

**Meeting of the Board of Management to be held at 6pm
on Tuesday 17 March 2020 at 423 London Road, Glasgow, G40 1AG**

AGENDA

	Lead Person	Decision or information
1. Apologies	Derek Quinn	
2. Declaration of Interests	Derek Quinn	For information
3. Minute of meeting held on 11 February 2020	Derek Quinn	For approval
4. Matters arising from meeting of 11 February 2020	Derek Quinn	For decision
5. 2020 model rules	Mark Ewing	Decision
6. Governance of subsidiaries and parent Board oversight	Charles Turner	For approval
7. Review of housing bad debts	John Russell	For approval
8. Glasgow City Council's rehousing plan and letting targets	Gary Naylor	For approval
9. 129 Green Street: acceptance of tender	Eleanor Derbyshire	Decision
10. Annual Review of Insurance Cover	John Russell	For approval
11. Salary Sacrifice Scheme	John Russell	For approval
12. Chief Executive's report	Charles Turner	For decisions
13. Any other competent business	Derek Quinn	
14. Résumé of meeting	Derek Quinn	
15. Date of next meeting Tuesday 21 April 2020		To note

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 17 March 2020 at 6.00pm
within 423 London Road, Glasgow, G40 1AG**

Present: Derek Quinn (Chairperson), Maureen Dowden, Jeanette Goode, Abdifatah Hayde, David Keltie-Armstrong, Howard Mole, Florence O'Hale, Willie Redmond and Owen Stewart

Attending: Charles Turner, Eleanor Derbyshire, Gary Naylor, John Russell, Paola Doyle and Ray Macleod
Mark Ewing, T C Young

Derek Quinn advised of the domestic arrangements for the evening and reminded Board members for future meetings to give their apologies if unable to attend as it enabled us to make sure people are OK. Derek introduced Mark Ewing from our lawyers T C Young who was attending to discuss Agenda Item 5 and Gary Naylor our newly appointed Head of Community Housing Services. Board members introduced themselves.

1. APOLOGIES

Apologies were received from Pauline Casey, Charlotte Levy, George Alexander who has requested leave of absence for the next three meetings and Nicola McCurdy who is currently on leave of absence.

NOTED**2. DECLARATIONS OF INTEREST**

There were no declarations of interest.

NOTED**3. MINUTE OF PREVIOUS MEETING HELD ON 11 FEBRUARY 2020**

The minute of the meeting held on 11 February 2020 required correction to the apologies which had been received from Florence O'Hale. With this correction the minute of the previous meeting held on 11 February 2020 was approved as a correct and accurate record of the proceedings. Proposed by David Keltie-Armstrong and seconded by Maureen Dowden.

APPROVED**4. MATTERS ARISING FROM THE PREVIOUS MEETING ON 11 FEBRUARY 2020**

There were no matters arising from the previous meeting on 11 February 2020.

NOTED

5. 2020 MODEL RULES

Mark Ewing gave a general overview of the review process, timeline for formal approval with finalisation with the Financial Conduct Authority after a Special General Meeting and highlighted the detail of the main changes:

- 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.
- An amendment where members can reserve places on the governing body if there is a specific skill they require to be fulfilled.
- In relation to electing the Board of Management and since the introduction of the current 9-year rule the Board collectively need an effective way to demonstrate what is currently Rule 37.6 with an amendment to the Rules to introduce at 39 a fixed maximum term of nine years (3 plus 3 plus 3), retirement of an officer at the Annual General Meeting and co-option or casual vacancy filling to count as part of the 9 years.
- The Chairperson will no longer be entitled to act as proxy representative for any other member.
- Legislative terminology tidy up.
- Reference to performance reviews and code of conduct.
- This Board report and the minute to be presented with the submission of the Rules to the Scottish Housing Regulator.

