

**Dunbritton Housing Association Ltd.
Minutes of Meeting of Management Board
Held at 6.00 pm on Wednesday 18 August 2021
Via Zoom**

Present: S. MacQuire (SMacQ) Chair; A. Tuach (AT) Vice-Chair; E. McCurdy (EC); C. Chalk (CC); G. Mulvaney (GMU); G. Morrison (GM); A. Cameron (AC).

In attendance: A. Murphy (AM) CEO; R. Murray (RM) Housing Services Manager, D. Wilson (DW) Corporate Services Manager; P. Sweeney (PS) Asset Manager; H. Maitz (HM) Finance Manager; G. Cameron (GC) Gregor Cameron Consultants; S. Cunningham (SC) Alexander Sloan; F. McDonald (FMD) FMD.

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| <p>1. <u>Welcome, Apologies and Declarations of Interest</u></p> <p>SMacQ welcomed everyone and thanked them for their attendance. He advised the Board that while the Board meetings are recorded, the recording is destroyed once the approved minutes are posted onto the website.</p> <p>Apologies were received from, J. Smillie (JS); S. Aitken (SA);</p> | <p>ACTION BY</p> |
| <p>2. <u>Minutes of Previous Meeting 23 June 2021</u></p> <p>The Minutes were proposed as a correct record by AT and seconded by EC.</p> | |
| <p>3. <u>Matters Arising (from the 23 June meeting)</u></p> <p>AM gave an update under Page 1 matters arising. AM confirmed that Shona Robison, Cabinet Secretary for Social Justice, Housing and Local Government declined to meet with regards to pursuing revenue funding loss. AM confirmed that the response that was received has been since circulated to the Board.</p> <p>AM also advised that under “HR – Confidential” it had previously been agreed that the minutes of the Staffing Sub Committee would be circulated to the Board. This has yet to be done and these will be sent out to the Board along with the minutes for this Board meeting on 18 August 2021.</p> | |
| <p>4. <u>Chief Executive Officer</u></p> <p>a) KPI Board Report</p> <p>AM gave the Board an update on the first quarter’s results. AM advised that overall, the performance has been good. AM confirmed that most of the performance figures throughout the year have come within the upper quartile.</p> | |

AM reminded the Board that the KPIs will be reviewed at the October Board Meeting. AM confirmed he will speak to all of the Management Team to look at the targets set, after which he will bring back any proposed changes to the Board.

AM advised that under point 10 'Completed first time', we are still awaiting the top quartile figure coming through for last year.

SMacQ on behalf of the Board thanked all departments for their hard work and performance throughout the year.

b) Development Update

GC updated the Board on the current development programme.

GC gave a brief update on all other developments within our development programme:

Former Dumbarton Cottage Hospital (10 units)

Helensburgh Golf Club (Main Site) (62 units)

Helensburgh Golf Club (18th Tee) (16 units)

Golfhill Drive (8 units)

Dumbain Road – Phase 2 (44 units)

Jeanie Deans (12 units)

Cardross (37 units)

GM raised the importance of ensuring that, where there is a hybrid development of social and private properties, it should be ensured that all properties are of the same quality. GC confirmed that all properties will be developed with the same materials etc, and indeed DHA's properties will have a larger footprint.

GC left the meeting at this stage.

Part of this development update was confidential and has been retained for publication

c) Board Away Day

AM suggested that as the restrictions have been reduced we could consider arranging a Board Away Day.

SMacQ will look to speak with the Board (post AGM) to have some suggestions as to going forward with the Board Away Day. The Board briefly discussed this and agreed that their preference would be to have this in person, within the office, observing Covid safety requirements.

SMacQ asked all of the Board to feedback to himself with regards to their thoughts on the Board Away Day.

AM also advised that he would speak with the Management Team, the Board and Linda Ewart (Housing Consultant) with regards to the key areas everyone feels should be discussed at the Board Away Day.

d) Risk Register update

AM gave an overview of the Risk Register, which had recently been approved by the Audit & Risk Committee. AM advised that the Risk Register is a document that is reviewed and updated on a regular basis with AM and the Management Team.

Following discussion, the Board noted the contents of the report.

d i) Risk Register 2020-21 Management Action Plan

AM advised the Board that the Risk Register is continuously updated to reflect new risks as well as to remove risks that have now been fully mitigated.

e) Disposals

AM advised that at this time there were 6 potential properties that could be considered for disposal due to disrepair. He confirmed the properties were being valued and he will update the Board at the October meeting.

