



**Minutes of GHA Board Meeting
held on Thursday 26 October 2023 at 6pm**

PRESENT: Mr C Quigley, Vice Chair
Ms K Russell, Secretary
Mr Z Khan, Member
Ms A Connelly, Member
Ms A Fraser, Member
Ms S Keast, Co-Optee

IN ATTENDANCE: Ms C Quinn, Group CEO
Ms KA Wallace, Director of Customer Services
Ms N Salmon, Group Corporate Services/HR Team
Leader
Ms L Edwards, Development Consultant

1.0 Apologies

1.1 The Vice Chair advised that Mr G Maguire, Mr S McLachlan, Ms A Williamson and Ms F Cochran have submitted their apologies.

2.0 Declarations of Interest, Gifts and Hospitality

2.1 Mr C Quigley declared that he is a Director of the Home Team Board.

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.

4.0 Governing Body Matters & Minutes for Approval and Information

4.1 Draft Minutes of GHA Board Meeting 28 September 2023

4.1.1 The minutes of the GHA Board meeting held on 28 September 2023 were approved by Mr Z Khan and seconded by Ms K Russell as a true reflection of the meeting.

4.2 Matters Arising

4.2.1 There were no matters arising.

4.3 Co-option of Sophie Keast

4.3.1 Ms S Keast confirmed her willingness to be co-opted on the Board following her recent observation of proceedings during the Board meeting on 28 September 2023. Ms Keast's co-option was nominated by Ms K Russell and seconded by Ms A Connelly. The Vice Chair welcomed Ms Keast on to the Board.

Discussion points:

Action notes:

1. Co-option of Ms S Keast on to Board approved.

For redaction:

5.0 Reports for Decision/Approval

5.1 Water Row Phase 1 Update Report

5.1.1 The Development Consultant presented the Water Row Phase 1 Update Report including KPI's July to September 2023 at Appendix 1 and Risk Register at Appendix 2 for information.

5.1.2 Redacted for confidentiality purposes.

5.1.3 The Development Consultant advised that the RBS loan will be discussed later in the meeting and approval will be sought to sign the loan agreement.

5.1.4 The Development Consultant mentioned that communication has improved with Glasgow City Council regarding approval of the stage 3 building warrant submitted in February 2023.

5.1.5 The Development Consultant indicated the current handover dates as detailed in section 15 of the report noting the first handover is on Tuesday 28 November 2023.

5.1.6 Redacted for confidentiality purposes.

Discussion points:

1. Redacted for confidentiality purposes.
2. Access to Block 1A for tenants post handover.
3. Lessons learned prior to progressing phase 2.
4. Site visit for Board - Members to advise if they wish to visit the site.

Action notes:

Following discussion the Board noted and approved the Water Row Phase 1 Update report.

For redaction:

5.1.2, 5.1.6, discussion point 1

At this point the Development Consultant left the meeting.

5.2 Annual Assurance Statement

5.2.1 The GCEO reminded Members that a Special Board meeting had taken place on 19 October 2023 which reviewed the Assurance Action Plan and evidence in detail.

5.2.2 The GCEO advised that through the reviews carried out by both the Assurance & Compliance Manager and the Association's Internal Auditor, no areas of improvement have been identified that are considered to be an area of material non-compliance.

5.2.3 The GCEO drew Members attention to the Annual Assurance Statement and noted that it mentions the Association's compliance with the Regulatory Standards of Finance and Governance and also its approach to landlord health and safety.

Discussion points:

Action notes:

Following discussion, Members noted and approved the Annual Assurance Statement and the Vice Chair - as an authorised signatory - signed the Statement.

For redaction:

5.3 Governance Report

5.3.1 The GCEO presented the monthly Governance report and highlighted the following areas in the report:

- a) Notifiable events as described in section 4 of the report noting that there are no new notifiable events. A detailed report will be sent to the SHR by 31 October 2023 regarding the Water Row development as required by the Association's Regulation Plan.

A Disposals Report will be presented to the Board, in due course, for approval in relation to the lease of Association properties to the Water Row Company and this report will be sent to the SHR;

- b) Complaints as mentioned in section 5 of the report noting that there are no new live complaints with SPSO;
- c) Redacted for confidentiality purposes;
- d) Governing Body training as detailed in section 7 of the report noting there has been no further training since last month. The annual Board appraisals will commence shortly;
- d) Health and Safety as described in section 9 of the report noting that the internal Health and Safety Working Group is scheduled to meet on 31 October 2023.

