



Board Meeting Minutes

Meeting: Board Meeting **Location:** Vulcan St / Microsoft Teams
Date: 25 July 2023 **Time:** 4.30pm

Attendees: C Rossine (Chair) J Berrington (virtual)
G Satti M Grimley (virtual)
F Malcolm (arrived 4.55pm) J Thorburn (virtual)

Apologies: A Gow, J Kennedy, J MacLeod

In Attendance: J Devine (CEO), B Hartness (DCEO) BH, L Cooper (DHS) LC,
██████, Wylie & Bissett (left after Item 6(b))

Minute Taker: A Whiteford (SCSO)

	Agenda	Action	Date
1.	Apologies		
	As above.		
2.	Declaration of Interest and Attendance		
	As Above.		
3.	Minutes of Board Meeting on 23 May 2023		
	Board AGREED the minutes were an accurate record of the meeting. Proposed G Satti Seconded J Thorburn i) Matters Arising None.		
4.	For Approval		
a.	Review of Annual Accounts 2022/23		
	BH presented the Annual Accounts for the year 2022/23 and explained that the Management Accounts were presented to the Audit Committee at their meeting on 22 June and the draft statutory financial statements were presented to the Audit Committee on 20 th July. The Annual		

	<p>Accounts are a more summarised version of these documents. BH explained the year end adjustments which had been applied including the SPF pension scheme moving from an £858k deficit to a £4.097m surplus which ng homes cannot recognise. Member asked for clarification on what that meant and where the money is. BH explained that it sits with SPF as we do not have the power to recover funds from the scheme.</p> <p>CEO commented on the profit of £51k on turnover of £3.15m for ng2 which is not a huge profit but has to be taken in the context of the services provided by ng2 and that ng2 is used more to soften costs rather than increase them in line with every other contractor.</p> <p>BH commented that ngps now has midmarket rent properties (MMR) which has resulted in a higher turnover than last year.</p> <p>BH confirmed that ng homes is solvent and has sufficient resources available to it with reserves of £75.7m as at 31st March 2023.</p> <p>Members:</p> <ul style="list-style-type: none"> • APPROVED the NGHA annual financial statements for the year to 31 March 2023 • AGREED to remit the statutory accounts of ng2, ngps and DSGL back to the Board of these companies to sign • AGREED to recommend to the AGM that Wylie & Bisset is re-appointed as external auditors. <p>Proposed G Satti Seconded J Berrington</p>		
b.	Audit Findings Report and Letters of Representation		
	<p>BH presented the audit findings report which is a document the external auditor must produce and which must be submitted to the Regulator along with a response from the Association.</p> <p>BH explained that the external auditors, Wyle & Bissett, have provided the group audit findings report together with short form reports for each of the subsidiaries which are included in the Board papers. These will</p>		

	<p>be submitted along with the statutory accounts to the Regulator within the deadline.</p> <p>Chair introduced [REDACTED] of Wylie & Bissett who informed the Board that he had given clean, unmodified audit opinions for the year and that he was happy that the financial statements comply with the relevant legislation. He confirmed he was happy with the numbers provided and the quality and accuracy of the working papers and he gave the ng homes group a clean bill of health.</p> <p>Members APPROVED the audit findings report as produced by the external auditors and recommended signing of the letters of representation:</p> <p>Proposed J Thorburn Seconded J Berrington</p>		
c.	FCA Return 2023		
	<p>BH presented the yearly Annual Return which is submitted to the Financial Conduct Authority (FCA) and confirms standard details regarding the Association as a Community Benefit Society.</p> <p>The Board APPROVED the submission of the annual return to the FCA.</p> <p>Proposed J Berrington Seconded G Satti</p>		
d.	OSCR Return 2023		
	<p>BH presented the annual return which is submitted to the Office of the Scottish Charity Regulator (OSCR). This document confirms standard details of the Association as well as the turnover of the Association calculated on the basis applying to charities including grants received. The return will be submitted online once the Association's signed accounts are available.</p> <p>Members APPROVED the submission of the annual return to OSCR.</p> <p>Proposed F Malcolm Seconded G Satti</p>		