Mark Ewing invited Board members to comment and ask questions. The Board of Management considered and discussed:

- The length of time for final implementation as the agreement by the Board to adopt the Rules was a SGM in September 2020, so it will be September 2021 before practical action i.e. Board member with 9 years plus service will automatically stand down. Mark Ewing reiterated the timeline, process and the requirement for members to formally approve the changes at a Special General Meeting (SGM) e.g. in September 2020, and the Rules would then need to be finally verified and certified by the Financial Conduct Authority after the SGM. Agreement to the amendments to Rules was also required by lenders and the Scottish Housing Regulator notified. Board members raised concern that this process was too long and had expected automatic stand down of Board members with 9 years plus service at the Annual General Meeting in September 2020 after the SGM.
- Board members acknowledged the process, in particular the length of time and concluded there were a number of practical arrangements that needed to be in place to fully implement by September 2021, e.g. identification of replacement board members through a recruitment process, succession planning for office bearers, flexibility for this transition and being respectful towards Board members who after many years of service will be standing down.

The Board of Management agreed the precise amendments to the current rules and agreed to a Special General Meeting in September 2020 for members to approve the changes. Concern was noted of the length of time for the process whereby it will be September 2021 for the first people to stand down.

DECIDED

Mark Ewing from TC Young was asked to amend the proposed 2020 model rules to accommodate the points raised at the meeting. Mark agreed to do this and left the meeting at this point.

6. GOVERNANCE OF SUBSIDIARIES AND PARENT BOARD OVERSIGHT

Charles Turner advised that Thenue's Board of Management (the Parent) requires to review the subsidiary governance model on an annual basis to ensure that the way the subsidiaries continue to operate in an appropriate manner and summarised the finances of the three subsidiary companies. He indicated Compliance with Regulatory Standard 1 was required.

Charlie focussed on Thenue Communities and their Business Plan which required approval. He described the composition of the Board and current vacancies to be filled; the staff complement which was enhanced with funded posts; the income targets particularly for Netherholm Community Hall; cash reserves and the difficult climate to attract grant funding.

The Board of Management agreed there was effective oversight of the three subsidiary companies and satisfied all three were compliant with Regulatory Standard 1; and approved Thenue Communities Business Plan.

DECIDED

7. REVIEW OF HOUSING BAD DEBTS

John Russell briefly summarised the report indicating that relevant staff regularly review the bad debts and credits to be written-off. John confirmed there were no issues to highlight and invited Board members to ask questions. The Board of Management acknowledged the good work by staff and approved the write-offs as detailed.

DECIDED

8. GLASGOW CITY COUNCIL'S REHOUSING PLAN AND LETTING TARGETS

Gary Naylor summarised the report highlighting:

- GCC Homelessness targets.
- As from April 2020 50% of our relets to be allocated to Section 5 applications (currently 37%; approximately 30 relets per year).
- Tenancy sustainment for people with mental health and addiction issues.
- Temporary furnished flats with lease agreements guaranteeing income.
- Under occupancy and freeing up larger properties by downsizing for larger families.

The Board of Management noted this very detailed and informative report, and

- Approved participation in Glasgow City Council's "Test for Change" Housing Transfer Scheme.
- Approved an additional 15 properties to be leased to Glasgow City Council for use as Temporary Furnished Flats.
- Approved the Lettings Plan Target for 2020/21 and note that our three Area Association's will be consulted on the proposed targets.

DECIDED

9. 129 GREEN STREET: ACCEPTANCE OF TENDER

Eleanor Derbyshire overviewed the contents of the report highlighting a couple of issues, the revised tender process and the proposal to approve Option 1. Out of this process Eleanor confirmed there would be greater criteria controls to assess viability of future building projects. In response to a Board question Eleanor clarified that a gas supply would be installed due to the type of the building and no viable alternative at the moment.

The Board of Management approved proceeding with Option 1 and accepting the current tender and the level of grant offered by GCC DRS, with further funding coming from the Association's own resources as outlined in the report.

DECIDED

10. ANNUAL REVIEW OF INSURANCE COVER

John Russell intimated this annual report details the various insurances cover and he outlined the specific levels of cover proposed for the year following a pre-renewal meeting with our broker on 12 March 2020. The proposals from the pre-renewal meeting recommends the increase of public liability and property levels to £30m each, portable IT equipment to cover the additional mobiles and laptops for homeworking during the coronavirus situation.

The Board of Management approved the additional cover and delegated authority to staff to top up further as required during this emergency situation.

