

**Meeting of the Board of Management to be held on September 24th 2019
at 6pm at 423 London Road, Glasgow, G40 1AG**

AGENDA

1. **Apologies**
2. **Composition of Board of Management to September 2020.** **For decision**
3. **Selection of Office Bearers** **For decision**
 - a) Chair
 - b) Vice Chair
 - c) Secretary
4. **Minute of meeting held on 13 August 2019** **For approval**
5. **Matters arising from meeting of 13 August 2019**
6. **Appointment to Sub-Committee, subsidiary companies, working group and external bodies** **For decision**
 - a) **Audit and Risk Sub-Committee:** We require a minimum of three and a maximum of eight Board of Management members. In addition the Board require to approve the appointment of Robert Kelly as the Chair
 - b) **Staffing Sub-Committee:** We require a minimum of three and a maximum of eight Board of Management members. (Next meeting 12th November)
 - c) **Thenue Trust:** currently Chairperson, Joint Vice Chairs, Charlotte Levy, Head of Finance and Chief Executive
 - d) **Thenue Housing Services:** currently William Redmond, Elizabeth Reilly, John Russell, Owen Stewart and Charles Turner; propose to replace Elizabeth Reilly with Eleanor Derbyshire
 - e) **Thenue Communities:** proposed Board membership is Eleanor Derbyshire, Charles Turner, Betty Cosgrove, Cathie Martin, Mary McPherson, Joan Soutar and Thomas John McDougall
 - f) **Pensions Working Group:** currently Howard Mole, George Alexander, Willie Redmond, Charlotte Levy and Owen Stewart, (meetings required October 2019 through to January 2020)
 - g) **Employers in Voluntary Housing, (EVH):** currently George Alexander
 - h) **Scottish Federation of Housing Associations (SFHA):** currently Charles Turner
7. **Code of Conduct, Health and Safety, and equal opportunities monitoring:**
 - a) Code of conduct for Governing Body members
 - b) Health and Safety responsibilities for Board of Management members
 - c) List of authorised suppliers
 - d) Declarations form (available at meeting and separate attachment) **For signing**
 - e) Equal opportunities monitoring form (available at meeting and separate attachment) **For signing**

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| 8. | Various Policy Reviews: | For decision |
| | 8.1 Allocations and void policy handbook, (last reviewed February 2017) | |
| | 8.2 Finance Policy Handbook, (last reviewed February 2017) | |
| | 8.3 Health and Safety policy statement, (reviewed annually) | |
| 9. | Regulatory engagement | For decision |
| 10. | Thenue Housing Association rules – review | For decision |
| 11. | Review of housing bad debts | For decision |
| 12 | Procurement:- | For decisions |
| | 12.1 Kitchen and boiler replacement tender report | |
| | 12.2 Cyclical painter work contract | |
| 13 | Annual Treasury Management Strategy 2019/20 | For decision |
| 14. | Chief Executive’s report | For decision |
| 15. | Subsidiary company minutes | For information |
| | 15.1 Thenue Communities 12 August 2019 # | # = draft |
| | 15.2 Thenue Housing Services 13 August 2019 # | |
| | 15.3 Thenue Trust 13 August 2019 # | |
| | 15.4 Health & Safety Committee 9 September 2019 # | |
| 16. | Any other competent business | |
| 17. | Résumé of meeting | For discussion |
| 18. | Date of next meeting – Tuesday 29 October 2019 at 6.00 pm | |

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 24 September 2019 at 6.00pm
within 423 London Road, Glasgow, G40 1AG**

Present: Derek Quinn (Chairperson), George Alexander, Abdifatah Hayde, Charlotte Levy, Howard Mole, Florence O'Hale, Willie Redmond and Owen Stewart

Attending: Charles Turner, John Russell, Eleanor Derbyshire, Sharon Craig-McLeary, Paola Doyle and Ray Macleod

Derek Quinn welcomed Board members and requested mobile phones were silenced or switched off and advised Charles Turner would chair the meeting until the new Chairperson was elected.

