

Dunbritton Housing Association Ltd.

**Minutes of Meeting of Management Board
Held at 6.00 pm on Wednesday 26 August 2020,
(via Zoom)**

Present: S. MacQuire (SMacQ) Chair; A. Tuach (AT) Vice-Chair; E. McCurdy (EMc); G. Mulvany (GMu) – part of the meeting; G. Morrison (GM); S. Aitken (SA);

In attendance: A Murphy CEO (AM); H. Maitz Finance Manager (HM); P. Sweeney Asset Manager (PS); D Wilson Corporate Services Manager (DW); R Murray Housing Services Manager (RM); Fettes McDonald (FMD) - part of the meeting; Steven Cunningham (SC) – part of the meeting; C Samain Corporate Services Assistant, minute taker (CS)

1. <u>Welcome, Apologies and Declarations of Interest</u>	ACTION BY
<p>SMacQ welcomed everyone and thanked them for their attendance. He advised the Board that the meetings are recorded.</p> <p>He reminded the Board that if they cannot attend a meeting, they should email him in advance of the meeting.</p> <p>Apologies were received from, B Walker (BW); C. Brabender (CB); J Smillie (JS);</p> <p>There were no declarations of interest.</p>	
2. <u>Minutes of Previous Meeting on 24 June 2020</u>	
<p>The Minutes were proposed as a correct record by AT and seconded by SMacQ.</p>	
3. <u>Matters Arising</u>	
<p>There were no matters arising from the last meeting held on 24 June 2020.</p>	
4. <u>Audit</u>	
<p>a) Annual Accounts Report</p> <p>HM introduced Stephen Cunningham of Alexander Sloan (External Auditors) who took the Board through the report in detail. This covered the Annual Accounts, Management Letter, the Letter of Representation, any main issues with the Accounts, Regulatory, Legal and Constitutional Issue and the Conclusion.</p>	

b) Annual Accounts

SC went through the Financial Statements in detail. There were some slight typo errors which will be changed, page 22 'Care and Repair' will be changed to 'Rechargeable Repairs and on page 23 the last line should read 'Scottish Housing Association.' FMD advised that on the final draft this will be changed.

c) Audit Management Letter

SC advised that for the audit for the year ending 31 March 2020 there are no issues identified that are required to be brought to the Board's attention.

5. Finance

a) Letter of Representation by Auditor

The letter of representation was **noted**.

b) DHA Response

The letter of response to Alexander Sloan was **approved**, and the Chair shall sign on behalf of the Board.

c) DCL Annual Accounts

The Annual Report and Financial Statements issued with the agenda were **approved**.

d) Management Accounts Report

HM updated the Board with a comparison between the estimated and actual financial position as at 30 June 2020. HM also confirmed that there are no issues in terms of loan covenant compliance.

GMu asked why there were savings on the 'Salaries.' HM explained that we had budgeted for a maternity leave and an admin post, neither of which were required. There have also been changes to the Management Team which have resulted in savings.

6. Chief Executive Officer

a) KPI Report

AM advised on the first quarter we were within target for the majority of areas, however there were a couple of exceptions which were highlighted to the Board;

- Annual Gas Safety – One gas service has been missed, as the tenant was shielding due to Covid-19. This was notified to the Regulator, however, we have now established that missed services due to Covid do not require to be notified.
- Days to let - Time to re-let has been significantly delayed during the Covid-19 outbreak. This affected two lets. Q1 is likely to have had the highest impact during phase 1 of the lockdown, and we expect this to improve in future quarters.
- Factoring Arrears - During the period of lockdown, we did not send reminder letters to factored clients, this has resulted in a slight increase in our arrears. However, the debt chasing has now resumed.

FMD and SC left the meeting at this stage.

b) Harbour Development

AM provided the Board with an update in relation to the delayed handover of the development. The development was scheduled for the end of June but has been delayed due to lockdown. The variation agreement provided for an extension till the 22 September 2020.

