of Financial Position.
* **Appendix 2**: Statement of Comprehensive Income.
* **Appendix 3**: Direct Maintenance Breakdown.
* **Appendix 4**: Office Overhead Breakdown.
* **Appendix 5**: Statement of Cash Flow

**Discussion points:**

**Action notes:** 1. The Management Committee noted the Govan Home Team Financial Management Report for the 6 months to September 2022.

**For redaction:**

6.6 Govan Home Team Performance Management Framework Report-September 2022

6.6.1 The CEO presented the Govan Home Team Performance Management Framework Report-September 2022 for information.

**Discussion points:**

**Action notes:** 1. The Management Committee noted the Govan Home Team Performance Management Framework Report-September 2022.

**For redaction:**

6.7 The Pensions Trust Update

6.7.1 The Director of Corporate Services/Deputy CEO presented the Pensions Trust Update report and highlighted the following areas:

1. The background as described in section 3.1 of the report;
2. Past service deficit as noted in section 3.2 of the report.

**Discussion points:**

**Action notes:** 1. The Management Committee noted The Pensions Trust Update Report.

**For redaction:**

**7.0 Any Other Competent Business**

7.1 Provision of Consultancy Services to Govan Housing Association

7.1.1 The CEO presented the Provision of Consultancy Services to Govan Housing Association proposal from Allanpark Consultants Ltd to independently look at options for the MMR subsidiary.

7.1.2 The CEO advised that the options will be presented to Committee for final approval. A financial business plan is also being developed and this will be independently verified by FMD prior to Committee approval.

7.1.3 The SHR is being kept informed of progress.

7.1.4 Following discussion, Committee unanimously approved the appointment of Allanpark Consultants Ltd.

7.2 Consolidated Accounts

7.2.1 The Director of Corporate Services/Deputy CEO advised that Azets have now consolidated both the Housing Association and Home Team accounts and requested approval to sign off the consolidated accounts. Committee unanimously agreed.

7.3 Co-opted Members

7.3.1 The Director of Corporate Services/Deputy CEO advised that following Shareholder application approval, Committee are requested to approve the co-option of the observers - Stacey Dingwall and Fiona Cochran. Committee unanimously agreed.

**Discussion points:**

**Action notes:**1. Committee unanimously approved the following:
a) The appointment of Allanpark Consultants Ltd to look at options for the MMR Subsidiary;

b) Sign off the consolidated accounts;

c) Co-option of Stacey Dingwall and Fiona Cochran on to Committee

**For redaction:**

**8. Date of Next Meeting**

8.1 The date of the next full Management Committee meeting is Thursday 24 November 2022 at 6.00pm.

CHAIRPERSON’S SIGNATURE:



…………………………………………………………………………………………….

**Action Plan from Management Committee Meetings from April 2021 to 31 March 2023**

| **Action Plan Number** | **Agenda item** | **Action** | **Officer Responsible** | **Original date for completion** | **Revised date for completion** | **Status** | **Comment** |
| --- | --- | --- | --- | --- | --- | --- | --- |
| 1 | 7.6.6 | Present GHT Management Accounts /Projections on a monthly basis | Head of Finance & IT/CEO |  |  | Complete | Monthly reports are available in the virtual library of the VBR |
| 2 | 4.6 | Joint GEL Wider Role Strategic Review Report  | CEO |  |  | On hold |  |

**Action Plan Key:**

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Complete |  | In progress/ongoing |  | Not Started |  |