1. APOLOGIES

Apologies were received from Pauline Casey, Maureen Dowden, Jeanette Goode, David Keltie-Armstrong, Nicola McCurdy and Filbert Musau. Board members authorised a leave of absence for Jeanette Goode until November 2019.

DECIDED

2. COMPOSITION OF BOARD OF MANAGEMENT TO SEPTEMBER 2020

Charles Turner advised that he had received two late nomination forms for election to the Board of Management from two association Members, in addition to an expression of interest by a Member to serve on the Board and would be visiting to discuss options. The situation regarding all three was discussed, and it was agreed that it is advantageous to have one vacant place on the Board of Management at the present time, and that the expression of interest could be a useful addition to the Board of Thenue Communities.

Charlie indicated the revised Rules, should they be adopted in 2020, would enable governing bodies to exercise discretion on who can be elected and proposed no co-options or filling of the vacant space. The Board of Management agreed the proposal.

DECIDED

3. SELECTION OF OFFICE BEARERS

3.1 Chair

George Alexander proposed and Charlotte Levy seconded Derek Quinn as Chairperson. The Board of Management approved the proposal.

DECIDED

3.2 Vice Chair

Owen Stewart proposed and Willie Redmond seconded Pauline Casey and Maureen as Vice Chairs. The Board of Management approved the proposal.

DECIDED

3.3 SECRETARY

Charles Turner advised the position of Secretary was in the job description of the Chief Executive. The Board of Management noted the position.

NOTED

Derek Quinn chaired the meeting from this point onwards.

4. MINUTE OF THE PREVIOUS MEETING ON 13 AUGUST 2019

The minute of the previous meeting held on 13 August 2019 was approved a correct and accurate record of the proceedings. Proposed by George Alexander and seconded by Florence O’Hale.

APPROVED

5. MATTERS ARISING FROM THE PREVIOUS MEETING ON 13 AUGUST 2019

There were no matters from the previous meeting held on 13 August 2019.

NOTED

6. APPOINTMENTS TO SUB-COMMITTEES, SUBSIDIARY COMPANIES, WORKING GROUP AND EXTERNAL BODIES

6.1 Audit & Risk Sub-Committee (8 places)

The Board of Management approved the appointment of George Alexander, David Keltie-Armstrong, Charlotte Levy, Willie Redmond, Owen Stewart and Howard Mole (6 out of 8 places). The Board also agreed the co-option to the Audit & Risk Sub-Committee of Robert Kelly, proposed by Willie Redmond and seconded by George Alexander.

DECIDED

6.2 Staffing Sub-Committee (8 places)

The Board of Management approved the appointment of George Alexander, Charlotte Levy, Derek Quinn, Willie Redmond and Owen Stewart (5 out of 8 places). This Sub-Committee meets infrequently.

DECIDED

6.3 Thenue Trust

The Board of Management noted the composition of Chairperson, Vice Chairs, Head of Finance, Chief Executive and approved the continuation of Charlotte Levy.

DECIDED

6.4 Thenue Housing Services Ltd

The Board of Management approved the composition of Willie Redmond, Owen Stewart, Charles Turner, John Russell and Eleanor Derbyshire to replace Beth Reilly.

DECIDED

6.5 Thenue Communities

The Board of Management approved the proposal of Charles Turner, Eleanor Derbyshire to replace Beth Reilly, Betty Cosgrove, Cathie Martin, Mary McPherson, Joan Soutar and Thomas John McDougall.

DECIDED

6.6 Pensions Working Group

The Board of Management approved the appointment of George Alexander, Charlotte Levy, Howard Mole, Willie Redmond and Owen Stewart and agreed the next meeting on 22 October 2019 at 4.00pm after the Monteith Opening Event. Owen Stewart gave his apologies in advance.

