

**CLYDESDALE HOUSING ASSOCIATION LIMITED**

Minute of the Management Committee meeting held in the Associations Office and via Video Conferencing on Wednesday the 25<sup>th</sup> of September 2024 at 18:30

Present: Deborah Hay  
Hazel Galbraith, Vice Chairperson  
John Lockhart, Treasurer  
Jonathan Main  
Lesley McDonald  
Maggie Botham, Chairperson  
Ross Gowland  
Ruth McElhinney  
A quorum was achieved.

In Attendance: The Chief Executive (CEO)  
Elizabeth Miller, Corporate Services Officer (CSO) minute

**1. Appointment of Office Bearers**

The CEO welcomed everyone to the meeting and advised that they would chair the meeting until the appointment of the Chairperson.

**Appointment of Chairperson**

The CEO asked Committee for nominations for the position of Chairperson. Maggie Botham noted their interest in continuing in the position of Chairperson. This was seconded by Hazel Galbraith. There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed Maggie Botham as Chairperson for the next 12-month period.

The CEO asked the Chairperson to chair the meeting.

**Appointment of Vice Chairperson**

The Chairperson asked Committee for nominations for the position of Vice Chairperson. Hazel Galbraith noted their interest in continuing in the position of Vice Chairperson. This was seconded by John Lockhart There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed Hazel Galbraith as Vice Chairperson for the next 12-month period.

### Appointment of Secretary

The Chairperson asked Committee for nominations for the position of Secretary. Although not at the meeting Agne Zasinaite had previously noted their interest in continuing in the position of Secretary at their appraisal. This was seconded by Ruth McElhinney. There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed Agne Zasinaite as Secretary for the next 12-month period.

### Appointment of Treasurer

The Chairperson asked Committee for nominations for the position of Treasurer. John Lockhart noted their interest in continuing in the position of Treasurer. This was seconded by Hazel Galbraith. There were no other interests noted.

- In accordance with the Association's Standing Orders, Management Committee appointed John Lockhart as Treasurer for the next 12-month period.

### Authorised Signatories

The Chairperson advised that as there were no change to the Office Bearers, Committee did not need to review the schedule of Authorised Signatories.

## 2. Apologies

Apologies were received from Agne Zasinaite, Brian McNally, Gabrielle McElhinney, Gillian Anderson, Jacqueline McCutcheon & Ken Greenshields.

The Chairperson advised that due to work commitments Sharon Egan had resigned from Committee. Committee and the CEO discussed how best to fill the vacant roll. It was agreed that Committee will revisit the matter at the meeting scheduled to take place on the Wednesday the 11th of December 2024.

## 3. Previous Meeting Minutes & Matters Arising

The minute of the Committee meeting held on the 28<sup>th</sup> of August 2024 was checked for accuracy.

- Agenda Item 11, Life Assurance - Committee asked that the minutes be updated to include their decision that the Staffing Sub-Committee convene a meeting to discuss the duration and benefits of the staff package and report back to the full Management Committee on their findings and recommendations. The CEO was asked to research details of what offerings are made across the sector for comparative purposes.

Committee approved the amended version of the minute of the 28<sup>th</sup> of August 2024.

As per section 62 of the Association's rules, the Chairperson authorised the CSO to insert their electronic signature to the amended minute as conclusive evidence that the minute of the meeting held on the 28<sup>th</sup> of August 2024 are a true record of the proceedings at that meeting.

**Matters Arising.**

There were no matters arising.

**Agreement on Items for A.O.C.B.**

The Chairperson asked Committee and staff if they had any other competent business to discuss at agenda item 16. There were no items to discuss under A.O.C.B.

**4. Conflicts of Interest**

There were no conflicts of interests.

**5. Notifiable Events**

The CEO presented the report to Committee and advised that the purpose of reporting notifiable events is a positive step and a key part of Committee being responsible and accountable for the running of the Association. The CEO advised they had no further updates to report.

