



## Board Meeting Minutes

**Meeting:** Board Meeting      **Location:** Vulcan St / Microsoft Teams  
**Date:** 3 October 2023      **Time:** 4.30pm

**Attendees:** C Rossine (Chair)      J Berrington  
F Malcolm      J Thorburn  
A Gow (Virtual)  
J Kennedy  
J MacLeod

**Apologies:** G Satti, M Grimley, J Fernie

**In Attendance:** J Devine (CEO), B Hartness (DCEO) BH, L Cooper (DHS) LC,  
T Sweeney (DCS) TS, A Bell (DDPS) AB

**Minute Taker:** C Murray (PA)

	Agenda	Action	Date
1.	<b>Apologies</b>		
	As above.		
2.	<b>Declaration of Interest and Attendance</b>		
	As Above.		
3.	<b>Board 2023/24</b>		
a.	Declaration of Interest, Code of Conduct and Members Declaration.		
	TS confirmed that forms had been returned from every Member.  TS reminded everyone of the importance of these forms and what they covered.		
b.	Membership of Committees and Subsidiaries		
	TS referred to the current membership list per Subsidiary and Committee that was issued prior to the meeting. John MacLeod expressed an interest in joining the HR Committee.  Proposed J Thorburn      Seconded J Berrington		

	There were no other changes to the Membership of Subsidiaries or Committees.		
c.	Representatives		
	<p>i) EVH – C Rossine</p> <p>ii) GWSF – J Thorburn</p> <p>iii) CPP – J Thorburn</p> <p>iv) SFHA – C Rossine advised she is standing for election for the SFHA Board.</p> <p>It was agreed to delay appointing a representative until more information was received on the activities SFHA will be covering that may require a representative.</p> <p>v) SHARE – J Berrington has now left the SHARE Board and TS will be stepping down from Thursday 5 October. No-one from ng homes has voiced an interest in joining at this time.</p> <p>Members AGREED.</p>		
d.	Temporary rescindment to Standing Orders		
	<p>TS presented the report and explained the proposed action to be taken in relation to the Association's Standing Orders to support the process of the election of Chairs to the Association's Committees.</p> <p>TS explained the rationale for proposed temporary rescindment of Standing Order 15 and there was discussion on the value of spreading the Office Bearer positions across different Board Members. This essentially spreads the workload, which is also good for Members development. More importantly it is good practice not to have too much power invested in a few individuals.</p> <p>Members discussed the report and TS's comments and unanimously APPROVED the temporary rescindment to the Association's Standing Order 15.</p>		
e.	Election of Office Bearers		
	The Standing Orders that were revised and approved in February 2023 included a new procedure for the election of Office Bearers. The biggest change being that the elections for all Office Bearer positions would be done at the first Board meeting that followed the AGM and nominations would be taken in advance of that meeting.		