DECIDED

6.7 Employers in Voluntary Housing

The Board of Management approved the appointment of George Alexander and in his absence Owen Stewart.

DECIDED**6.8 Scottish Federation of Housing Associations (SFHA)**

The Board of Management approved the appointment of Charles Turner.

DECIDED

Absent Board members would be contacted to confirm which Sub-Committees and groups they wish to serve on.

REMIT TO STAFF**7. CODE OF CONDUCT, HEALTH AND SAFETY, AND EQUAL OPPORTUNITIES MONITORING**

Charles Turner reminded Board members of their annual responsibility to read the Code of Conduct, referred to section 5.12 in relation to requirements to declare interests and the list of authorised contractors and suppliers. Charlie also highlighted the ultimate responsibility for Health and Safety with minutes presented to the Board after each H&S Committee meeting.

The Board of Management noted the documents and completed the annual declarations and equal opportunities monitoring forms. Absent Board members would be contact to complete their forms.

REMIT TO STAFF**8. VARIOUS POLICY REVIEWS****8.1 Allocations and Void Policy Handbook**

Paola Doyle outlined the extensive consultation exercise and the outcomes from the REST Group (scrutiny panel) in reviewing the Allocation Policy with specific reference to changes introduced in the Housing Scotland Act 2014. Paola detailed the main change relating to how we assess applications from owners and new commitments on information and advice for applicants. Paola proposed approval of the allocation policy and plans for the next stage of consultation.

Sharon Craig-McLeary overviewed the changes to the lettable standard and void timescales in line with the new repairs contract (i.e. price per void).

The Board of Management approved the revised Allocations and Void Policy Handbook subject to satisfactory conclusion of the next consultation stage.

DECIDED**8.2 Finance Policy Handbook**

John Russell explained the review of the Finance Policy Handbook had been brought forward to update the Financial Regulations in respect of financial authority for staff and the Board, clarity of responsibilities with three new appendices, application of the regulation to the Thenu Group and some inconsistencies with ex-gratia payments and virements between budgets in the Governance Policy Handbook. John advised the Treasury Management, Fraud and Bribery Act had been reviewed and anticipated no further amendment to the Finance Policy Handbook for the next three years unless there are legislative/regulation/good practice changes.

The Board of Management approved the Finance Policy Handbook.

DECIDED

Board members raised the possibility of having a separate policies review meeting. Derek Quinn advised the introduction of summary sheets at the beginning of reports had been designed to give Board members important information to assist in making decisions with the full details available for scrutinising.

NOTED**8.3 Health and Safety Policy Statement**

Charles Turner Health and Safety Policy Statement had no amendments, however, was required to be approved and signed annually. The Board of Management approved the Statement for signing by the Chairperson and Chief Executive.

DECIDED**9. REGULATORY ENGAGEMENT**

Charles Turner intimated the Scottish Regulator's Annual Landlord Report had been received and showed strong performance against the Charter Standards.

Charlie also reminded Board members that an Annual Assurance Statement was due to be submitted to the Scottish Housing Regulator by the end of October 2019 and this would be the main agenda topic at the next Board meeting. Charlie took time to explain the format of the Assurance Statement which would incorporate evidence and have hyperlinks to the relevant detailed documents. He also highlighted the requirement in Regulatory Standard Five to have a policy in severance payments and referred to the draft policy for approval. After consideration, the Board of Management approved the policy.

DECIDED

The Board of Management took time to understand and clarify the format for the Annual Assurance Statement concerning summarising of information and the hyperlinking to detailed documentation. An example of hyperlinking are the summary reports in current meeting papers and clicking on the Regulatory Standard number which takes you to a detailed document. Board members expressed concern on volume of information becoming overwhelming and deterring recruitment of people to the Board.

