



Board Meeting Minutes

Meeting: Board Meeting **Location:** Ron Davey Enterprise Centre, 10 Vulcan St

Date: 30 July 2019 **Time:** 5.30pm

Attendees: J Thorburn JT (Chair), J Berrington JB, C Rossine CR, T Dow TD, M Thomson MT, I Cross IC, R Maguire RM, J MacLeod JM, R Porter MBE RP, G Satti GS, A Murphy AM

Apologies: B Rossine, A Gow

In Attendance: R Tamburrini (CEO) RT, B Hartness (DCEO FIN) BH, J Devine (DCEO REGEN) JD, T Sweeney TS (DDCS), Ann Marie Devlin (SDCEO) AMD, E Templeton (Wylie & Bissett) ET

Minute Taker: C Murray (PA) CM

	Agenda	Action	Date
1.	Apologies		
	As above.		
2.	Declaration of Interest and Attendance		
	None.		
3.	Minutes of Meetings		
a.	Minutes of Board Meeting on 28 May 2019		
	Board AGREED the minutes were an accurate record of the meeting. Proposed J Berrington Seconded M Thomson <u>Matters Arising</u> Item 5b – Tenant satisfaction further breakdown - this is carried forward to next meeting	LC	August Board Meeting
b.	Minutes of ng property Board Meeting on 5 June 2019		
	Noted		
c.	Minutes of Area Committee on 6 June 2019		
	Noted.		

d.	Minutes of Area Committee on 4 July 2019		
	Noted.		
e.	Minutes of Audit Sub Committee on 13 June 2019		
	Noted.		
f.	Minutes of Audit Sub Committee on 23 July 2019		
	Carried forward to next Board meeting.		
g.	Minutes of ng2 Board Meeting on 18 June 2019		
	Noted.		
h.	Minutes of Urgent Decision Meeting and papers on 27 June 2019		
	<p>Board RATIFIED the decision to approve the following documents for onward submission to GCC:</p> <ul style="list-style-type: none"> • GCC's Offer of Grant for 28 social rent units at Keppochhill Road. • GCC's Offer of Grant for 21 mid market rent units at Keppochhill Road. • The Strategy and Development Funding Plan for 2019-20. <p>Proposed Jim Berrington Seconded M Thomson</p>		
4.	Chief Executive's Update		
	<p>AGM - 10 September 2019</p> <p>CEO handed out a timeline for the AGM. Members AGREED to hold a special Board meeting on 17 September following the AGM to elect office bearers, appoint any co-optees and delegates, confirm membership of sub-committees and subsidiaries and deal with any urgent business if required.</p> <p>The following community members are due to stand down due to their length of service since last election. After discussion J Thorburn, G Satti and R Porter all volunteered to stand down this year. Isabella Cross to stand down in 2020 AGM.</p> <p>Staffing Sub-Committee</p> <p>CEO queried if the Board would consider extending membership of</p>		

