

List of Signatures

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Minutes_Board Meeting (following the AGM)_230921.pdf

Name	Method	Signed at
Brian Corrigan	One-Time-Password	2021-11-25 11:19 GMT+01



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External reference: 07011E278A6D4C628922C9AF45A4D9FF

Board Meeting (following the AGM)

Thu 23 September 2021, 07:30 - 20:00

Virtual

Attendees

Board members

Brian Corrigan (Board Member), Eileen Tamburrini (Board Member), Heather Thomson (Board Member), Kelly Ferns (Board Member), Eleanor Robertson (Board Member), Alan Hutchison (Board Member), Ken Robertson (Board Member), David Brown (Board Member), Susan Skelton (Board Member), Jackie Smith (Board Member), Patrick Marshall (Board Member), Paul McVey (Director), Liz Bowden (Corporate Services Manager), Andy Thomson (Housing Services Manager), Shonaid Musgrove (Corporate Services Officer (Minutes))

Meeting minutes

1. Apologies & Declarations of Interest

Information

Director

As the Board positions had not been confirmed the Director took control of the meeting.

There were no apologies or declarations of interest made.

 00 Agenda.pdf

2. Election of Office Bearers

Decision

Director

The Director advised that the positions for the Office Bearers required to be filled and there were three positions. He further confirmed that the role descriptions were within the meeting pack which members should have read.

2.1. Election of Chair *

Decision

Director

The Director outlined that the Chair could be in post for a maximum of 5 years but that the position has to be put up for election annually.

A Board Member nominated Brian Corrigan for the position of Chair. There were no other nominations. Brian confirmed that he would be happy to continue in his role as Chair.

Resolution:

The position of Chair was proposed, seconded, approved and accepted.

2.2. Election of Vice Chair *

Decision

Chair

The Chair nominated Kelly Ferns for the position of Vice Chair. There were no other nominations. Kelly agreed that she would be willing to assume this role and thanked the Chair for the nomination.

Resolution:

The position of Vice Chair was proposed, seconded, approved and accepted.

2.3. Election of Secretary *

Decision

Chair

Heather Thomson was nominated for the position of Secretary. There were no other nominations. Heather confirmed that she would be happy to continue with her role as Secretary of the Association.

Resolution:

The position of Secretary was proposed, seconded, approved and accepted.

3. Role Descriptions *

Decision

Chair

The Corporate Services Manager (CSM) advised that the documents had been issued to the Board previously. The Director advised that they were based on the SFHA Models and had some minor amendments to them to tighten up some procedures.

It was agreed to go through all the Role Descriptions and then, if decided, approve all together at the end.



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3.1. Chair's Role Description

A new section had been added at 1.7 that stated "In the spirit of Cloch's rules, if an individual has served 5 years as Chair, they should not be subsequently re-elected as Chair at any point". The Director did not see any reason for not accepting this amendment and stated that this document is reviewed annually anyway.

A Board member enquired if the Association could change this statement at a later date if it chose to do so. The Director replied that it could.

 03.1 - Chairs Role Description.pdf

Decision
Chair

3.2. Vice Chair's Role Description

There were no comments regarding the Vice Chair's Role Description

 03.2 - Vice Chair Role Description.pdf

Decision
Chair

3.3. Secretary's Role Description

There were no comments regarding the Secretary's Role Description

 03.3 - Secretary Role Description.pdf


Decision
Chair

3.4. Board Members Role Description

There were no comments regarding the Board Member's Role Description.

Resolution:

The Role Descriptions were taken en masse and proposed, seconded and approved.

 03.4 - Board Member Role Description.pdf

Decision
Chair

3.5. Code of Conduct for Board Members (& Summary of Changes)


The Director advised that Cloch has two Code of Conduct policies. One related to the conduct of staff and the other to the conduct of the Board. This policy dealt with the Code of Conduct for Board Members.

The policy had been prepared by the SFHA and the appendix related to the summary of changes that had been made. The Director would focus on the summary of changes many of which were the removal of clauses where repetition occurred. An example of this was the removal of mention to benefits, gifts and hospitality. This would be covered in the Entitlements, Payments & Benefits policy. The policy had been updated with references to the new framework and rules.

Resolution:

The Code of Conduct for Board Members was proposed, seconded and approved.

 03.5 - Code of Conduct - Governing Body Members.pdf

 03.5.1 - Summary of Changes to GB Code of Conduct.pdf

Decision
Chair

3.6. Breach of Code of Conduct for Board Members

The Director advised that this was a new document that had previously been incorporated into the Code of Conduct.

This tightens up on procedures and gives examples of what breaches could consist of and who has the delegated authority to oversee a potential breach. It then gives information on the types of route to be taken in dealing with a potential breach. Route A would be the internal and informal path. Route B would involve a formal investigation.