NOTED**10. THENUE HOUSING ASSOCIATION RULES REVIEW**

Charles Turner intimated the Scottish Federation of Housing Associations (SFHA) with assistance from T C Young and the Scottish Housing Regulator were reviewing the current model rules. The proposals include:

- Giving the governing body a discretionary power to prevent a Member standing for election to the governing body under certain circumstances, such as it would not be in the interests of the association.
- Optional amendments where members can reserve places on the governing body if there is a specific skill they require to be fulfilled.

The Board of Management considered the contents of the report and agreed to seek adoption of the new rules at a Special General Meeting in September 2020.

DECIDED

11. REVIEW OF HOUSING BAD DEBTS

John Russell advised this was a regular report to manage bad debts and credits and the Board of Management approved the write-off of arrears and credits as detailed in the report.

DECIDED**12. PROCUREMENT****12.1 Kitchen and Boiler Replacement Tender Report**

Eleanor Derbyshire referred to the report and gave a brief overview. The Board of Management approved the contents of the report and instructed staff to accept the tender from McTears and progress the contract.

DECIDED**12.2 Cyclical Painter Work Contract**

Eleanor Derbyshire referred to the report and gave a brief overview. The Board of Management approved the contents of the report and instructed staff to accept the tender from Mitie and progress the contract.

DECIDED**13. ANNUAL TREASURY MANAGEMENT STRATEGY 2019/20**

John Russell explained this strategy annually sets out the management of funds and surpluses, performance against planned expenditure, cash flow, trends, interest rates, hedging, loans and borrowings. The Board of Management approved the annual Treasury Management Strategy 2019/20 and the four specific recommendations on loan finance, hedging and release of security.

DECIDED**14. CHIEF EXECUTIVE'S REPORT**

Charles Turner outlined the contents of the report and explained the arrangements for Board members reflective diaries which are available by logging onto the Board members section on the Website. Charlie also advised of the format change to meeting documents which might introduce hyperlinking in the summary sheet to the detailed document and supporting information. The aim is to reduce the volume of documentation to be emailed. The hyperlink will be to a specific section on the Board members Website page, and will be tested when the Board review the annual assurance statement at the October meeting.

The Board of Management:

- Noted their Briefing Session from Glasgow City Council's Homeless Team on Tuesday 1 October 2019 at 6.00pm
- Agreed the attendance of Willie Redmond at the SHAPS Support Group Event on Friday 25 October 2019.
- Agreed the next meeting of the Pensions Working Group on Tuesday 22 October 2019 at 4.00pm.
- Noted the request from George Alexander to attend the EVH Annual Conference 22 to 24 November 2019.
- Agreed the proposal to enter into a confidential discussion with Ruchazie Housing Association. The Board was reassured that prior to releasing any confidential information, that a non-disclosure agreement would be required.
- Noted the remainder of the report.

DECIDED

15. SUBSIDIARY COMPANY MINUTES

- 15.1 Thenue Communities 12 August 2019
- 15.2 Thenue Housing Services 13 August 2019
- 15.3 Thenue Trust 13 August 2019
- 15.4 Health & Safety Committee 9 September 2019

Derek Quinn advised the minutes were for information and any question to be directed to the relevant Chair or lead officer.

NOTED

16. ANY OTHER COMPETENT BUSINESS

16.1 Thank You Card

Charles Turner intimated there had been a thank you card received for the Board members from Beth Reilly and was circulated.

NOTED

16.2 Chartered Institute of Housing (CIH) Awards Ceremony 25 October 2019

Charles Turner invited Board members to attend the CIH Awards Ceremony as Beth Reilly is one of four nominations for the 'outstanding contribution to housing' category. Board members were asked to confirm attendance by the Monday.

NOTED

17. RESUME OF MEETING

Documents were too long and briefer reports proposed.
Prior to the reflective journal being rolled out a request for completed examples to be issued.

NOTED

18. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 29 October 2019 at 6.00pm.

NOTED

The meeting concluded at 7.50pm.

I certify that the above minute has been approved as a true and accurate record of the proceedings.

Derek Quinn: _____ Date: _____
Chairperson