	<p>TS recited the nominations received as follows:</p> <p><b>ng homes Board Chair</b>  C Rossine  Proposed J Thorburn    Seconded J Berrington  As there were no other expressions of interest C Rossine was elected as Chair.</p> <p><b>ng homes Board Vice-Chair</b>  G Satti  Proposed J Thorburn    Seconded J Berrington  As there were no other expressions of interest G Satti was elected as Vice-Chair</p> <p><b>ng homes Board Secretary</b>  J Berrington  Proposed C Rossine    Seconded J Thorburn  As there were no other expressions of interest J Berrington was elected as Secretary</p> <p><b>ng2 Board Chair</b>  J Thorburn  Proposed C Rossine    Seconded J MacLeod  As there were no other expressions of interest J Thorburn was elected as ng2 Board Chair.</p> <p><b>ng2 Board Vice-Chair</b>  There were no advance nominations for the position of ng2 Vice-Chair. J Berrington expressed an interest.  Proposed J Thorburn    Seconded C Rossine  As there were no other expressions of interest J Berrington was elected as ng2 Board Vice-Chair</p> <p><b>ng Property Services Board Chair</b>  G Satti  Proposed C Rossine    Seconded J MacLeod</p>		
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<p>As there were no other expressions of interest G Satti was elected as the NGPS Board Chair.</p> <p><b>ng Property Services Board Vice-Chair</b></p> <p>J Thorburn</p> <p>Proposed C Rossine Seconded J MacLeod</p> <p>As there were no other expressions of interest J Thorburn was elected as NGPS Vice-Chair.</p> <p><b>HR Committee Chair</b></p> <p>C Rossine</p> <p>Proposed J MacLeod Seconded J Berrington</p> <p>As there were no other expressions of interest C Rossine was elected as HR Committee Chair.</p> <p><b>HR Committee Vice-Chair</b></p> <p>J Thorburn</p> <p>Proposed J Berrington Seconded G Satti</p> <p>As there were no other expressions of interest J Thorburn was elected as HR Committee Vice-Chair.</p> <p><b>Audit Committee Chair</b></p> <p>J Berrington</p> <p>Proposed C Rossine Seconded J MacLeod</p> <p>As there were no other expressions of interest J Berrington was elected as Audit Committee Chair</p> <p><b>Audit Committee Vice-Chair</b></p> <p>There were no nominations for Audit Committee Vice-Chair.</p> <p><b>Regeneration Committee Chair</b></p> <p>J Thorburn</p> <p>Proposed J Berrington Seconded G Satti</p> <p>As there were no other expressions of interest J Thorburn was elected as Regeneration Committee Chair.</p> <p><b>Regeneration Committee Vice-Chair</b></p> <p>There were no nominations for Regeneration Committee Vice-Chair.</p>		
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	CEO encouraged all Members to consider what Committees or Subsidiaries they are Members of and whether they could potentially fill any of the Office Bearer positions in future. CEO stressed that he appreciates how busy everyone is and thanked the Members who were able to stand this year.		
<b>4.</b>	<b>Minutes of Board Meeting on 25 July 2023</b>		
	<p>Board AGREED the minutes were an accurate record of the meeting.</p> <p>Proposed J Kennedy    Seconded J Berrington</p> <p>i) Matters Arising</p> <p>None.</p>		
<b>5.</b>	<b>For Approval</b>		
a.	Standing Orders		
	<p>TS presented the report and advised of the requirement to review the following as per the Standing Orders that were revised and implemented in February this year:</p> <ul style="list-style-type: none"> <li>i) Committee Remits and Structure as per SO43 <ul style="list-style-type: none"> <li>a. Board</li> <li>b. Audit Committee</li> <li>c. Human Resources Committee</li> <li>d. Regeneration Committee</li> <li>e. Committee Chair Role Description</li> </ul> </li> <li>ii) Terms of Reference of Residents Improvement Group as per SO50</li> <li>iii) Financial Regulations / Scheme of Delegation</li> </ul> <p>Members discussed and APPROVED:</p> <ol style="list-style-type: none"> <li>1. The remit, membership, and role of the Chair for the Board, Audit Committee, Human Resources Committee and the Regeneration Committee.</li> <li>2. The terms of reference and reporting requirements for the Residents Improvement Group as attached to this report.</li> <li>3. The revised Financial Regulations / Scheme of Delegation as attached to this report.</li> </ol>		

	Proposed J Berrington Seconded J Kennedy		
b.	Meeting Etiquette		
	<p>Board Members discussed meeting etiquette at the Board Strategy Day that took place in May 2023. Meeting etiquette was marked to follow as an appendix to the Standing Orders. TS presented Members with the meeting etiquette appendix and commented that he has incorporated suggestions from that day along with suggestions from staff following a similar discussion at the Staff Strategy sessions. Good practice has also been built in. There was agreement across both Board and Staff that following a meeting etiquette would make meetings more valuable, efficient and effective and support in a more focused approach ensuring that aims are being achieved.</p> <p>Members discussed and APPROVED the meeting etiquette to be included in the Association's Standing Orders as an appendix and to adopt this going forward for Board and staff meetings across the ng group.</p> <p>Proposer J MacLeod Seconded J Kennedy</p>		
c.	Management Accounts to 31 July 2023		
	<p>BH presented the report summarising the income and expenditure and balance sheet for the period to 31<sup>st</sup> July 2023 together with cash flow. BH anticipated that by year-end the Association will be closer to a break-even position.</p> <p>Member queried the increased service costs vs budget. BH explained this was due to the increase utility costs, the cost of dealing with bulk (which is important to keep the area in good condition) and also the seasonal costs of landscaping, etc. The seasonal costs such as grass cutting are coming to an end so the increase vs budget should come down by the end of the year.</p> <p>CEO commented that keeping on top of the clean-up of the area has been tough and a lot of effort goes into it. It has subsequently required an increase in the number of vehicles and resource resulting in an increase in costs to the Association.</p>		



