



Board Meeting Minutes

Meeting: Board Meeting **Location:** The Ron Davey Enterprise Centre / Microsoft Teams

Date: 30 July 2024 **Time:** 4.30pm

Attendees: C Rossine (Chair)
J MacLeod
J Thorburn
A Gow
J Kennedy
F Malcolm
J Fernie (Virtual) – joined at 4.45pm

Apologies: M Grimley, J Berrington, G Satti

In Attendance: J Devine (CEO), B Hartness (DCEO) BH, L Cooper (DHS) LC,
T Sweeney (DCS) TS, G McDowall (PM) GMc – left after item 5(h)

■■■■■■ (Audit Manager, Wbg) – left after item 5(b)

Minute Taker: C Murray (PA)

	Agenda	Action	Date
1.	Apologies		
	As above. An extension to the leave of absence for J Berrington was APPROVED for a period of 3 months. Proposed J MacLeod Seconded J Thorburn		
2.	Declaration of Interest and Attendance		
	As above.		

3.	Minutes of the Previous Meetings		
a.	Board Meeting on 28 May 2024		
	<p>Board AGREED the minutes were an accurate record of the meeting.</p> <p>Proposed J MacLeod Seconded J Thorburn</p> <p>i) Matters Arising None.</p>		
b.	Board Meeting on 28 June 2024		
	<p>Board AGREED the minutes were an accurate record of the meeting.</p> <p>Proposed A Gow Seconded J MacLeod</p> <p>i) Matters Arising None.</p>		
4.	Governance and Improvement Plan		
	<p>Chair advised that the Board Working Group (BWG) met on Thursday 25 July 2024. The BWG discussed and approved the Compliance Report with appendices and the update to the SHR on progress of the Governance and Improvement Plan. The SHR received a copy today and Board Members received copies as part of the Board Meeting papers.</p> <p>TS referred to action points 1 and 2 of the Governance and Improvement Plan that refers to commissioning external consultants. The BWG discussed this at their meeting and requested delegated authority to make enquiries, meet with potential consultants and make a proposal for both appointments to the Board for approval. Members AGREED.</p> <p>Proposed J MacLeod Seconded A Gow</p> <p>LC referred to the Compliance Report and Compliance Statistics Report showing the cumulative statistics for each compliance area to 30 June 2024. LC has updated AB since the BWG Meeting on discussions around how the data is presented. AB acknowledged discussions during the BWG meeting and understands why Members</p>		

	<p>commented on the reporting periods for water disconnections looking anomalous. AB said a revised report would be presented to the next BWG that shows the status of actual tank disconnections rather than planned.</p> <p>Members NOTED the minutes from the Board Working Group Meeting on 5 June 2024.</p>		
<p>5.</p>	<p>For Approval</p>		
<p>a.</p>	<p>Review of Annual Accounts</p>		
	<p>BH presented the annual accounts for NGHA and each of the subsidiaries. Referring to NGHA BH commented that the Association is in a comfortable position, with no issues for the lenders and the accounts meet all the necessary legislative requirements. The auditors have provided a clean audit report- see item 5(b).</p> <p>Member commented that it was helpful to see the explanatory comments within the report, particularly in relation to the pension funds.</p> <p>BH reminded Members that the project to convert properties under the Ukrainian Resettlement Fund was run through DSGL so the figures are unusually higher than a typical year.</p> <p>BH commented that NGPS has had a year with a full level of activity. ng2 has seen an increase in turnover and has sufficient reserves.</p> <p>Members discussed and provided:</p> <ul style="list-style-type: none"> - APPROVAL of the annual financial statements for NGHA for the year to 31 March 2024. - AGREEMENT to remit the statutory accounts of ng2, NGPS and DSGL back to the Boards of those companies with approval to sign. - AGREEMENT of recommendation to the AGM that Wgb (Audit) Limited is re-appointed as external auditors. <p>Proposed J MacLeod Seconded J Kennedy</p>		

b.	Audit Findings Reports and Letters of Representation		
	<p>BH introduced ██████████ from Wgb (Audit) Limited (previously known as Wylie and Bisset) to present the Audit Findings Report.</p> <p>██████████ highlighted page 4 of the report and advised of a clear audit report for this year's financial statements and clean bill of health for NGHA and all three subsidiary companies with no recommendations by way of internal controls.</p> <p>██████████ went on to highlight some key sections within the report:</p> <ul style="list-style-type: none"> • all requests for papers were made available to the auditors and queries answered. • The segregation of duties within Wbg for the Association's audit and year-end Corporation Tax return. • Wbg's approach to governance is included within the report and there was nothing to bring to the Board's attention by way of anything being uncovered or best practice recommendations. • Point 6 within the standard representation letter has been removed from the final report. • Appendix B details audit risks which are standard sector risks for RSLs. There is nothing specific for ng homes to highlight. <p>██████████ concluded ██████████ assessment by saying that all matters were addressed and there is nothing to bring to the Board's attention. ██████████ gave thanks to BH and his team for the cooperation and making it a smooth process.</p> <p>Members APPROVED the audit findings report as produced by the external auditors and signing of the letters of representation.</p> <p>Proposed J Thorburn Seconded A Gow</p>		
c.	FCA Return		
	<p>BH presented the report. Members APPROVED the submission of the annual return to the FCA.</p> <p>Proposed J MacLeod Seconded J Kennedy</p>		

