

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 14 August 2018 at 6.00pm
within 423 London Road, Glasgow, G40 1AG**

Present: Owen Stewart (Chairperson), Pauline Casey, Maureen Dowden, Howard Mole, Derek Quinn and Willie Redmond

Observer: Jeanette Goode

Attending: Charles Turner, Brian Gannon, Beth Reilly, John Russell, Sharon Craig-McLeary and Ray Macleod
Philip Morrice, Alexander Sloan (External Auditor)

1. APOLOGIES

Apologies were received from Charlotte Levy, George Alexander, Nicola McCurdy and Florence O'Hale.

NOTED

2. DECLARATIONS OF INTEREST

Beth Reilly declared an interest in an item of Any Other Competent Business.

NOTED

3. MINUTE OF MEETING HELD ON 12 JUNE 2018

The minute of the previous minute held on 12 June 2018 was approved a correct and accurate record of the proceedings. Proposed by Maureen Dowden and seconded by Derek Quinn.

APPROVED

4. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 12 JUNE 2018

There were no matters arising from the previous meeting held on 12 June 2018.

NOTED

5. ANNUAL ACCOUNTS FOR THE YEAR ENDING 31 MARCH 2018

John Russell introduced Philip Morrice from Alexander Sloan who was present to answer any questions on the external audit of the company financial accounts. John intimated the meeting focussed on Thenue's finances as at the year ending 31 March 2018 giving an explanation of the types, purpose and audit of the Group accounts.

5.1 Annual Accounts for the Year Ended 31 March 2018

John Russell gave a presentation which highlighted some of the key figures in the financial statements that had been audited by Alexander Sloan who confirmed in their report on pages 6 to 8 that the accounts give a true and fair view of the Association's finances for the year ended 31 March 2018.

John gave an overview of what the financial statements include as follows:

Page 1 List of board members and advisers

Pages 2 -5	Report of the board
Pages 6 – 8	Report by the auditors
Page 9	Statement of comprehensive income
Page 10	Statement of financial position
Page 11	Statement of cash flow
Pages 13 to 29	Notes to the accounts

John compared and explained the differences from the Management Accounts for the period ended 31 March 2018 and gave the reasons.

With reference to the “impairment charges” and planned end of lease for Phoenix House, John Russell advised the lease had been extended until Phoenix Futures can move into their new accommodation and rental continued to be paid. The Board of Management noted the strong financial position of the Association and the Thenue Group for the year ended 31 March 2018 and approved the Annual Accounts proposed by Willie Redmond and seconded by Maureen Dowden.

DECIDED

5.2 Consolidated Account for The Thenue Group for the year ended 31 March 2018

John Russell explained the consolidated accounts included the financial figures of the subsidiary companies, Thenue Housing Services Ltd, The Thenue Trust and Thenue Communities. The subsidiary companies had met and approved their individual financial statements. The Board of Management approved the consolidated accounts for The Thenue Group proposed by Willie Redmond and seconded by Pauline Casey.

DECIDED

Philip Morrice advised the external audit had followed regulations to check the finances were true, fair, no misrepresentations and accounting practice was adhered to. Philip referred to page 5 of the accounts which sets out the policies, procedures and controls that must be in place. He was happy to report a positive external audit outcome with no topics of concern and assumed there is a strong continuing business.

NOTED

5.3 Auditors Management Letter and Draft Response

John Russell intimated this is a standard letter issued by the Auditor to raise any key matters identified during the external audit and for the Board of Management to consider and respond to. Again, this year there are no external audit recommendation points in the management letter relating to weaknesses in internal control and an adjustment highlighted to simplify an approach to accounting for loan interest and costs under Financial Reporting Standard 102.

With reference to the key audit risk of furniture and floor replacement fund provision and the potential for generating a surplus, clarification was given that the figure was not overstated and to be used for the purpose stated. The Board of Management considered the contents of the Auditors management letter, noted the key audit risks and approved the response.

DECIDED

5.4 Auditors Letter of Representation

John Russell confirmed this was also a standard letter issued providing the Auditors with written reassurance on a range of relatively routine matters in relation to the accounts. The Board of Management considered and approved the contents of the letter.

DECIDED

5.5 Performance against Lenders Financial Covenants

John Russell reported that financial performance satisfied all financial covenants as detailed in the report. The Board of Management noted this satisfaction.

NOTED

Owen Stewart thanked Philip Morrice for attending the meeting and completing the audit. Philip Morrice left the meeting at this point.

5.6 Re-appointment of Auditors

John Russell intimated performance was reviewed every year and proposed the re-appointment of Alexander Sloan which will be the fifth year of appointment prior to re-tendering of this service. The Board of Management approved the re-appointment and recommendation to members at the Annual General Meeting (AGM) on 18 September 2018.