	<p>CEO also acknowledged that ng homes are currently reviewing a complex draft Asset Management Strategy prepared by M-Four Consultants.</p> <p>Members APPROVED the Management Accounts for the period to 31<sup>st</sup> July 2023.</p> <p>Proposed J Berrington      Seconded J Thorburn</p>		
d.	Housing Services Risk register		
	<p>LC presented the report advising of two changes to the Housing Services Risk Register.</p> <p>There was some discussion on whether the residual risk for gas safety had to be as high as 16 given all the steps that are in place to ensure compliance. Members agreed to leave it as 16 for now and supported the view to be cautious and to review it again at a future meeting.</p> <p>Members considered and APPROVED the Housing Services Risk Register as presented.</p> <p>Proposed J Berrington      Seconded A Gow</p>		
e.	Bribery Policy		
	<p>JB left the meeting briefly on an unrelated matter.</p> <p>BH presented the Bribery Policy and advised no changes were being proposed however still stressed to Members the seriousness of the content.</p> <p>Members APPROVED the Bribery Policy.</p> <p>Proposed J MacLeod      Seconded J Thorburn</p>		
f.	Notifiable Events Policy		
	<p>JB returned to the meeting.</p> <p>TS presented the revised policy which has been brought up to date with UK General Data Protection Regulation 2021 as well as details of who to seek guidance from and updated contact details.</p>		

	<p>Members APPROVED the revised Notifiable Events Policy as presented.</p> <p>Proposed A Gow    Seconded J Kennedy</p>		
g.	Payments & Benefits Policy		
	<p>TS presented the report and proposed changes to the Payments and Benefits Policy.</p> <p>Members discussed section 3 of the appendix relating to attendance at training and events and the challenge that could pose if the timing of events fell between the sequence of Board meetings. Members were satisfied with the change to delegate authority to the CEO and Chair.</p> <p>Members APPROVED the revised Payments and Benefits Policy.</p> <p>Proposed J Berrington    Seconded J Kennedy</p>		
h.	Gifts, hospitality & Donations Policy		
	<p>TS presented the report detailing the proposed changes to the Gifts, Hospitality &amp; Donations Policy. TS advised that there were no material changes but there is now clarity on thresholds.</p> <p>Members APPROVED the revised Gifts, Hospitality &amp; Donations Policy.</p> <p>Proposed J Thorburn    Seconded A Gow</p>		
i.	Procurement Strategy		
	<p>AB presented the revised Procurement Strategy. The report included clarity on what procurement options the Association has:</p> <ul style="list-style-type: none"> <li>• Via a call off from a publicly procured framework</li> <li>• Via a call off from pre-tendered national framework</li> <li>• Via a publicly procured measured term contract</li> <li>• Via a direct award to ng2, a wholly owned subsidiary of ng homes.</li> <li>• Via a negotiation with a contractor / consultant for below threshold contract values</li> </ul> <p>CEO commented that the above procurement options give the Association more scope to ensure value for money.</p>		



	<p>Members APPROVED the Procurement Strategy as presented:</p> <p>Proposed J MacLeod    Seconded J Kennedy</p> <p>TS reminded Members that training on procurement was identified as part of the Board appraisal process and training for Board Members has been organised for 7 December 2023. This will provide more members with the skills to contribute to the procurement process which will support in spreading the load across available Board Members who will be invited to join future scoring panels.</p>		
j.	Damp and Mould Policy		
	<p>AB presented the newly produced Damp and Mould Policy. AB advised that reporting procedures are already in place but have been appended to the policy for clarity.</p> <p>Member thanked AB for producing the policy. Referring to the procedure, Member asked where the voice of the tenant fits in, in terms of whether they agree or disagree with the outcome of the process. AB agreed to have this point clarified in procedure.</p> <p>Member suggested reviewing the process again in six months and collating feedback on how it is working in practice and what the interaction with the tenant is. AGREED.</p> <p>Members APPROVED the Damp and Mould Policy.</p> <p>Proposer J Berrington    Seconded J Thorburn</p>	<p><b>AB</b></p> <p><b>AB</b></p>	
k.	Membership Policy		
	<p>TS presented the revised Membership Policy and Membership Application Form. The form has been updated to reflect the equality monitoring form and only asks the required questions.</p> <p>Members APPROVED the revised Membership Policy and Membership Application Form.</p> <p>Proposed J Kennedy    Seconded A Gow</p>		

<b>1.</b>	<b>Association Membership Application</b>		
	<p>TS confirmed background checks have been carried out and the Senior Corporate Services Officer is working on a proforma that details the process for carrying out checks on individuals who apply for Membership of the Association.</p> <p>Members APPROVED the Association Membership Application as detailed in the report.</p> <p>Proposer J Berrington    Seconded J Thorburn</p>		
<b>6.</b>	<b>For Ratification</b>		
<b>a.</b>	<b>Payments and Benefits Case 155</b>		
	<p>LC presented payments and benefits case #155 regarding [REDACTED]. Members Approved Payments and Benefits Case #155.</p> <p>Proposed J Berrington    Seconded A Gow</p> <p>CEO advised that [REDACTED]. The Board gave thanks to [REDACTED]</p>		
<b>7.</b>	<b>Chief Executive's Update</b>		
	<p>CEO advised that the dentist at Vulcan Street is interested in the commercial unit at Keppochhill Road and BH is arranging a viewing.</p> <p>CEO referred to the 10-phase plan for net zero. There is a meeting tomorrow to discuss further. When applying for grant the Association plan to have information to hand in order to apply quickly. There is a The Social Housing Net Zero Heat Fund (SHNZHF) application due to be submitted by 11 October 2023.</p> <p>The CEO has been invited and is attending an armed forces covenant silver award on Thursday evening. The relationship with the MOD has been extremely valuable.</p> <p>CEO provided an update on the Ukrainian project which continues to progress well. Senior Officers conducted a site visit and gave assurance to Members that the work is still on track and within budget.</p>		

