

**Meeting of the Board of Management to be held at 2.30pm
on Tuesday 26 May 2020 remotely via Microsoft Teams**

AGENDA

	<u>Lead person</u>	<u>Decision or information</u>
1. Apologies for absence	Derek Quinn	For information
2. Declaration of interests	Derek Quinn	For information
3. Minute of the meeting held on 17 March 2020	Derek Quinn	For approval
4. Matters arising from the meeting of 17 March 2020	Derek Quinn	If required
5. Annual Return on the Charter (ARC)	Charles Turner	For decision
6. Annual report on governance registers for year ended 31 March 2020	Charles Turner	For approval
7. Management accounts for the year to 31 March 2020	John Russell	For approval
8. Loan portfolio report for the year to 31 March 2020	John Russell	For approval
9. Covid-19 and the financial impact on 2020/21 budget	John Russell	For approval
10. Chief Executive's report	Charles Turner	For decisions
11. Domestic abuse policy	Gary Naylor	For decision
12. Contractor administration, (CBC)	Eleanor Derbyshire	For decision
13. Subsidiary Companies and other minutes: 13.1 Thenue Communities 23 March 2020 (draft)	Charles Turner	To note
14. Any other competent business	Derek Quinn	If required
15. Résumé of meeting	Derek Quinn	
16. Date of next meeting on 23 June 2020		To note

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 26 May 2020 at 4.00pm
virtually via Microsoft Teams**

Present: Derek Quinn (Chairperson), Pauline Casey, Maureen Dowden, Abdifatah Hayde, David Keltie-Armstrong, Nicola McCurdy, Howard Mole, Florence O’Hale and Owen Stewart

Attending: Charles Turner, Eleanor Derbyshire, Gary Naylor, John Russell, Sharon Craig-Mcleary and Ray Macleod

Derek Quinn welcomed Board members to this virtual meeting on Microsoft Teams and explained the etiquette for the meeting. Charles Turner intimated that Howard Mole, Jeanette Goode and Willie Redmond had in advance submitted a number of questions for clarification, which he would cover at the appropriate part of the meeting.

1. APOLOGIES

Apologies were received from Jeanette Goode and Willie Redmond.

NOTED

Charles Turner announced Charlotte Levy had tendered her resignation from the Board of Management with immediate effect. The Board of Management were saddened and accepted Charlotte’s resignation. On wishing Charlotte well the Board agreed to the retrial award of up to £225 for a gift to say thank you for her contribution and long committed service.

DECIDED

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

NOTED

3. MINUTE OF THE PREVIOUS MEETING HELD ON 17 MARCH 2020

The minute of the previous meeting held on 17 March 2020, subject to a name change to “Board members” in Agenda Item 5, 2020 Model Rules, was approved as a correct and accurate record of the proceedings. Proposed by Howard Mole and seconded by Maureen Dowden.

APPROVED

4. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 17 MARCH 2020

Charles Turner confirmed the timescale for delegated authority only covered the period from the last meeting 17 March 2020 to this meeting 26 May 2020. Going forward and the introduction of virtual meetings by Microsoft Teams the regular cycle will continue. Charlie also confirmed the raising of credit limits was temporary for this period of lockdown and is being will be reviewed at the end of Quarter 2 by the Executive Team.

NOTED

5. ANNUAL RETURN ON THE CHARTER (ARC)

Derek Quinn referred to the summary sheet and the decisions required by the Board of Management.

Charles Turner intimated this was a long document detailing statistics annually required by The Scottish Housing Regulator. The document included comparisons to previous years providing trends, changes and areas for action. Charlie indicated the figures are for the year ending 31 March 2020 and due to the timing of lockdown in late March the effects of the current pandemic have had only a small effect, however, this has significantly changed towards the end of April and May 2020. He highlighted the high staff turnover due to three staff retiring, the eliminated properties failing to meet the Scottish Quality standard, unfortunately one missed gas service due to the tenant self-isolating preventing access, despite the high arrears figure we exceeded the annual target, tenancy sustainment was back to target levels and void loss at only 0.4%, a figure assisted by an average of only 13 days rent lost in between lets. Charlie invited Board members to ask questions and comment.

The Board of Management unanimously approved the annual submission to The Scottish Housing Regulator as at 31 March 2020.