Marshalls has detailed a new handover date of the end of October. The contract provides for damages (L&As), however, we could face legal challenges and any damages may be absorbed in legal costs.

The Board **approved** the decision to accept October as the handover date without applying the L&A's, however, this decision would be revised if it went past October.

An additional recommendation was **approved** by the Board for a Learnings report to be prepared for future developments.

c) Corporate Plan - Board Away Day

AM proposed that we have a two-hour zoom meeting with the Board in order to go through the Strategic Objectives in order to form a base for the Corporate Plan.

The Board **approved** the hosting of a Zoom meeting for the Board Away Day.

d) Covid-19

AM provided the Board with an update in relation to the impact on the Association of COVID-19.

It was suggested and **approved** by the Board that a letter of thanks be sent to all of our Contractors who have helped us as an Association during Covid-19.

Post meeting note:

A signed letter by the Chair has been sent to all relevant contracts.

e) Pension

AM confirmed that the Pension consultation has been completed; three members of staff will be moving from the final salary pension to the defined contributions pension scheme. AM advised that HM is working with pensions trust and we envisaged that the new pensions will commence from September.

The report was **noted**.

6. Corporate Services & Governance

a) Membership applications and Cancellations

DW advised that there was no new applications and no cancellations.

The report was **noted**.

b) Secretary report on Compliance with rules 62-67

DW confirmed that we are compliant with rules 62 to 67 (the compiling of minutes, the use of the seal and the registration of members).

The report was **noted**.

c) AGM arrangements

DW advised the Board of the new model rules supplied by SFHA and TC Young. The Board agreed that the new rules may be taken to the members for a vote in a Special General Meeting.

The Board discussed the optional rules, being:
Allowing the organisation to appoint Board Members;
Staff being allowed to be Board Members;
The prevention of Board Members that are relatives;
Payments to Board Members;
The provision for remote AGMs;

It was agreed that only the provisions for the prevention of Board Members that are relatives and the option of hosting remote AGMs shall be adopted in the new rules to be taken to the members.

<p>GMu left the meeting at this stage.</p> <p>8. <u>Housing Services</u></p> <p>a) Welfare Reform update.</p> <p>RM gave an update to the Board.</p> <p>The report was noted.</p> <p>9. <u>Policies</u></p> <p>9.a.1 Complaints and Behaviour Policy</p> <p>The Complaints and Behaviour Policy issued was approved.</p> <p>9.a.2 Domestic Abuse Policy</p> <p>The Domestic Abuse Policy was approved.</p> <p>b) Updated Policies (with track changes)</p> <p>9.b1. Health and Safety Policy</p> <p>The Health and Safety Policy was approved.</p> <p>9.b.2 Code of Conduct for Board Members</p> <p>The Code of Conduct for Board Members Policy was approved.</p> <p>9.b.3 Standing Orders</p> <p>The Standing Orders Policy was approved.</p> <p>9.b.4 Entitlements and benefits</p> <p>The Entitlements and benefits Policy was approved.</p>	
<p>10. <u>A.O.C.B.</u> (any items to be notified to the Chair in advance of the meeting)</p> <p>AM advised on stage 2 adaptations at Dumbarton Harbour. The 14 properties which have been allocated to Key Housing require adaptations, due to the timing of this, some properties have already had bathrooms etc. fitted. The adaptations will be in the region of 90k. Allan has been in contact with the Scottish Government to seek funding and avoid these being stage 3 adaptations. PS and AM will work with Gregor Cameron, Key and Marshall Construction to</p>	

<p>ensure we have a full and complete submission to the Scottish Government.</p> <p>SMacQ, on behalf of the Board, passed on his thanks to AM for all of his hard work with regards to the Dumbarton Harbour Development.</p> <p>RM brought up the matter of three applications where there is a relation to staff or Board Members.</p> <p>The offers were considered and approved.</p>	
<p>11. Date of next meeting – 23 September 2020 AGM</p>	