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| i) Committee considered the report and agreed that the actions of the Association have been satisfactory in relation to Notifiable Events. |
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**6. Actions from Previous Meetings**

The CEO presented the report to Committee. They advised that the purpose of the report is to ensure that items identified for action at Management Committee and Audit Sub-Committee meetings are a) followed up on, and b) reported to Committee to confirm the follow up. The CEO advised they had nothing further to add to the report content.

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| i) Committee considered the Actions from Previous Meetings Report and agreed progress is satisfactory. |
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**7. Health & Safety**

The CEO told Committee that the purpose of this item was to provide an update on Health and Safety issues affecting the Association's duty of care to ensure a safe working environment under the Health and Safety at Work Act 1974. They advised there no updates to report.

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| i) Committee considered the Health & Safety Update Report and agreed progress is satisfactory.                                       |
| ii) Committee considered the Health & Safety Policy Statement and approved the final version for adoption by CHA with no amendments. |

**8. Governance Issues**

Due to the full agenda and the possibility that the meeting may last longer than the allotted 2 hours (as per Association rule that meetings must not last longer than two

hours unless at least two-thirds of the Members present agree after the end of that time to continue the meeting) the Chairperson requested Committees approval to move agenda items 8.6, New Committee Member Guide & 8.7, Model Committee Role Descriptions, to after agenda item 13.2 at which point they will determine if there is adequate time to discuss these items. Committee agreed to the Chairperson's request.

### 8.1 Code of Conduct – Annual Signing

The Chairperson told Committee that the purpose of this item was to provide Committee with an update on Management Committee members annual signing of CHA's Code of Conduct for Governing Body Members (the Code) confirming that they will uphold the requirements of the Code.

The Chairperson thanked all Management Committee Members for responding positively to the survey confirming their agreement and acceptance of the Code.

- i) Committee noted all Committee Members' agreement and acceptance of CHA's Code of Conduct for Governing Body

### 8.2 Sub-Committee Membership

The CEO told Committee that the purpose of report is for Management Committee Members to consider current and future membership of each Sub-Committee to achieve a preferred minimum number of 5 Members for each. Committee discussed:

- Membership of the Audit & Risk Sub-Committee – It was agreed that the membership of this sub-committee remain largely unchanged: John Lockhart, Maggie Botham, Gillian Anderson, Lesley McDonald and Brian McNally. Hazel Galbraith was also appointed to the sub-committee.

Management Committee reappointed John Lockhart as Chair of the Audit and Risk Sub-Committee.

- Membership of the Staffing Sub-Committee – It was agreed that the membership of this sub-committee would remain unchanged: Jacqueline McCutcheon, Maggie Botham, Gillian Anderson, Hazel Galbraith, Ruth McElhinney and Agne Zasinaita.

Although not in attendance at the meeting, it was noted during their appraisal that it was Jacqueline McCutcheon's intention to remain as Chair of the Staffing Sub-Committee – Jacqueline McCutcheon was subsequently reappointed as Chair of the Staffing Sub-Committee.

- New Committee members and Sub-Committee and Working Group membership – Committee agreed that new Committee members were welcome to join Sub-Committee's and Working Groups. They noted that some new Committee members may wish to review membership of Sub-Committee's and Working Group's after their induction sessions with the Management Team. A further induction session on the remit of the Sub-Committee's/Working Groups and the roles of the Sub-committee/Working Group members and could take place, if required.

- i) Committee considered current and future membership of each Sub-Committee to achieve a preferred minimum number of 5 Members for each.

- ii) Committee agreed the membership of each Sub-Committee as noted in the minute.

### 8.3 Committee Training Plan

The CSO told Committee that the purpose of report is to provide Management Committee with a summary of training events that have taken place from the 1<sup>st</sup> of April 2024 to September 2024 based on recommendations from Management Committee members and from the annual one-to-one meetings.

They advised Committee that new Committee members and their Buddies had received invitations to the induction sessions with the Management Team. They told Committee that the sessions are open to all and if anyone wished to attend to let them know.

- i) Committee considered and agreed that progress made against Governance Standard 6 is satisfactory.
- ii) Individual Learning Statements (ILS):
- o Management Committee members agreed to update their ILS to reflect training activity they have undertaken.
  - o Management Committee members agreed to review their ILS and identify any further training required.