e.	Strategic Risk Register Review		
	<p>BH presented the Strategic Risk Register which was reviewed by the Audit Committee on 22 June for consideration in relation to any amendments required and the attached register was the result of those discussions.</p> <p>Members considered and discussed the risk register which includes some risks which ng homes have some influence over and other risks which we do not have any influence over such as political and economic factors including the recent rises in interest rates.</p> <p>Members APPROVED the risk register as presented by BH.</p> <p>Proposed J Thorburn Seconded J Berrington</p>		
f.	Repairs and Maintenance Policy		
	<p>CEO presented the revised Repairs and Maintenance Policy incorporating several changes as detailed in the report. The review date for the policy was brought forward as a result of the movement of the repairs function at ng homes to the Property Services Team as part of the restructure.</p> <p>Members considered and APPROVED the revised policy.</p> <p>Proposed F Malcolm Seconded G Satti</p>		
g.	No Access Policy		
	<p>LC presented the updated No Access Policy which has been revised to include 5 changes as detailed in the report. One of the changes made was that the letter process has been reduced to 2 letters and then a Notification of Intention to Enter issued. This was changed in line with tenant feedback and will streamline the process. No accesses to properties are particularly problematic for ng homes and it's very important that we comply with the policy.</p> <p>Proposed G Satti Seconded F Malcolm</p>		

h.	Declaration of Interests by Governing Body Members and Employees Policy		
	<p>TS presented the report seeking approval for the adoption of an existing policy which has been reviewed in line with our review schedule. References to "Committee" have been changed to "Board" throughout and Section 9 has been updated to reflect the UK GDPR 2021.</p> <p>Members APPROVED the revised group policy.</p> <p>Proposed J Thorburn Seconded J Berrington</p>		
i.	Board Succession Planning Policy		
	<p>TS presented the report regarding the review of the Board Succession Planning Policy which has been updated in line with the changes listed in the report.</p> <p>Issue 64 of North News which was sent out recently contains a 2 page article encouraging people from the local area to join the Board. Member commented that he was very impressed with the article in terms of explaining what candidates are required to do and expressed his appreciation to the Communications Officer in this regard.</p> <p>There was some discussion around linking into existing programmes such as the Activate course and how to link it to some form of pre-programme for prospective Board members and young people to bring them through to the Board in the future.</p> <p>CEO referred to ng's involvement with the Armed Forces Covenant and the possibility of recruiting cadets or people leaving the army onto the Activate course. This would tie in with our strategic partnership and CEO is happy to meet with any Board member to discuss this further if they wish.</p> <p>Members APPROVED the revised Board Succession Planning Policy.</p> <p>Proposed F Malcolm Seconded G Satti</p>		
j.	Board Training Plan 2023/24		

	<p>TS presented the report regarding the draft Board Training Plan which has been produced as an outcome from the annual Board Appraisal and the Individual Board Member Reviews. The process was supported by SHARE. There was some commonality between the requests for training, however, TS is happy to speak to Board members who may have specific requirements which are not covered as part of this plan.</p> <p>Board APPROVED the adoption of the 2023/24 Board Training Plan which covers the period August 2023 to April 2024.</p> <p>Proposed J Thorburn Seconded F Malcolm</p>		
k.	Hybrid/Remote Working – The Way Forward		
	<p>TS presented the report providing an update on the Association's approach to hybrid/remote working.</p> <p>The Board considered the draft Hybrid Working Policy which has been produced using a base template provided by our solicitors and covers all the relevant legal and legislative requirements related to hybrid working. The recommendation is that the policy be trialled for 9 months with feedback collected during and after the initial trial period. ng needs to make sure that tenants are at the forefront of our decisions but we also want to be a business of choice for employees. The key thing it to do what's right for the business.</p> <p>Chair requested that the Board are notified immediately of any issues so that they can be addressed straight away. She also commented that staff must be working in a private residence when working from home, not a café etc so that data protection law/confidentiality is adhered to.</p> <p>Member queried whether there was a budget to cover the trial period as ng were effectively creating multiple offices in employees' homes. TS confirmed that laptops, chairs etc had already been ordered for staff to work from home during the Pandemic and so they already have the required equipment and the expenditure has already taken place.</p> <p>Member queried whether this would mean hotdesking due to less office space available. CEO advised that the office accommodation is being</p>		