DECIDED**6. ANNUAL REPORT ON GOVERNANCE REGISTERS FOR THE YEAR ENDED 31 MARCH 2020**

In addition to the Annual Return on Charter (ARC) there are a number of other reports and statistics that require annual reporting to the Board of Management. Charles Turner overviewed each of the governance registers and indicated he had received some questions for clarification and also invited Board members to ask questions or make comment. The following was noted:

6.11: Noted that a flat in Monteith Court was leased to Glasgow City Council, which will be used for individuals leaving care, with support. The grant from Cycle Scotland was for the provision of safe cycle storage for residents and users at Green Wynd.

6.13: The allocation of a tenancy to a Board Member is noted in the register, which is available for public inspection.

6.16a employee accidents and 6.18b GDPR SAR Register No 2: Charles Turner confirmed there was no connection between the two incidents.

6.18b GDPR SAR Register No 7, 8 and 9: Charles Turner confirmed these request were from different individuals and/or solicitors acting on behalf of those individuals.

6.21b: Terminology/jargon in the procurement list. Charles Turner confirmed that the abbreviation MEAT was shorthand the Most Economical and Advantageous Tender.

The Board of Management noted and approved the contents of the annual governance registers report.

DECIDED

7. MANAGEMENT ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2020

John Russell referred to the summary sheet at the beginning of the report explaining there were no financial implications arising from the accounts which would require Thenue to review in an adverse way its budget or objectives for the way ahead. John gave an overview of the variances and highlighted the sale of properties and sites; cyclical repairs work to be carried forward; savings in loan interest; bad debt provision less than budget; RBS loan finalised; property insurance reviewed and voids repairs higher than expected. He advised the accounts were compared and measured against the business plan budget. John invited Board members to ask questions or make comment and the following was noted:

- Pages 87/88 regarding the pensions buffer, is this temporary or will it reduce given changes to the staff opt outs and other non-occurring staff pensions provisions mentioned. Charles Turner confirmed the pension buffer within salary costs has been removed from the 2020/21 annual budget. In previous years we had made provision for pension costs for those staff who are not in the pension scheme and, for staff who were paying a lower level contribution, we had assumed they would move onto the higher contribution. This has not been the trend which is why the buffer has been excluded from the 2020/21 budget.

The Board of Management noted the Management Accounts results for the 12 months to 31 March 2020.

NOTED**8. LOAN PORTFOLIO REPORT FOR THE YEAR ENDED 31 MARCH 2020**

John Russell advised the loan portfolio information annually required submission to The Scottish Housing Regulator and gave a brief overview of details. John explained due to the COVID-19 pandemic there had been a time extension granted but is not needed on this occasion. A copy of the submission will be posted in the Board members section of the website for information.

The Board of Management approved the Loan Portfolio submission for 2019/2020.

DECIDED**9. COVID-19 AND THE FINANCIAL IMPACT ON 2020/21 BUDGET**

John Russell intimated that the Executive Team are monitoring and considering the financial impact on the budget during this COVID-19 pandemic with this report intending to give the Board of Management an overview of the potential disruption. John commented that trends were constantly changing and highlighted the areas and issues that will be potentially affected:

- Arrears and bad debt – the ARC report at the year-end was favourable, however, as at the end of April in comparison to last year's figures arrears were up by 1.5%. Assuming the impact of COVID-19 to the mid-year arrears will significantly increase. The Executive Team will be monitoring this monthly.
- Development programme – two onsite and one due onsite and potentially may not be completed before the year end therefore potential rent income will be lost. Additional costs with contractor liquidation, retendering and delays means programme slippage

into the following year and a knock on effect affecting financial loan covenants. John has had positive dialogue with the main loan funders.

- Services – anticipated short-term savings but this will catch up in time.
- Quarter 1 reporting will give a better overview of the impact of COVID-19 pandemic.
- John invited Board members to ask questions, make comment and the following had been noted:
 - Page 119 covenant relaxation. A question was asked whether there would be any cost for opening the loan agreement in this respect. John Russell confirmed in the unlikely event of having to request a relaxation of the interest cover covenant with our main lender to accommodate a peak in say major repair costs caused by potential slippage in the programme, we may be expected to pay an administrative charge to the Bank to cover them issuing a “side letter” in this respect. This would not be an extensive change and so we would not expect a significant cost for this should such a situation arise. In the past, we have been charged £5k for minor changes covered by a side letter. Caution was expressed and noted that circumstances can or may change this scenario.
 - P119 furloughed staff. Charles Turner confirmed that there was currently five staff on furlough and this was being reviewed every three weeks and expected to decrease with the exception of one staff member who so far we have agreed until August when children return to school.