AT thought we only had 4 properties in Dumbarton High Street and PS confirmed that there are 3, and 3 on Castle Street. AM advised that if there were any tenants in situ this matter would require to be notified to the Regulator.

AT also advised the Board of the poor condition in general of High Street. AM also confirmed that some of the properties are now vacant and will not be re-let until the Board decides if we should proceed with disposal.

f) COVID – Office reopening

AM updated the Board and advised that following discussion with the Management Team and with all staff at the recent staff meeting, it was intended to open the office to the public from Monday 23. He further updated the Board on the H&S processes in place to ensure staff safety both in the office and whilst carrying out work in tenants homes and in our estates.

g) Review of Posts

AT updated the Board on the recent Staffing Sub Committee meeting. He detailed that the Committee considered and agreed to a request to increase the hours of some posts.

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| <p>AM explained that three posts have been increased by ½ hour per day for 4 days per week, for cover for reception and our phones during lunch hours.</p> <p>AM also advised that the post of Housing Services Assistant will be increased from 17 ½ hours to 35 hours per week due to the 150 units which have been developed at the Dumbarton Harbour.</p> <p>AM confirmed that the costs – due to savings in other staffing costs - can be contained within the current staffing budget.</p> <p>Following discussion with AT it was agreed that all of the Board will receive the paper and minutes from the Staffing Sub Committee meeting that was held in relation to the review of these posts.</p> | |
| <p><u>5. Finance</u></p> <p>a) Annual Accounts report (report attached for noting)</p> <p>HM introduced the Year-end Finance reports highlighting the Board of Managements responsibilities when considering annual financial statements for the year, the management letter received from the external auditors, a response from the Association to the management letter, and the letter of representation to be sent from the Association to the external auditors. Regulatory, Legal and Constitutional Issue and the Conclusion.</p> <p>HM introduced Stephen Cunningham of Alexander Sloan (External Auditors) he took the Board through the report in detail covering the financial statements, and the Management Letter from the auditors.</p> <p>SC spoke the Board through the Annual Accounts.</p> <p>b) Annual Accounts (report attached for approval)</p> <p>SC presented to the Board the Financial Statements and detailed that there were no issues to report. SC confirmed it was another clean audit for the year.</p> <p>c) Audit Management Letter (report attached for approval)</p> <p>SC advised that the audit for the year ending 31 March 2021 had no issues identified were required to be brought to the Board's attention.</p> <p>The letter attached was approved by the Board.</p> <p>d) Letter of Representation to Auditor (report attached for noting)</p> <p>HM explained that the external Auditor requests, on an annual basis, that the Board signs a Letter of Representation (provided by the auditors). HM advised that this is to allow the Board to declare in writing that the Financial Statements and other presentations to the auditors are sufficient and appropriate to the best of the Boards knowledge.</p> | |

The Board agreed that they are happy for the Chair and Secretary to sign the letter.

The letter of representation was **noted**.

e) DHA Response

HM asked the Board to approve the letter of response to Alexander Sloan.

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

f) DCL Annual Accounts

HM confirmed that there is nothing to report, and no changes have been made within the DCL Annual Accounts.

The report was **approved** and the Chair and Secretary shall sign this.

g) Management Accounts report

HM updated the Board with a comparison between the estimated and actual financial position as of 30 June 2021. HM also confirmed that there are no issues in terms of loan covenant compliance.

The Management Accounts were **approved**.

h) Management Accounts Quarter 1

HM updated the Board and highlighted the main variances of the first quarter from the Statement of Comprehensive Income and Statement of Financial Position.

The report was **noted**.

h i) Appendix to Management accounts appendix

PS spoke the Board through the changes to the cycle changes affecting the quartile spend profile and the action taken to mitigate fire risk affecting quartile spend.

The report was **noted**.

i) Loan Portfolio report to SHR

FMD spoke the Board through the details of the loan portfolio at year-end highlighting the main points.