	<p>reviewed just now in terms of what offices we lease and what offices we own and he is happy to chat with him about this.</p> <p>Member requested various measures should be put in place to assess what success will look like at the end of the trial period. It was agreed the senior managers can agree key measurables but the Board may want to contribute.</p> <p>CEO said some measurements are quite difficult to measure eg recruitment. However, acceptance/turnover could be measured and questions asked at exit interviews. CEO confirmed that measurables will certainly be put in place to make sure we achieve the ARC KPI's, etc. and ng will work on the measurables for things that can be made tangible, such as leavers, joiners, service delivery, tenants' satisfaction.</p> <p>Member asked whether there had been any liaison with Trade Unions and TS confirmed he had contacted them twice but had not heard anything back. He knows the Unions are supportive of staff and hybrid working but not prescriptive of how it's being done. Hybrid working arrangements have to be fair, reasonable and importantly suit business needs.</p> <p>CEO confirmed that ng are working closely with IT and working towards Cyber Essentials accreditation. If any Board member wants more time to explore a particular area please do that and come back with any questions as it's an ongoing process.</p> <p>Member queried whether staff have to inform their insurers they are working from home. Insurance requirements are covered in Section 10 of the policy. Staff would cover any increased insurance premium required but it's our understanding that the premium would not normally increase as the person is just working from home on a computer and not running a business.</p> <p>Member raised the issue of carbon offset and the effect on the environment of travelling in to work. CEO commented that staff are advised to use public transport. ng are working on an active travel policy at the moment. This issue was previously raised at a staff consultation</p>		
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	<p>and a temporary post of Net Zero Co-ordinator was recruited to look at this.</p> <p>The next step is to discuss the implementation of the Hybrid Working Policy with staff and, if appropriate, any issues will be fed back to the Board.</p> <p>The Board APPROVED the Sub-Group's proposal on Hybrid Working and the attached draft Hybrid Working Policy.</p> <p>Proposed J Berrington Seconded F Malcolm</p>		
5.	For Ratification		
a.	Payments and Benefits Case 153		
	<p>Members RATIFIED the attendance at the National Good Practice Awards hosted by TPAS at which ng homes won 2 awards.</p> <p>Proposed F Malcolm Seconded G Satti</p>		
b.	Payments and Benefits Case 154		
	<p>Members RATIFIED the attendance at the Unlock Net Zero Awards at which ng homes was shortlisted for Green Homes Upgrade of the Year for our LCITP project.</p> <p>CEO pointed out to the Board that they are always looking at the cost element of travelling and accommodation by travelling standard class, making use of disability railcard to gain discounts and booking budget accommodation. The Chair said they always look at agendas for conferences etc to make sure they are relevant.</p> <p>Proposed F Malcolm Seconded G Satti</p>		
6.	Chief Executive's Update		
	<p>The Deputy Director of Regeneration retires on Monday and the CEO invited the Board to say goodbye to her at 4.30pm on Friday in Saracen House. Margaret was instrumental in bringing lots of funding into ng homes. Recruitment for the role will take place on a lower grade. The Board expressed their appreciation for all Margaret's hard work.</p>		