DECIDED AND RECOMMENDED TO THE AGM

6. QUARTERLY PERFORMANCE FOR THREE MONTHS TO 30 JUNE 2018**6.1 Quarterly Key Performance Indicator Report**

Charles Turner advised the report had been revised to include explanation and action for topics graded as 'red' and an update summary on live development projects as recommended through Internal Audit outcomes. Charlie gave a detailed outline of each target and invited comments on the revised report. The Board of Management welcomed the revision, positively found the contents user friendly, easy to follow and approved the report.

DECIDED

6.2 Management Accounts for the three month period to 30 June 2018

John Russell reported there were positive variances measured between the accounts and budget. John gave a presentation detailing the main variances in income, operating expenditure and non-operating expenditure. He also confirmed satisfactory performance against lenders financial covenants. The Board of Management noted the Management Accounts for the three month period to 30 June 2018.

NOTED

6.3 Loan Portfolio Report

John Russell intimated the report detailed lenders and loan amounts for the quarter to 30 June 2018. The Board of Management noted the contents.

NOTED

7. CHIEF EXECUTIVE'S REPORT

Charles Turner overviewed the report which required a number of decisions. The Board of Management after consideration and discussion approved the recommendations as follows:

- The four new members visited by Charlie, two of whom expressed interest in being nominated for election at the Annual General Meeting (AGM) on 18 September 2018 and noted that depending on receipt of any other nomination forms there potentially could be a need for an election ballot.
- The cancellation of the eight memberships identified during the revision of the membership list in preparation for the AGM as people had died or moved away.

- The preparation of Lease Agreements following the change in subsidiary company name to Thenue Communities for Calton Heritage Learning Centre and the new Netherholm Community Hall for five years.
- The delegation of authority to staff of the completion of the disposal of 586 Keppochill Road once the current valuations had been obtained from the District Valuer.
- The delegation of authority to staff of the acquisition of the shop unit at 42 Dalmarnock Road.
- The delegation of authority to the Chief Executive for the grant deeds of servitude to utility companies to complete the Monteith development and in the future delegation of authority to the Chief Executive of all requests of grant deeds of servitude and wayleaves for all future development projects.
- The reporting of GDPR breaches in the Quarterly Performance report and the presentation of the GDPR Register annually.

DECIDED

And noted as follows:

- The outcome of the Pension Valuation will be due in February 2019 and that the current recovery plan is working.
- The dates for the Annual General meetings for the subsidiary companies.
- The information note issued by EVH outlining the Health and Safety roles and responsibilities of the Governing Body.
- That Thenue does not lease any properties to Serco for the housing of asylum seekers.
- The progress made with the Older Persons Strategy and the subsequent review.
- The remaining various correspondence items.

NOTED

And decided as follows:

- Any GDPR should be included within the quarterly performance report, rather than be summarised annually.

DECIDED**8. SUBSIDIARY COMPANY MINUTES**

- 8.1 Thenue Housing Services 12 June 2018
- 8.2 Thenue Communities 18 June 2018
- 8.3 Health and Safety Committee 11 July 2018
- 8.4 Audit & Risk Sub-Committee 31 July 2018

Owen Stewart intimated the minutes are for information and any questions are to be directed to the lead officer outwith the meeting.

NOTED**9. ANY OTHER COMPETENT BUSINESS****9.1 Thenue Communities**

As the parent company and the recent governance changes for Thenue Communities, Charles Turner advised that in addition to the lease agreement, the Independence Agreement requires revision.

NOTED

9.2 Health and Wellbeing

Charles Turner invited Board members, if they wished, to participate in the programme of massages being organised for staff on the 4th and 25th of September 2018 to promote health and wellbeing in the workplace. Interested parties should let us know to book a slot.

NOTED

Beth Reilly left the meeting at this point as she had declared an interest.

9.3 Wishaw and District Housing Association

Charles Turner reported that Wishaw and District Housing Association had advertised for expressions of interest by 23 August 2018 for a merger partner and he proposed that Thenue should consider submitting an expression of interest. After discussion the Board of Management agreed to delegate to the Executive Team whether to submit or otherwise, but if an interest was registered, then the Board would be required to decide what next steps should be taken. If this progressed then the Board requested a specific meeting to discuss and agree any potential tender submission.

DECIDED

Beth Reilly returned to the meeting at this point and advised of the outcome of discussion.

10. DATE OF NEXT MEETING ON TUESDAY 25 SEPTEMBER 2018

The next meeting will be held on Tuesday 25 September 2018.
Maureen Dowden and Jeanette Goode both gave apologies in advance.

NOTED

The meeting concluded at 7.40pm.

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

Owen Stewart:
Chairperson

Owen Stewart

Date:

14/8/18