Housing H&S Compliance UK Ltd are currently conducting targeted audits of specific areas of the Association's Landlord Safety manual to assess compliance and overall performance following which an audit by ACS will be carried out;

- f) Redacted for confidentiality purposes;
- g) Annual Assurance Statement (AAS) as included in section 11 of the report;
- h) Use of the seal and shareholder applications noting that there has been no new shareholder applications or use of the seal since the last meeting.
- i) The Business Plan will be reviewed in April 2024;
- j) Other governance matters discussed in detail - as indicated in section 14 of the report including:
 - i. The letter from the SHR regarding Reinforced Autoclaved Aerated Concrete. Visual inspection has confirmed that none of the Association's stock is affected. This will be independently verified as part of next year's stock condition survey;
 - ii. A lock change at a tenanted property noting that both an internal investigation and legal advice has confirmed that the Association took appropriate action in the circumstances to secure the property. A summary report will be issued to the Board once due process had concluded. The SHR will be

- briefed via the Notifiable Events portal and provided with relevant documents;
- iii. Insurance renewal update noting the successful negotiation with Zurich has resulted in a reduction in increase from 25.32% to 16.31%;
 - iv. Membership of Certifier of Construction Scheme Scotland for the Home Team following successful independent electrical audit.

Discussion points:

Action notes:

Following discussion, the Board noted and approved the Governance report.

For redaction:

5.3.1.c and 5.3.1.f

5.4 Mears Lease Update Report

Redacted for confidentiality purposes.

Discussion points:

Action notes:

Following discussion, the Board noted and approved the Mears Lease Update Report.

For redaction:

5.4

5.5 Rathlin Street Roof

5.5.1 Update discussed as part of the Customer Services report at agenda item 5.8.

5.6 709 Govan Road Update

5.6.1 Update discussed as part of the Customer Services report at agenda item 5.8.

5.7 Risk Management Risk Register

5.7.1 The GCEO presented the Risk Register for information and noted that a workshop will be held in the first quarter of 2024 for the Board to review the both the Business Plan and Risk Register.

Discussion points:

Action notes:

Following discussion, the Board noted and approved the Risk Management Risk Register.

For redaction:

5.8 Customer Services Report

5.8.1 Redacted for confidentiality purposes.

5.8.2 Redacted for confidentiality purposes.

5.8.3 The Director of Customer Services advised that approval is sought for the Decree for Eviction for the reasons described in full at section 8 and Appendix 2 of the report. Following detailed discussion, the Board unanimously approved the Decree.

5.8.4 The Director of Customer Services advised that the Community Engagement Services has been shortlisted for a National Excellence Award at TIS in connection to the Ukrainian Digital Club as noted in section 9 of the report.

Discussion points:

1. Window replacement programme update and potential supply issues should timber be used at the front of the properties and UPVC at the rear. Planning permission is currently being sought from GCC. An information notice will be issued to all affected tenants.

Action notes:

Following discussion, the Board noted and approved the Customer Services Report.

For redaction:

5.8.1, 5.8.2

5.9 Policy Report

5.9.1 The GCEO presented the Policy report and highlighted that the following policies have been reviewed with no amendments:

- Remit of Staffing Committee
- Remit of Operations Committee
- Group Code of Conduct for staff
- Group Remote Working Policy

5.9.2 The GCEO noted amendments to the following existing policies:

- Group Complaint Handling Procedure
- Standing Order and Delegated Authorities Policy

Discussion points:

Action notes:

Following discussion the Board noted and approved the Policy report and recommendations at section 2 of the report.

For redaction:

5.10 Procurement Update Report

5.10.1 The GCEO presented the Procurement Update report for information explaining that the purpose of the report is to provide the Board with details of procurement activities which may require authorisation prior to any work being undertaken and also to provide an update with any substantial changes with the Association's current contracts.

5.10.2 The GCEO advised that the table at section 4 of the report provides information relating to the status of contracts recently procured, in progress or awaiting further action.

5.10.3 The GCEO advised that the Procurement Policy is normally due for renewal in 2024 however, this has been reviewed early to include amendments in relation to appointing subsidiaries as described in full in section 5 of the report.

Discussion points:

Action notes:

Following discussion the Board noted and approved the Procurement Update report and the amendments to the Procurement Policy.