d.	OSCR Return		
	<p>BH presented the report.</p> <p>Members APPROVED the submission of the annual return to OSCR.</p> <p>Proposed A Gow Seconded J Thorburn</p>		
e.	Risk Management Strategy		
	<p>BH presented the report explaining NGHAs approach to risk and management and control of risk.</p> <p>Members discussed and:</p> <ul style="list-style-type: none"> • APPROVED the updated Risk Management Strategy • NOTED plans for comparison of our strategy • NOTED the on-going review of Board oversight of risk to ensure risks are highlighted and reviewed as appropriate <p>Proposed J Kennedy Seconded F Malcolm</p>		
f.	Strategic Risk Register		
	<p>BH presented the Strategic Risk Register and Members discussed each point and the importance of aligning the scoring of risk with strategic decisions and how resources are prioritised for areas of low risk vs high risk.</p> <p>The following changes were AGREED:</p> <ul style="list-style-type: none"> • Point 8 – ‘Health and Safety/Stock Disaster’ add the recruitment of the Health and Safety Manager under the ‘what had changed’ column. • Point 9 – ‘Governance’ add that the Association is working closely with the SHR and implementing a Governance and Improvement Plan under the ‘what had changed’ column. • Point 9 – ‘Governance’ increase the severity score from a 3 to a 4, turning the overall score from amber to red. • Point 10 – ‘GDPR/DP Act 2018/FOI’ add the risk of IT system failures and cyber attacks. • Point 10 – ‘GDPR/DP Act 2018/FOI’ increase the likeliness score from a 2 to a 3. 		

	<p>Members APPROVED the revised Strategic Risk Register subject to the changes agreed being made.</p> <p>Proposed J Thorburn Seconded A Gow</p>		
g.	ng2 Business Plan and Budget		
	<p>BH presented the report.</p> <p>Members APPROVED the business plan of ng2 and remits it back to the ng2 Board to adopt.</p> <p>Proposed J Kennedy Seconded F Malcolm</p>		
h.	District Heating (phase 3)		
	<p>GMc reminded the Members of the presentation delivered to them at the Board Strategy Day on 28 June 2024, GMc presented the report outlining the business case for initiating Phase 3 of the district heating and energy-saving initiative.</p> <p>A Member inquired about the potential financial implications if the project did not proceed.</p> <p>The CEO responded that the project would be challenging to undertake without grant funding. He noted that GMc was specifically hired as Project Manager to oversee these types of initiatives. To date, no costs have been incurred beyond internal staff time.</p> <p>Another Member asked whether the project's objectives would still align with the Energy Efficiency Standard for Social Housing (ESSH) and the government's Net Zero targets if grant funding was not secured.</p> <p>GMc explained that if the Net Zero targets were not integrated into the project, additional work would be required to attain Net Zero at a later date and funding may not be available.</p> <p>The CEO added that the Association consistently seeks to secure funding promptly. He also mentioned that he serves on the Scottish Government's ESSH2 Review Group, which provides him with insight</p>		

	<p>into ongoing considerations and potential changes to ESSH standards.</p> <p>Members APPROVED:</p> <ul style="list-style-type: none"> • Proceeding with the Phase 3 project efficiently and cost-effectively, subject to funding approval. • The appointment of Ewing Somerville Partnership (ESP) as Cost Consultants and Contract Administrators for the project over the next three years. <p>Proposed J MacLeod Seconded J Kennedy</p>		
i.	Membership Applications		
	<p>TS presented four Membership applications.</p> <p>Member asked why ethnic origin was included within the report as it has no bearing on the decision-making process. Following some discussion TS advised that it will be removed from future approval papers.</p> <p>Members APPROVED the membership applications presented.</p> <p>Proposed J Thorburn Seconded J MacLeod</p>	TS	By next meeting
j.	Openness, Accountability and Confidentiality		
	<p>TS presented the report.</p> <p>Members APPROVED the adoption of the revised Openness, Accountability and Confidentiality Policy.</p> <p>Proposed J Kennedy Seconded F Malcolm</p>		
k.	ng homes Board Role Descriptions		
	<p>TS presented the report.</p> <p>Members APPROVED the Board Member Role Description and Person Specification and the Office Bearers Role Descriptions.</p> <p>Proposed J Thorburn Seconded J Kennedy</p>		

l.	Budget Setting Policy		
	BH presented the report. Members APPROVED the Budget Setting Policy. Proposed J Thorburn Seconded A Gow		
m.	Code of Audit Practice		
	BH presented the report. Members APPROVED the Code of Audit Practice Policy. Proposed J Thorburn Seconded A Gow		
n.	Anti-Fraud Policy		
	BH presented the report. Members APPROVED the Anti-Fraud Policy. Proposed J Kennedy Seconded F Malcolm		
o.	Allocations Policy		
	Members agreed the paper should be withdrawn to be carried forward to the next meeting.		
p.	Hate Crime Policy		
	LC presented the report. Members APPROVED the revised Hate Crime Policy. Proposed J Thorburn Seconded J Kennedy		
q.	Payments and Benefits #168		
	TS presented a payments and benefits request to attend the Herald Diversity Awards. TS advised that the attendee names may change but the number of attendees would not increase. Members APPROVED the Payment and Benefits request #168 Proposed J Kennedy Seconded F Malcolm		