<p>the staffing sub-committee. CEO to clarify Standing Orders at the next meeting.</p> <p>Board Appraisals</p> <p>Alan Ferguson has sent first draft of his appraisals report to the Chair. A date to be arranged to discuss with Board members.</p> <p>Scottish Government Grant</p> <p>The Scottish Government is concerned with the demise of town centres. Funding is to be made available to 33 local authorities. Councillor Allan Gow has been canvassing strongly for North Glasgow to secure part of this funding from GCC. ng homes may be asked to play a part in receiving some of these funds in order that they may be distributed locally as part of the BID process. The BID has identified the need to upgrade shop fronts on Saracen St. This will be discussed at the Regen Sub-Committee.</p> <p>Scottish Housing Regulator (SHR)</p> <p>The SHR has 7 standards all HA's must comply with. A new requirement this year is to submit an Assurance Statement by 31 October to the SHR. After a discussion with the Chair, ng homes are setting up a joint working group comprising of senior staff and governing Board members (NB: this approach was subsequently included in the governance self assessment toolkit). This short life working group will meet to discuss ng homes compliance with the SHR governing standards and Assurance Statement.</p> <p>Members also agreed that before submission of the Assurance Statement, all evidence must be in place and validated by a professional external source and the Associations internal auditor.</p> <p>A progress report on the submission and any actions to be taken will be tabled at future Board Meetings.</p>	<p>TS</p> <p>JD</p> <p>TS</p>	<p>ASAP</p> <p>Future Regen Sub-Committee Meeting</p> <p>Future Board Meetings</p>
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5.	Reports for Approval		
a.	Management Accounts to 31 May 2019		
	<p>Members considered the Management Accounts to 31 May 2019. BH explained the variances against the budget and confirmed that in his opinion ng homes is in an strong financial position at this point in time.</p> <p>Board APPROVED the Management Accounts for the period to 31st May 2019.</p> <p>Proposed T Dow Seconded J McLeod</p>		
b.	Review of Annual Accounts 2018/19		
	<p>Members considered the report regarding the Review of Annual Accounts 2018/19.</p> <p>Board APPROVED:</p> <ul style="list-style-type: none"> - Approval of the annual financial statements for NGHHA for the year to 31 March 2019. - Agreement of remitting the statutory accounts of NG2, NGPS and DSGL back to the boards of those companies with approval to sign off. - Agreement of recommendation to the AGM that Wylie & Bisset is re-appointed as external auditors. <p>Proposed J Berrington Seconded A Murphy</p>		
c.	Audit Findings Report and Letters of Representation		
	<p>Members considered report regarding the annual requirement for the external auditors to produce an audit findings report for ng homes which the Association then sends to SHR together with our response.</p> <p>E Templeton from Wylie & Bisset talked through the report with the Board and highlighted key points. E Templeton confirmed that it was a clean audit with no points required to be raised for ng homes to action.</p>		

	<p>Board APPROVED the audit findings report and recommended signing of the letters of recommendation.</p> <p>Proposed M Thomson Seconded R Porter</p>		
d.	FCA Return 2019		
	<p>Board considered report regarding the submission of the annual return to the Financial Conduct Authority which confirms standard details regarding the Association as a Community Benefit Society. This will be submitted to the FCA once the Association's signed accounts are available.</p> <p>Board APPROVED the submission of the annual return to the FCA.</p> <p>Proposed C Rossine Seconded G Satti</p>		
e.	OSCR Return 2019		
	<p>Board considered report regarding the annual return to the Office of the Scottish Charity Regulator (OSCR) which confirms standard details regarding the Association including the turnover of the Association calculated on the basis applying to charities including grants received.</p> <p>Board APPROVED the submission of the annual return to OSCR once the Associations signed accounts are available.</p> <p>Proposed J Berrington Seconded I Cross</p>		
f.	NGPS Business Plan		
	<p>Board considered report regarding the NGPS Business Plan and budget for 2019/20 which is required by the Regulator to be integrated and form part of the group business plan.</p> <p>BH reported that the budget was passed by the NGPS Board. There has been no increase in management fees for the last three years. However, this year there is a small increase of £12 per annum.</p>		

	<p>Board APPROVED the Business Plan and budget for 2018/19 and remitted it back to the NGPS Board to formally adopt.</p> <p>Proposed M Thomson Seconded G Satti</p>		
g.	DSGL Business Plan		
	<p>Board considered the report regarding the DSGL Business Plan and budget for 2019/20.</p> <p>BH reported that there has been no development for approx. 9 years however once the Keppochhill Road development starts this will affect turnover.</p> <p>Board APPROVED the Business Plan and remitted back to the ng2 Board to adopt.</p> <p>Proposed T Dow Seconded R Porter</p>		
h.	ng2 Business Plan		
	<p>Board considered the report regarding the ng2 Business Plan which is required by the Regulator to be integrated and form part of the group business plan.</p> <p>BH highlighted that the rationale behind ng2 was to provide employment within the area, to save VAT which could then be reinvested in the area and to have better control over the quality of work.</p> <p>ng2 and ng homes continue to work closely to deliver high quality services at competitive prices. Turnover is projected to decrease by £110,000 this year due to various activities being transferred back to the Association. BH went on to say there will be positive cash flow for the year in his opinion.</p> <p>JD agreed the time was right to review ng2's approach to customer service.</p>		