Resolution:

The policy was proposed, seconded and approved.


 03.6 - Code of Conduct for Governance Body Members - Breach of the Code.pdf

Decision
Chair

4. Timetable for Meetings to August 2022 **

The Board had been circulated with a copy of the timetable of meetings. The Director advised that some dates are determined by certain annual returns and financial implications but asked the members to consider if there were any dates that were not feasible.

There was general agreement that the dates looked fine.

 04 - Timetable of Meetings.pdf

Discussion
Chair



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5. Policies and Remits - Reviews *

The Board had previously been circulated with the reports. Each would be discussed separately but approval would be sought at the end for all policies.

5.1. Board Remit


The Director advised that the proposed additions are in red and removals in blue. An addition would be for another member of the Leadership Team to step in to take a Board meeting in the Director's absence. Most of the removals refer to this having been a joint policy with Oak Tree Housing Association (OTHA).

 05.1 - Board Remit Policy.pdf

Decision
Chair

5.2. Standing Orders


No changes to this policy.

 05.2 - Standing Orders Policy.pdf

Decision
Chair

5.3. Rules of the Association - Eligibility to join the Board

The changes reflect the new Rules following the separation from OTHA. This is mainly the removal of OTHA as the parent organisation.

 05.3 - Rules of the Association & Eligibility for the Board.pdf

Decision
Chair

5.4. Remit of the Housing & Property Services Sub-Committee

The Director advised that additions are in red and removals are in blue. At point 1.5 the Director has suggested removing the sentence that starts "The sub-committee Chair will make an annual report to the Board". It was felt that this was unnecessary as an annual report is presented to the Board anyway plus there are also verbal reports to the Board after each sub-committee meeting.

 05.4 - Remit of Housing Property Services Sub-Committee.pdf

Decision
Chair

5.5. Remit of the Finance & Corporate Services Sub-Committee

The Director advised that again additions are in red and removals in blue. A new point at 1.5 has been created that if an urgent matter arises for the F&CS but a Board meeting precedes this then it can be taken to the Board meeting.

Resolution:

The Board had discussed the reviewed policies and proposed, seconded and approved the en masse.

 05.5 - Remit of Finance and Corporate Services Sub-Committee.pdf

Decision
Chair

6. Choice of Sub-Committee *

The Board were asked to consider what Sub-Committee they would prefer to join.



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6.1. Sub-Committee Choices by Board Members

The CSM advised that we currently only have 2 Sub-Committees (1) Housing & Property Services Sub-Committee and (2) the Finance & Corporate Services Sub-Committee. They reminded the Board that a maximum of 7 members is permitted on each sub. As a matter of default the Office Bearers are normally expected to sit on the F&CS to assist with serious HR issues should they arise.

The CSM suggested that new Board member P Marshall could to each sub-committee before making a decision on which to remain, which was accepted.

The following will make up the members of the Housing & Property Services Sub-Committee:

- David Brown
- Eileen Tamburrini
- Brian Corrigan
- Eleanor Robertson
- Alan Hutchison
- Susan Skelton
- Patrick Marshall

The following will make up the members of the Finance & Corporate Services Sub-Committee:

- Brian Corrigan
- Ken Robertson
- Kelly Ferns
- Heather Thomson
- Jackie Smith
- Patrick Marshall

7. Draft Scheme of Delegation - for comments **

Discussion
Chair

The Director advised that this policy was due for review and discussion by the Board at the next meeting. He stated that the recent governance review was a driver for changes to the policy and to make decisions easier and quicker to implement. The template used came from our governance review consultant but the Leadership Team (LT) have added in parts they thought relevant.


The Director asked for comments prior to the 12 October meeting.

A Board member enquired as to why there was a need for this policy. The Director stated that the Association needs to be clear where authority lies but does not want the Board to be left having to take every decision. Where the Director or LT can reasonably make a decision then this should be the case. The role of a Board is more strategic than operational - crudely, strategy and plan is agreed along with Budget and officers need to implement - having this framework facilitates that.

The Director gave an example of when Scheme of Delegation could be used. If the Board has given approval for a project at £50k and tenders came back at £30k then there is no need to go back to the Board for approval of a £30k project when budget for £50k had already been approved.

Action:

Any comments to be with the Director prior to the 12th October meeting.

 07 - Draft Scheme of Delegation 2021.pdf

8. AOCB

Discussion
Chair

There was no other business to report.

9. Date of Next Meeting - 12 October 2021

Information
Chair

Kelly Ferns noted her apologies for the meeting to be held on 12 October.

There being no other business the meeting closed at 8.10pm.



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