6.	For Ratification		
a.	Payments and Benefits #167		
	<p>Members RATIFIED Payments and Benefits case #167</p> <p>Proposed J Thorburn Seconded J Kennedy</p>		
7.	Chief Executive's Update		
	<p>CEO advised that the deployment of Ukrainian families has gone well. There are still some vacant properties remaining and Glasgow City Council (GCC) are proposing to use them for homeless cases. The Board discussed a paper at the last Board meeting to increase lets to homeless given there is a homeless crisis. There have been no formal discussions yet and the CEO and LC are invited to a round table discussion with GCC and the Scottish Government. The Board will be asked to consider matters before agreeing to any decision.</p> <p>CEO referred to the ongoing situation with the St Monance Wall project that is affecting private owners and has a significant cost. There has been positive dialogue that GCC will provide funding but there has been no formal confirmation, as yet. CEO advised that staff are looking for possible solutions, without compromising the Association, that the Board may be asked to consider.</p> <p>CEO advised that discussions regarding the future of Saracen House are still ongoing. CEO expects the lease will be extended until March 2025 to allow more time to discuss this fully.</p> <p>CEO referred to an email from Scottish Government with an invite to an online event to discuss provisions in the Housing (Scotland) Bill, which was introduced to the Scottish Parliament in March 2024, on proposed new duties for social landlords to develop and implement a domestic abuse housing policy outlining how they will support tenants experiencing domestic abuse. CEO commented that he is conscious of the role of Housing Officers, where the boundaries are with regards to staff expertise and the increase of challenges, particularly for front-line staff.</p>		

8.	Chairs' Remarks		
	<p>Chair referred to this year's Board Member Reviews and asked Members to consider a change to the process this year which would be supported again by SHARE. This would mean that for this year Board members would still complete a survey and be able to give their views on their performance, contribution and effectiveness over the past year, identify training needs, any support required etc. and Members would still get the desired outcomes such as an Individual Learning Statement for each Board Member and a collective Board Training Plan. However, there would not be a requirement for each Board Member to have a one-to-one meeting with the Chair supported by the external consultant. This approach would still satisfy the governance requirement under the SHR Regulatory Standard 6 (Guidance 6.2, 6.3 and 6.4), however it was being raised with Board Members because it is different from what is specified in the Association's Board Appraisal and Board Member Reviews Policy i.e. that there are one-to-one meetings. TS advised that one of the reasons for suggesting the change for this year is to reduce the amount of pressure on Board Members given the increase in time expected of them this year for other pieces of work such as the Board Working Group and in light of the previous comprehensive reviews that Board Members have undertaken. Chair asked Members if they would be happy to proceed with the 'lighter touch' approach for this year.</p> <p>Members agreed with the rational for the lighter touch approach however they debated whether it was appropriate to deviate from the policy at this time whilst the Association has non-compliant regulatory status.</p> <p>Members AGREED that it would be beneficial to reduce the amount of time the reviews require whilst still satisfying the Board Members needs and the SHR governance standards, however it was agreed that rather than deviating from the Board Appraisal and Board Member Reviews Policy it was suggested that the policy be reviewed. TS advised that the policy was due for review in October and that this could be brought forward and the revised policy taken to the Human</p>	TS	Next HR C'ttee Meeting

	Resources Committee in August for approval. This approach was agreed by Board Members.		
9.	Delegates Feedback		
	Pay negotiations for 2025/26 with EVH are about to begin.		
10.	For Noting		
a.	Governance Update		
	Members NOTED the report providing an update on governance related matters from 16 May 2024 to 11 July 2024.		
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 (Q1)		
	Members NOTED the report providing an update on communications and media information from 1 April 2024 to 30 June 2024 (Q1).		
d.	Notifiable Events		
	Members NOTED the report advising of no notifiable events having been reported to the Scottish Housing Regulator since the last meeting.		
e.	KPI Performance YTD (Q1)		
	Members NOTED the Key Performance Indicators for 1 April 2024 – 30 June 2024.		
f.	Complaints and Compliments (Q1)		
	Members NOTED the report providing an update on complaints and compliments received for the 3-month period 1 April 2024 – 30 June 2024.		
11.	Minutes of Committees and Subsidiaries		
a.	HR Committee Meeting on 21 May 2024		
	Noted.		
b.	ng2 Board Meeting on 30 May 2024		
	Noted.		
c.	Regeneration Committee Meeting on 4 June 2024		
	Noted.		

d.	Audit Committee Meeting on 6 June 2024		
	Noted.		
e.	NGPS Board Meeting on 12 June 2024		
	Noted.		
12.	AOCB		
13.	Date of next meeting – Tuesday 1 October 2024 Meeting ended at 6.45pm		