	Board APPROVED the Business Plan and remitted back to the ng2 Board to adopt. Proposed R Porter Seconded R McGuire		
i.	Strategic Risk Register Review		
	<p>Board considered the report regarding the strategic risk register review and the 3 biggest changes to risks highlighted in the report which were discussed at the latest Audit Sub-Committee meeting.</p> <p>Member asked if the new website in relation to GDPR/FOI makes ng homes more vulnerable and if this had been factored into the Risk Register. TS replied that they have been working very closely with KISWEBS who are keen to help protect clients and does not see this is a risk. Member commented that there is always a risk when providing a tenants' portal but he has also worked with KISWEBS and is confident there will be no issues and agreed to monitor this closely.</p> <p>Board APPROVED the revised Strategic Risk Register.</p> <p>Proposed J Berrington Seconded I Cross</p>		
j.	Pension Trust Financial Assessment 2019		
	<p>It is a requirement that each year the Association submits a financial assessment return to the Pension Trust. The return is used to gauge the financial strength of the Association and whether we are allowed to continue to provide defined benefit pensions through the Pensions Trust.</p> <p>The return is submitted online and this has been done based on the Association's draft accounts. The signed accounts will be submitted once they are available. The return has to be submitted by 31 August. All past assessments have scored the Association as low risk. This year is no different and the Association's 2019 result is low.</p>		

	<p>Board agreed once SHAPS tri-annual valuation has been received ng homes independent Pensions advisor will be invited to update the Board about the various pension schemes the Association are part of.</p> <p>Also Board NOTED the 2019 Pension Trust Financial low risk Assessment.</p> <p>Proposed J McLeod Seconded T Dow</p>		
k.	Brexit Review		
	<p>Members advised that the Scottish Housing Regulator wrote in February to all RSLs to underline the importance of compliance with Regulatory Standards in the context of the uncertainty around the planned withdrawal of the United Kingdom from the European Union.</p> <p>Board NOTED the extensive report from BH. They took comfort from the report and the robust business planning process which had factored in a number of worse case scenarios. They also took additional comfort that ng homes will continue to project and change plans in relation to any possible material detriment arising from Brexit (particularly in the event of a no deal).</p>		
l.	Lift Servicing and Maintenance Contract		
	<p>ng homes appointed Ewing Somerville Partnership, Procurement Consultants, to procure a Lift Servicing and Maintenance Contract within various low, medium and high rise multi-storey residential properties in North Glasgow.</p> <p>Member agreed Board member involvement in the procurement process would strengthen transparency. JD to table an indicative procurement programme and will look at training requirements.</p> <p>Board APPROVED the appointment of City Building (Contracts) LLP to the Lift Servicing and Maintenance Measured Term Contract.</p>	JD	Oct Board Meeting

	Proposed J Berrington Seconded A Murphy		
m.	Digital TV Aerial Installation Contract		
	<p>Board noted the report regarding the procurement of a Digital TV Aerial installation contract.</p> <p>Board AGREED to accept the offer submitted by MRM Electrical Solutions Ltd, in the sum of £97,383.30 plus VAT of £19,476.66 equating to £116,859.96.</p> <p>Proposed M Thomson Seconded T Dow</p>		
6.	Reports for Noting		
a.	Complaints and Compliments		
	Board NOTED the report detailing complaints and compliments for Q4 and year end 2018/19.		
7.	Chair's Remarks		
	<p>Chair informed the Board that the new website is scheduled to go live Thursday 1 August. Chair thanked all staff involved.</p> <p>A discussion took place around the user research that had been done prior to designing and launching the website.</p> <p>It was agreed that regular progress report would be submitted to the Board including usage.</p>	TS	Future Board meetings
8.	Delegates Feedback		
	CR reported that she would not have any feedback regarding EVH until September.		
9.	AOCB		
	<p>Payments and Benefits</p> <p>2 cases (116 and 117) were submitted to the Board for approval.</p>		

	Board APPROVED both cases. Proposed J Berrington Seconded G Satti		
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