The Board of Management noted the matters raised in this report.

NOTED

10. CHIEF EXECUTIVE’S REPORT

Charles Turner referred to the correspondence with The Scottish Housing Regulator and their request for specific figures during the COVID-19 pandemic to assess the current impact. Charlie highlighted the 2020 Model Rules and the specific text to be added to the Rules as agreed at the last meeting. Charlie in detail described the proposed arrangements to return to office working as the COVID-19 lockdown slowly lifts. There is currently a working assumption that the office will re-open along the lines indicated in the report, at the earliest during the Government’s phase three.

Derek Quinn referred to the Board appraisals confirming Charles Turner’s would take place on 9 June 2020 and asked for all other appraisals to be completed around 15 June 2020. An online form is setup in the Board members section on the website for completion no later than 48 hours beforehand to allow the Chair and Chief Executive to prepare for the meeting. Board members were asked to let staff know when they had completed their on-line document so that appropriate appraisal interview slots could be arranged which suited all three people.

Board members were invited to ask questions or make comment, as follows:

- Change in Rules - for clarity, how will the fixed terms be calculated for existing board members, using the new rules criteria of periods of 3 years, starting from the 2021 AGM,

where they have already part served a term. Charles Turner confirmed they will become effective from September 2021, by the longest standing Board Member with 9 years' service or more, will stand down first, then the second longest and so on...

The Board of Management:

1. Approved the proposed amendment to the 2020 Model Rules.
2. Approved the process going forward to re-open the office at 423 London Road with no specific date decided.
3. Noted the information required by The Scottish Housing Regulator.
4. Noted the arrangements for Board appraisals.

DECIDED

11. DOMESTIC ABUSE POLICY

Gary Naylor gave an overview of the Domestic Abuse Policy which followed the recommendations set by the Chartered Institute of Housing. Gary advised we have policies in place for vulnerable adults and children, however, lacked a written policy for people suffering domestic abuse which is particularly important at this moment in time. The policy covers raising awareness, our approach, training, what to do, confidentiality and the power for staff to report on behalf to the relevant authorities. Rehousing authority for the Head of Community Housing Services and Area Services and Repairs Manager. The policy aims to give reassurance of what Thenue can do.

Gary Naylor invited Board members to ask questions or make comment, as follows:

- What training will be given and how? Gary Naylor clarified it is ongoing and case by case training.
- Was there consultation with other agencies e.g. Glasgow Women's Aid? Gary Naylor confirmed they were a partner organisation we work with.

The Board of Management approved the Domestic Abuse Policy.

DECIDED

12. CONTRACTOR ADMINISTRATION (CBC)

Eleanor Derbyshire referred to the liquidation of our main contractor CBC on 30 April 2020 and confirmed this matter was work in progress. It is planned to re-procure for both developments and our consultants are preparing the tender documentation for early June. Eleanor asked for delegated authority to the Chairperson to make decisions if required before the meeting on 18 August 2020.

The Board of Management noted the contents of the report and approved delegated authority to the Chairperson for any required decisions in between Board meetings.

DECIDED

13. SUBSIDIARY COMPANIES AND OTHER MINUTES

13.1 Thenue Communities Board Minute 23 March 2020

Charles Turner advised the Thenue Communities Board of Directors was meeting on Monday 1 June 2020 and will be looking at their annual accounts for the year ending 31 March 2020 and the impact of COVID-19 as the community centres will struggle with projects due to social distancing. The Board of Management noted the minute.

NOTED

14. ANY OTHER COMPETENT BUSINESS

There was no other competent business.

NOTED

15. RESUME OF MEETING

Derek Quinn invited Board members to comment on the format for the meeting and the following was noted:

- Very efficient for the first virtual Board meeting with good reports.
- Laptops were preferred to I pads which were small and had difficult limitations with Microsoft Teams.
- Being visually online and being able to scroll through papers had been challenging. Either two devices or a screen large enough to split was required.
- Everyone reminded to stay muted when not speaking.
- It went really well, slick and well done Chair!

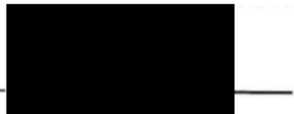
NOTED

16. DATE OF NEXT MEETING ON 23 JUNE 2020

Derek Quinn thanked everyone for their input and attending. The meeting concluded at 5.25pm.

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

Derek Quinn:
Chairperson



Date: 23 June 2020