For redaction:

5.11 The Water Row Company

5.11.1 The Director of Customer Services presented The Water Row Company report and drew Members attention to the customer satisfaction survey results at Appendix 1 of the report noting that the results have been positive.

5.11.2 The Director of Customer Services advised that there is a reserves list as opposed to a waiting list for properties and this will be on a first come basis.

5.11.3 The Director of Customer Services advised that quality assurance checks have been completed as detailed in full in section 6 of the report. A separate report will be presented to the Board in November seeking approval to allocate properties to tenants connected to the Group.

5.11.4 The Director of Customer Services advised that a lettings plan has been developed for Block 14A as included in Appendix 2 of the report.

Discussion points:

Action notes:

Following discussion, Members noted and approved the Water Row Company Report.

For redaction:

5.12 Water Row Company Policies Report

5.12.1 The Director of Customer Services presented the Water Row Company Policies report in detail and noted amendments to the following existing policies:

- The Water Row Company Lettings Policy
- Water Row Company Rent Setting Policy

5.12.2 The Director of Customer Services highlighted the introduction of the following new policies:

- Water Row Company Deposits Handling Policy

Discussion points:

Action notes:

1. Following discussion, Members noted and approved the Water Row Company Policies report and recommendations at section 2 of the report.

For redaction:

5.13 HR Update Report July - September 2023

5.13.1 The GCEO presented the HR Update from 1 July to 30 September 2023 report in depth and highlighted the following areas in the report:

- a) Recruitment as mentioned in section 4.1 of the report noting that since the last report a Temporary Money Advisor has been successfully recruited. The Association is currently recruiting for a Director of Community Enterprises and a Customer Services Advisor;
- b) Redacted for confidentiality purposes.;

- c) Disciplinary and grievance as detailed in full in section 4.12 details there have been no disciplinary actions or formal Grievances raised during this period;
- d) Leavers as included in section 4.18 of the report noting 2 employees had left during the period for the reasons indicated in the report;
- e) Action/Improvement plan as detailed in Appendix 2 noting that a staff survey is currently underway and the results will be analysed and shared with the Board. The survey will be repeated in 12 months.

Discussion points:
1. Reasons for long term absences.

Action notes:
Following discussion, Members noted and approved the HR Update Report July - September 2023

For redaction:
5.13.1.b

5.14 Staffing Update Report

Redacted for confidentiality purposes.

Discussion points:

Action notes:
Following discussion, Members noted the Staffing Update Report and approved the recommendations at section 2 of the report

For redaction:
5.14

6. Reports for Discussion/Information

6.1 Financial Management Report for the 6 months to September 2023

6.1.1 The GCEO discussed the previously distributed Financial Management Report for the 6 months to September 2023 for information 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.

Discussion points:

1. Landscaping contract - meeting arranged for 9 November 2023 with Home Team to address concerns.

Action notes:

1. Following discussion, Members noted and approved the Financial Management Report for the 6 months to September 2023.
2. GCEO to clarify the Association performance ratio figure in relation to the health of the balance sheet at section 4.3.

For redaction:

6.2 Letter from Scottish Housing Regulator – RAAC

6.2.1 This letter was discussed under agenda item 5.3.1.j.

6.3 The Pensions Trust Update

6.3.1 The GCEO discussed the previously distributed The Pensions Trust (TPT) Update report noting that it provides an update on the current position with TPT who manage the Group’s pension schemes.

Discussion points:

Action notes:

Following discussion, Members noted the Staffing Update Report and approved the recommendations at section 2 of the report

For redaction:

6.4 Key Performance Indicators (KPI) Table

6.4.1 The Director of Customer Services presented the KPI table up to August 2023 and noted positive improvements.

6.4.2 The Director of Customer Services noted that there is an issue with HomeMaster reporting in relation to complaints and this is being addressed by IT.

Discussion points:

Action notes:

Following discussion, Members noted the KPI Table to August 2023.

For redaction:

6.5 RBS Loan (Water Row)

6.5.1 The GCEO advised that the RBS Loan for Water Row has now been finalised however the loan's fixed rate will be confirmed next week at a special meeting with the banks and the Association. However, it is likely that the rate will be slightly lower than that included in the budget.