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| <p>FMD also assured the Board that there are no issues in terms of covenant compliance to 31 March 21.</p> <p>AT enquired what value the SHR drew from this and if the report identifies areas where there may be issues. FMD confirmed it was mainly so the SHR could show that they have met their Covenants duties and could retain a knowledge of debt and borrowing across the sector.</p> <p>The Loan Portfolio to SHR was approved.</p> <p>j) Libor</p> <p>FMD gave the Board a brief update on Libor Transition. FMD advised that Libor will be phased out as of December 2021 which will be replaced by various alternative risk-free rates.</p> <p>FMD advised we have Libor Loans with Bank of Scotland and Santander. These loans will transition over and shall be linked to another rate. AM, HM and SMacQ, have been involved with the BOS and that we expect these loans to be moved across to Bank of England base rate.</p> <p>FMD confirmed with regards to discussions with our solicitors, AM, HM & SMacQ that we will move from Libor to Bank of England base rate if the Board agree. GMU detailed that he saw no issues with this change.</p> <p>Following a discussion, it was approved to move from Libor to the base rate for the BOS loans.</p> <p>GMU, SC, and FMD left the meeting at this stage.</p> | |
| <p><u>6. Corporate Services & Governance</u></p> <p>a) Membership Applications and Cancellations</p> <p>DW updated the Board that there have been 2 new applications to become members of the Association. DW advised as there was a conflict of interest as CC is a Co-Optee and his Membership was asked to be approved he was asked to leave the meeting until the report was approved by the Board.</p> <p>The applications were approved.</p> <p>CC re-joined the meeting.</p> <p>Post-meeting note: Following the meeting, DW e-mailed the Board and advised that we had received an application for Membership on 19 August. The Board agreed to approve this Membership application in advance of the AGM to be held on 22 September.</p> <p>b) Secretary report on Compliance with rules 62-67</p> | |

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| <p>DW (as secretary) assured the Board that Rules 62-67 are being followed. DW detailed that due to the Covid requirements the minutes are being signed digitally, then in person as and when possible by the Chair.</p> <p>The report was noted.</p> <p>c) AGM Arrangements</p> <p>DW updated the Board with the potential AGM arrangements. He detailed that the rules, following last years update, allow for the meeting to be held via Zoom, or a hybrid thereof. The Board agreed to the AGM being held via Zoom with the capacity for some Board Members to attend the office in person.</p> <p>The AGM will be held on 22 September 2021 via Zoom to which the invitations have already been sent out to all members.</p> <p>AT asked if any Board Members were required to stand down, and DW confirmed that the rules require that 1/3 of the Board shall stand down, and unless there are more applications to join the Board than there are places, these members shall be re-elected. DW confirmed he has contacted the relevant longest-serving members to advise them of this process.</p> <p>d) Assurance Statement/Evidence Bank</p> <p>DW confirmed that the Board shall again be required to submit the Assurance Statement to the SHR by the end of October. This requires that the Board are assured that the Association are complying with the Regulatory Standards. To help the board draw this assurance the Corporate Services team have created an online evidence bank as part of the website. DW confirmed that all of the Board logins will be emailed out to them over the next week to allow them to explore the new evidence bank.</p> | |
| <p><u>7. Asset Management</u></p> <p>a) Procurement Approved Tenders</p> <p>PS gave the Board an overview on the Procurement Tenders awarded between 1 January 2020 to 31 July 2020.</p> <p>The report was noted.</p> | |
| <p><u>8. Housing Services</u></p> <p>a) Write Off Report</p> <p>RM asked the Board to approve the write-off report.</p> <p>The report issued with the agenda was approved.</p> | |

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| <p>b) West Dunbartonshire Rapid Rehousing Transition Plan</p> <p>RM updated the Board of the proposal to change the percentage of our available stock to be used to rehouse homeless applicants within the West Dunbartonshire side of our area of operation to 50%. Following discussion, RM intimated to the Board what is “inclusive” in the report and what is meant by the term Rapid Rehousing.</p> <p>The Board approved this change to the homeless percentage of allocations.</p> | |
| <p>9. <u>Policies</u></p> <p>a) New Policies</p> <p>9.a.1) Estate Management Policy</p> <p>The Estate Management Policy was approved.</p> <p>b) Updated Policies</p> <p>9.b.1) Data Management Policy</p> <p>DW detailed to the Board the changes to GDPR with regards to elected officials, and the updates in FOI and how these have been incorporated into the Policy.</p> <p>The Data Management Policy was approved.</p> <p>9.b.2) Attendance Management Policy</p> <p>The Attendance Management Policy was approved.</p> | |
| <p>10. <u>A.O.C.B</u></p> <p>SMacQ thanked all the Board and Staff for their assistance and hard work over the year.</p> <p>The meeting closed at 19:30.</p> | |
| <p>11. <u>Date of next meeting</u></p> <p>AGM - 22 September 2021</p> | |