### 8.4 Exercise of Delegated Authority

The CEO told Committee that the purpose of report is to give details on the Association's adherence to the Scheme of Delegated Authority contained within the Standing Orders. The CEO gave Committee an overview of the report content and advised they had no further updates to report.

- i) Committee considered the report and Appendix's that detailed the levels of adherence to the Scheme of Delegated Authority contained in CHA's Standing Orders.
- ii) Committee agreed that the reported level of compliance against the Scheme of Delegated Authority was satisfactory.

### 8.5 Annual Returns 2024

- Office of the Scottish Charity Regulator (OSCR)
- Financial Conduct Authority (FCA)

The CEO told Committee that the purpose of report is to provide them with a copy of the completed 2024 Annual Returns to OSCR and the FCA for Management Committee approval. The CEO gave Committee details of the content for each return.

- i) Committee noted the content of the report and the 2024 Annual Returns to OSCR and the FCA.
- ii) Committee approved the submission of the 2024 Annual Returns to OSCR and the FCA.

## 9. Strategy

### 9.1 2022/2025 Business Plan Progress

The CEO told Committee that the purpose of report is to provide Committee with the progress made against the Strategic Objectives contained in the 2022/25 Business Plan. The CEO told Committee that they had no further updates to the report content. Committee discussed:

- Strategic Objective 1 Develop a Digital Strategy – migration infrastructure to SharePoint
- Strategic Objective 2, Assess viability of one new housing project:
  - [REDACTED] – The CEO gave Committee an update on the meeting they had with [REDACTED] on the 18<sup>th</sup> of September 2024.
  - South Lanarkshire Councils' Strategic Housing Investment Plan's development priorities 2024-2029.
  - Land supply in development priority areas.
  - Housing needs and demand in rural areas.
  - the opportunity to work with [REDACTED] as a stakeholder in [REDACTED]. The CEO gave Committee details of the meeting they recently held with the [REDACTED] and the progress of the application made for feasibility study funding.

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| i) Committee considered the progress made against each Strategic Objective from the 2022/25 Business Plan and agreed this was satisfactory. |
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### 9.2 Risk Management

The CEO presented the report to Committee. They advised that the purpose of the report was to identify, measure and report on activity for controlling Strategic and Operational Risks facing the Association. The CEO advised that the risk maps and logs were discussed at the Audit & Risk Sub-Committee meeting held on the 28<sup>th</sup> of August 2024. Committee discussed:

- Operational Risk Map, Net zero investment requirement potentially incompatible with future rent affordability – The CEO advised that the DCE and the FM would discuss this matter at the Business Planning Day. They will give Committee details of the outcomes of the sensitivity tests they are carrying out and thereafter the impact this would have on the Association 30 years business projections.

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| i) Committee considered the report and the risk management documents and agreed that CHA's arrangements for risk management are acceptable. |
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### 9.3 Asset Management Strategy

The CEO told Committee that the purpose of report is to provide a summary on performance against the priorities set in the 2023/2026 Asset Management Strategy progressed in 2023/2024. The CEO told Committee that they had no further updates to the report content.

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| i) Committee discussed and agreed that progress against the priorities is satisfactory. |
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#### 9.4 Workforce Planning

The CEO told Committee that the purpose of report is to provide Committee with details on the progress made against the workforce planning proposals that were approved as part of CHA's 2022/25 Business Plan.

- Page 2 - Staff Attendance.
- Review of workforce planning proposals by Staffing Sub-Committee after development of new Business Plan.

i) Committee noted the content of the report and agreed progress in workforce planning has been satisfactory.

#### 9.5 Tenant Participation Strategy

The CEO told Committee that the purpose of report is to present a reviewed version of the Association's Tenant Participation Strategy Action Plan for approval and review the current proposed engagement plan with tenants and customers for the year 2024/2025. Committee discussed:

- Tenant engagement methods and the response rate of each method.

i) Committee considered the report and the reviewed version of the Tenant Participation Strategy Action Plan and Engagement Plan and agreed they are appropriate and fit for purpose.