6.5.2 The GCEO advised that there are several documents for the Vice Chair, as authorised signatory, to sign at the meeting today and the bank have requested that the following statement is included in the minutes due to legal requirements noting that although the reference to the 'Committee' is incorrect [should be [Board]], the bank is insistent that it remains as is:

EXTRACT FROM THE MINUTES OF A MEETING

of

THE COMMITTEE OF MANAGEMENT

of

GOVAN HOUSING ASSOCIATION LIMITED (the "Association") [convened and attended by contemporaneous telephone and video-conferencing] / [held at [Govan Housing Association Ltd, Head Office] on [26 October] 2023

PRESENT: [Colin Quigley (Vice Chair), Karen Russell (Secretary), Alice Connelly, Zulfqar Khan, Anne Fraser, Sophie Keast]

IN ATTENDANCE: [Caron Quinn (CEO), Kerry-Ann Wallace, Nicole Salmon, Laura Edwards]

APOLOGIES: [Gary Maguire (Chairperson), Steven McLachlan, Fiona Cochran, Stacey Dingwall, Avril Williamson]

CHAIR: Colin Quigley (the "Chair")

Restated Loan Facilities from The Royal Bank of Scotland plc (the "Bank") of up to circa £26.1 million

1. It was reported that the meeting of the Committee of Management of the Association had been duly convened and that a quorum was present.
2. The Chair advised the meeting that the Association's solicitors had been adjusting with the solicitors representing The Royal Bank of Scotland plc (the "Bank"), the terms of an amendment and restatement agreement (the "Amendment and Restatement Agreement") to be entered into among the Association and the Bank in order to give effect to a restated facilities agreement (the "Restated Facilities Agreement"), for the provision of loan finance of up to a total of circa £21.6 million, which will include an additional Facility F of £8.9 million.

3. The Chair advised that agreement had been reached between the Association and the Bank on the commercial terms of the proposed arrangements and that draft documents were currently being adjusted between the parties' solicitors. The purpose of the meeting was to consider the terms of the Amendment and Restatement Agreement and all related documentation and, if thought fit, approve and authorise the execution, delivery and performance of the latest drafts of the following documentation:
 - a. the Amendment and Restatement Agreement;
 - b. the Restated Facilities Agreement;
 - c. an Officer's Certificate to be given by a signatory of the Association in respect of the Amendment and Restatement Agreement;
 - d. the form of Standard Security to be used in order to grant in favour of the Bank standard securities over such properties as the Association and the Bank agree, in order to comply with the asset cover requirements of the Restated Facilities Agreement (the "Standard Securities");(together the "Documents").
4. It was reported to the meeting that in accepting and signing or authenticating the Documents and in borrowing the Total Commitments (as defined in the Restated Facilities Agreement) in full, the Association would not breach its rules or any existing contractual or statutory obligations and that the Association is fully empowered to enter into the Restated Facilities Agreement and to perform its obligations thereunder.
5. It was resolved as follows:-
 - a. that the Association enter into the Documents;
 - b. that the Association delegate authority to any one of [Gary Maguire, Colin Quigley, Caron Quinn] (the "Authorised Signatories"), to negotiate, finalise, approve and accept the whole terms and conditions of, and the transactions contemplated by, the Documents and any other document which they consider necessary or desirable in connection with the Documents.
 - c. that any one of the Authorised Signatories be and are hereby authorised to execute or authenticate the Documents on behalf of the Association and to execute or authenticate any other document which they consider necessary or desirable in connection with the Documents on behalf of the Association.
 - d. that any one of the Authorised Signatories be and are hereby authorised to sign and/or authenticate and/or despatch all documents, certificates and notices to be signed and/or authenticate and/or despatched by the Association under, or any other document which they consider necessary or desirable in connection with, the Documents.

- e. that the execution or signing or authentication of any of the Documents or any other documents referred to in this paragraph 5 may be by electronic means including, without limitation, by DocuSign.

CERTIFIED A TRUE EXTRACT of the Resolutions of the Committee of Management of Govan Housing Association Limited, none of which have been rescinded, revoked, varied or amended in any way.



Authentication/Signature

26th October 2023

Date

COLIN QUIGLEY

Name (in block capitals)

Vice Chair

Designation

7.0 Any Other Competent Business

- 7.1 The GCEO advised that the final version of the Articles for the Water Row Company have been prepared for the Vice Chair, as authorised signatory, to sign at the meeting today. No changes have been made to the draft Articles previously presented to the Board. The Board unanimously approved the signing of the Articles.

8. Date of Next Meeting

- 8.1 The date of the next full Board meeting is Thursday 30 November at 6.00pm.

CHAIRPERSON'S SIGNATURE:



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