CEO advised that the Association has had a successful Stage 1 application for the Regeneration Capital Grant Fund (RCGF) to convert 252 Saracen Street to an entrepreneurial Centre. CEO said he was pleased with the successful submission as it was sent to the Scottish Government (SG) directly in error however SG agreed to accept it if it was approved by Glasgow City Council (GCC). CEO commented that the property has the potential to become the social economic change that will affect the physical change of the area. CEO commented on the work that will be involved to submit the Stage-2 application.

CEO referred to the ongoing work with GCC on the masterplan for Possilpark. As part of this, the future of Saracen House is still unclear. CEO referred to a piece of land that sits behind Saracen House that ng homes would want to own. CEO advised that there would be a future discussion with the Board to agree whether ng homes will remain in Saracen House or whether it will be handed back to Jobs & Business Glasgow.

CEO advised of a People Makes Glasgow plan to erect a solar farm that ng homes has been asked to support. After that discussion, the CEO was invited by Scottish Power to visit a solar farm in Falkirk, already successfully in operation. The set up was interesting and valuable to see as it included battery storage which is something the Association are looking into and are currently awaiting the outcome of a feasibility funding application via Scottish Power Energy Networks.

CEO referred to Mosesfield House and that there may be an opportunity for Scottish Power to assist with solar panels on that building. However, discussions are still in early stages and the Board will be updated in due course.

TS referred to an ongoing Notifiable Event [REDACTED]

[REDACTED]  
[REDACTED]

The Regulator is satisfied with the outcome and the Notifiable Event is now closed.



<b>8.</b>	<b>Chair's Remarks</b>		
	<p>The ng homes' AGM took place in Saracen House on 12 September 2023 and it went well.</p> <p>The Annual Assurance Statement is due to be submitted to the Regulator by 31 October 2023. Another Board Meeting has been called for 24 October 2023 and [REDACTED] has been invited to present his report to allow the Board to discuss the results and outcome from the Governance Self-Assessment exercise and to discuss and agree the wording for the Association's Annual Assurance Statement.</p> <p>Chair reminded Members that the Regulator is attending and observing the November Board Meeting and asked if Board Members could attend in person where possible. The observation is part of the engagement plan with the Regulator. A meeting between senior officers and the Regulator has been arranged for the following week (early December) to discuss ng homes' engagement plan for 2024.</p>		
<b>9.</b>	<b>Delegates Feedback</b>		
	An update on EVH and GWSF was provided.		
<b>10.</b>	<b>For Noting</b>		
a.	Governance Update		
	<p>TS referred to the Cyber Security Training for Board members. TS advised that the recording has been circulated and requested those unable to make the training to please watch it.</p> <p>TS reminded Members of the Tenant Participation Training that has been arranged for Board Members on Thursday 5 October being delivered by TPAS. This has replaced the Procurement Training that has been rescheduled to 7 December 2023.</p>		
b.	Notifiable Events		
	Members NOTED the report providing Members with an update to the Board on Notifiable Events that have been reported to the Scottish Housing Regulator since the last meeting.		
c.	Pension Trust Financial Assessment		
	Members NOTED the submission of the financial assessment to the Pension Trust.		

<b>11.</b>	<b>Minutes of Subsidiaries/Sub-Committees</b>		
a.	Minutes of the Audit Committee Meetings on: i) 20 July 2023 ii) 7 September 2023		
	Noted.		
b.	Minutes of the HR Committee Meeting on 10 August 2023		
	Noted.		
c.	Minutes of the NGPS Board Meeting on 16 August 2023		
	Noted.		
d.	Minutes of the ng2 Board Meeting on 22 August 2023		
	Noted.		
e.	Minutes of the Regeneration Committee on 5 September 2023		
	Noted.		
<b>12.</b>	<b>AOCB</b>		
	None.		
<b>13.</b>	<b>Date of next meeting – Thursday 24 October 2023</b>		
	Meeting ended at 6.30pm		