	<p>CEO advised of a new funding application for £600k to turn 252 Saracen Street into a social entrepreneurial centre for the next 3 years. If successful it will save ng homes £150-160k a year.</p> <p>The first Staff Strategy Day took place on 19th July and the next one is on 17th August.</p> <p>A review of the Housing Services department will take place over the next 2 or 3 months. Following this, a review of the back office will begin.</p> <p>A letter from SHR was forwarded to members on 5th July in relation to the Annual Assurance Statement and highlighting health and safety obligations including lifts which will be part of the new charter coming into force on April 2024.</p> <p>SHR will be attending the Board meeting on 28 November. CEO requested that all Board members attend this meeting in person.</p> <p>██████ staff were physically attacked recently by one of our tenants. ██████ suffered quite severe injuries █████ █████ █████ ██████████</p> <p>CEO advised that a meeting will be held with GCC in relation to Mosesfield House. The roof has collapsed and the Board are requested to support driving funding applications so that Mosesfield can be included as part of a heritage scene.</p> <p>CEO advised that ng is currently working on applications for funding for Ukrainians which should bring in project revenue of £600k a year.</p> <p>CEO thanked Jacqueline Fernie (Board Member) for meeting with him and updating him on activity at South Lanarkshire.</p> <p>Feasability studies for gap sites in Possilpark are taking place with walk rounds with GCC staff.</p>		
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	The Abbeyfield contractor is on site today and we have partnered with a doctor who helped to spec a medical room for the building. We aim to offer health checks for staff with a nurse coming in which is quite unique in Housing Associations. CEO will come back with a costing to the Board for approval.		
7.	Chair's Remarks		
	<p>CR referred to the workshops with Karen Dunbar and our tenants at the end of May. The tv programme, which is very good, is still available on BBC i-player.</p> <p>Chair attended the TPAS Conference and the Deputy Director of Regeneration won The TPAS Champion of the Year Individual Staff Member Award. The Association also won Outstanding Achievement Award for Best Practice in Developing Communities. Chair thanked all staff for all their hard work.</p> <p>The Board members will be issued with mobile phones and Robert Campbell will contact the Board from the 1st August to take them through the 2 factor authentication process.</p>		
8.	Delegates Feedback		
	<p>CR reported that EVH have changed the meetings from monthly to quarterly and from 1 hour to 2 hours. The meetings will now be called "EVH Member Information Exchange". The new Director is Paul McMahon who is an employment solicitor and his company will still be providing EVH with Employment Law advice.</p> <p>JT reported that the Springburn Gala Day will take place in August.</p>		
9.	For Noting		
a.	Governance Update		
	Members NOTED the report providing an update on governance related matters from 9 May to 30 June 2023.		
b.	Rule 68		
	Members NOTED the report confirming the Secretary's confirmation that the requirements of Rules 62 to 67 have been followed.		
c.	Communications Update		

	Board NOTED the report providing an update on communications and media information from 1 April 2023 to 30 June 2023 (Q1)		
d.	Notifiable Events		
	Members NOTED the report providing information on a fire in the common areas at 53 Lenzie Terrace.		
e.	KPI Performance YTD (Q1)		
	Board NOTED the report providing the KPI results for 1 st April 2023 to 30 th June 2023.		
f.	Complaints and Compliments (Q1)		
	Members NOTED the report providing information on complaints and compliments for the period 1 st April 2023 to 30 th June 2023.		
g.	Complaints Report 2022/23		
	Board NOTED the report providing information on complaints for the period 1 st April 2022 to 30 th March 2023.		
10.	Minutes of Subsidiaries/Sub-Committees		
a.	Minutes of HR Committee meeting on 18 th May 2023.		
	Noted.		
b.	Minutes of the ngps Board meeting on 7 June 2023		
	Noted.		
c.	Minutes of the ng2 Board meeting on 13 June 2023		
	Noted.		
d.	Minutes of the Audit Committee meeting on 22 June 2023		
	Noted.		
11.	AOCB		
	<p>TS referred to the new Board covers and asked the Board if they were happy to continue using the standardised covers. Members agreed to this and thought the covers looked good.</p> <p>Chair informed the Board of the new process for electing office bearers for the Board and Committees/Subsidiaries which will take place at the Board meeting on 3 October. The process has changed as a result of the recent review of the Standing Orders and the Chair talked through the timeline and the forms involved. It was agreed that an email would</p>		

	<p>be sent out to the Board summarising the process together with relevant paperwork at the appropriate time.</p> <p>TS confirmed that the Board members who are due to stand down for re-election at the AGM in September are Catherine Rossine and Gino Satti.</p>	TS	asap
11.	<p>Date of Next Meeting – Tuesday 3 October 2023</p> <p>Meeting concluded at 6.30pm</p>		