#### 9.6 Tenancy Sustainment Strategy Update

The CEO told Committee that the purpose of report is to report on progress made against activities contained within the Associations Tenancy Sustainment Strategy that was implemented in March 2023. The CEO gave Committee an overview of the report content and advised they had no further updates to report.

- i) Committee considered this report and the Tenant Sustainment Action Plan.
- ii) Committee agreed that progress against the Tenancy Sustainment Action Plan has been satisfactory.

#### 9.7 Stakeholder Communication Plan

The CEO told Committee that the purpose of report is to give Committee details of the stakeholder analysis conducted as part of the 2022/25 business planning process and sets out progress made against the stakeholder communications plan.

- i) Committee considered the stakeholder communication plan.
- ii) Committee agreed that progress against the stakeholder communication plan has been satisfactory.

#### 10. Quarterly Management Accounts to 30 June 2024

The CEO told Committee that the purpose of report is to give Committee a summary of the Management Accounts for the period to 30 June 2024. Committee discussed:

- Net rent and service charge income due.
- Factored owner charges.

i) Committee approved the Management Accounts for the period to 30 June 2024.

## 11. Treasury Management

### 11.1 Quarterly Report

The CEO told Committee the Quarterly Treasury Management Report covers treasury management activities in the quarter and provides an update on the Association's borrowings and investments at the end of the quarter. Committee discussed:

- Loan repayments.
- Variable loans converted to fixed rate loans

i) Committee considered and discussed the content of this report.

## 12. Annual Treasury Management Report

The CEO told Committee that the purpose of the Annual Treasury Management Report is to give information on 1) covenant compliance at the financial year end, 2) compliance with the Treasury Management Policy, 3) submission of all required reports and returns to SHR and lenders and 4) any relevant internal audit reports.

The CEO told Committee they had no updates to the report content.

i) Committee noted the content of the report.

## 13. Policy Reviews:

### 13.1 Standing Orders Review

The CEO told Committee that the purpose of the policy reviews is to review the Standing Orders to remove all external audit responsibilities from the Sub-Committee's Terms of Reference, Committee discussed:

- The benefits of tracked changes on the policies being reviewed.
- How CHA operates against the Standing Orders.
- Leave of Absence procedures and Management Committee members availability for Management Committee meetings.

i) Committee reviewed the draft Standing Orders and approved the final version, with no amendments, for adoption by CHA.

### 13.2 Risk Management Policy

The CEO advised Committee that in line with CHA's policy review schedule, the Risk Management Policy has been updated to reflect the Scottish Housing Regulator's draft business planning guidance. Committee discussed:



- The Draft Risk Management Policy, page 4, section 3, Risk Appetite – after discussion Committee agreed that the CEO will review this section of the policy in partnership with the Chair and present an amended version for consideration at the 30 October Committee meeting.

#### **14. Customer Experience Case Study – verbal report**

The Chairperson advised that this agenda item will not be discussed at this meeting. This item will be discussed at the meeting scheduled to take place on Wednesday the 30<sup>th</sup> of October 2024.

Committee agreed that agenda items 8.6 New Committee Member Guide & 8.7 Model Committee Role Descriptions will not be discussed at this meeting. These items will be discussed at the meeting scheduled to take place on Wednesday the 30<sup>th</sup> of October 2024.

#### **15. Membership Additions & Removals**

The CSO told Committee that the purpose of this report is to present progress made against Association rule 7.2, Applying for membership and 11.1, Ending your membership.

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| <ul style="list-style-type: none"><li>i) Committee considered the applications received from [REDACTED] and agreed to their memberships being entered in the Register of Members.</li><li>ii) Committee considered and agreed to cancel the 26 members shares and record the ending of their memberships in the Register of Members.</li><li>iii). Committee noted the proposals for increasing membership numbers.</li></ul> |
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#### **16. AOCB**

There was no AOCB to discuss.

The Chairperson thanked everyone for attending the meeting.

The meeting was closed at 20:20.