DECIDED

11. SALARY SACRIFICE SCHEME

John Russell explained the salary sacrifice scheme was an alternative way of paying pension contributions and National Insurance with cost benefits for the employer and some employees, he referred to the example in the report. John advised this would apply to the Thenu Group which includes subsidiary employees and to be introduced on 1 April 2020 or a later date depending on the coronavirus situation. He also clarified this is an optional voluntary scheme for employees and a change to the employment terms and conditions. The Board of Management approved the introduction to the Salary Sacrifice Scheme.

DECIDED

12. CHIEF EXECUTIVE'S REPORT

Charles Turner advised:

- The Staffing Sub-Committee had met, however, their Remit required the Board of Management to give delegated authority to conclude a specific staffing issue with the right to appeal if required, going direct to NJC.
- Annual membership to the Glasgow and West of Scotland Forum of Housing Association (GWSHA) be renewed.
- There were a number of planned events of which some already had been cancelled and the other dates for noting.

Charlie outlined the ongoing operational responses to the outbreak of Coronavirus highlighting the following:

- The current Business Continuity Plan focussed on environmental emergencies for flood, gas explosion, etc., however the major situation like coronavirus has brought a whole new dimension to the plan. Staff were currently putting in place operational measures for home-working.
- Ability and impact on staff to protect from and support those who become infected.
- Ability to deliver a service to tenants.
- Re-active repairs contractor, Mears, immediately providing only an emergency repairs service.
- Slowdown of the cyclical and major repairs programmes.
- Maximisation of cash flow with rental income decreasing and arrears spiking in the coming months.
- Impact on the Budget.
- Temporary closure of the office to the customers on Wednesday afternoons for staff to meet, plan and re-plan.
- Temporary delegation of authority to the Chief Executive and the Chairperson in between Board meetings as required, Board members would be unable to meet.
- Agreement to increase credit card limits to assist with emergency expenditure. Agreed to increase the current £4,000 limit to £10,000 for the three Heads of Department. No change required to the limit for the Chief Executive which is currently £10,000.
- Delegate authority to the Executive Team to consider a temporary shortening of the normal supplier credit terms to assist our suppliers cash flow at this time.
- Reschedule Board business e.g. policy handbook reviews, to a later date in 2020.
- Introduce Microsoft Team for Board members to keep in touch and communicate.
- Uncertainty of the timescale and level of shutdown.
- Unknown expectations of the Scottish Housing Regulator regarding submission of information on specific dates e.g. ARC and Five Year Financial Projection Return.

The Board of Management acknowledged the preparations, discussed using video conferencing using Microsoft Team and assistance to tenants unable to leave their homes by volunteers.

The Board of Management:

- Delegated full responsibility to the Staff Sub-Committee to conclude a specific and unusual staffing matter.
- Approved renewal of the affiliation to Glasgow & West of Scotland Forum of Housing Associations for 2020/2021.

- Noted the dates of scheduled events
- Approved an increase in credit card amounts for emergency expenditure. Agreed to increase the current £4,000 limit to £10,000 for the three Heads of Department. No change required to the limit for the Chief Executive which is currently £10,000.
- Delegated authority to the Executive Team to consider a temporary shortening of the normal supplier credit terms to assist our suppliers cash flow at this time. Approved delegated authority to the Chief Executive and Chairperson for emergency decisions before the next meeting scheduled in May.
- Approved the planning arrangements for the coronavirus situation.

DECIDED

13. ANY OTHER COMPETENT BUSINESS

There was no other competent business.

NOTED

14. RESUME OF MEETING

Board members agreed the meeting had good participation despite the prolonged discussion with regard to the changes to the 2020 Model Rules.

NOTED

15. DATE OF NEXT MEETING TUESDAY 21 APRIL 2020

The meeting due to take place on Tuesday 21 April 2020 and depending on the current coronavirus situation is not expected to take place, therefore, the next meeting will be Tuesday 26 May 2020, which may be via video link, or similar.

DECIDED

Derek Quinn thanked everyone for coming along and the meeting concluded at 8.05 pm.

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

Derek Quinn:



Chairperson

Date: 26 May 2020