

Jan 31, 2023

Cloch Housing Association

Minutes of Board Meeting held on Tuesday 11 October 2022 at 6pm via MS Teams

Present: Kelly Ferns (Chair), Heather Thomson (Vice Chair),
Eileen Tamburrini (Secretary), Eleanor Robertson,
Ken Robertson, David Brown, Jackie Smith (joined at item 5)

Observing: Victoria Weir, Hristina Tarpanova

Attending: Liz Bowden (Head of Corporate Services, HofCS)
Shonaid Musgrove (Corporate Services Officer) (Minute Taker)
Mary MacDonald (Senior Housing Officer)

Apologies: Patrick Marshall (Special Leave of Absence)

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| 1. | Apologies & Declarations of Interest First of all, the Chair welcomed the 2 observers to the meeting. The Chair advised that they could ask questions at any time during the meeting if they needed anything explained or clarification made. The Chair also advised that they could speak to either the HofCS or the Chair out with the meeting also. The Chair got everyone to introduce themselves to the meeting for the benefit of the observers. Apologies were noted for P Marshall who was on a Special Leave of Absence. There were no declarations of interest noted. |
| 2. 2.1 | Minutes of Board Meetings <u>30 August 2022</u> The Chair took the meeting through the Minutes. There were no redactions required. RESOLUTION The Minutes for the Board meeting held on 30 August 2022 were proposed, seconded, and approved. |
| 2.2 | <u>21 September 2022</u> The Chair took the meeting through the Minutes. There were no redactions required. |

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| | <p>NOTE The Chair asked for the table of meetings to be issued to the observers for their information. The HofCS advised that this had already been done.</p> <p>RESOLUTION The Minutes for the Board meeting held on 21 September 2022 were proposed, seconded, and approved.</p> |
| 3. | <p>Matters Arising & Outstanding Actions</p> <p>The Board noted the items and that the date for the Equalities training had been changed from 5 October to 19 October.</p> <p>RESOLUTION The Board noted the report.</p> |
| 4. | <p>Minutes of Sub-Committees</p> |
| 4.1 | <p><u>Housing & Property Services Sub-Committee Minutes – 16/08/22</u></p> <p>The Board noted the Minutes and that they shall be approved by the H&PS committee at their next meeting.</p> |
| 4.2 | <p><u>Finance & Corporate Services Sub-Committee Minutes – 24/08/22</u></p> <p>The Board noted the Minutes and that they shall be approved by the F&CS committee at their next meeting.</p> |
| 5. | <p>Governing Body Appraisal Report</p> <p>The HofCS made a presentation to the Board and shared her screen. They advised that the consultant, Elaine Byrne, apologised for the lateness of the report. The HofCS would take the Board through some of the comments and recommendations being made.</p> <p>The HofCS advised that all Board participated bar the 2 members who had given notice of their resignation.</p> <ul style="list-style-type: none"> • The overall effectiveness, expertise and contribution from the Board came through as very positive from the report. It demonstrated how the Board has grown. • To continue with peer review of reports; this will be reviewed when the new CEO joins the company (look to keep reports short and concise). • Board recruitment is progressing. If our 2 observers come on as Casual Vacancies and a possible tenant recruitment is successful, then this will leave only 1 vacancy (max of 12). |

- Benchmarking to continue; look at Cloch's costs versus others. See how we compare.
- Clarity amongst the Board members regarding the Association's strategic objectives and Business Plan. BP in Year 2 and KPI's going to December meeting.
- Risk Register to be maintained and discussed. This will be presented to the December meeting. More risks will be added in.
- Ensure that Cloch are involved in the Local Housing Strategy. The Head of Housing Services is fully involved in this as will be the new CEO. The Leadership Team (LT) have agreed that all of them should attend the next meeting.
- Review effectiveness of Wider Role activities. Reports are made every 6 months but may do more frequently to keep Board informed. Need to target areas such as renewed funding for energy advice in Inverclyde and Financial Fitness, items high up on our agenda. Also see what else is out there/available.
- Continue to provide Board with contractors and costs. This is done by the Head of Property Services at the Sub-Committee meetings, but it may be prudent to also put onto the Board agenda at times.
- Support for Board e.g., the Board Portal. The HofCS pointed out that the LT and other staff members are available to help, not just fellow Board members.
- Board recruitment has started and will continue until complement is full.
- Board to give feedback from events attended; this will be a new agenda item.
- More bitesize training to be offered. Need to agree what is required/wanted. The H&S videos were good but may need to be expanded on. The HofCS will review this along with the new CEO.
- Individual training packages. Do the Board want this? New Board members get this as part of Induction process. **Discussion point** – a Board member commented that individual ones had been completed but thinks that they were sent to the outgoing Director. The HofCS advised they can contact the consultant for these and compile a training plan from this. The Chair stated this would be useful as these could be factored into a training plan. The HofCS agreed and noted that training videos can be uploaded onto the Board's SharePoint portal.
- Officers to make Board aware of what external training is available. The Corporate Services team will do this.

The HofCS advised that the report stated that high/reasonable levels of confidence and assurance was demonstrated which was good to note. They asked if there were any further questions.

A Board member suggested that the Board have refresher training on using the Board Portal; a bitesize training session should suffice. The HofCS advised they could do this.

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| | <p>The Chair noted that uploading the Board presentations onto the Portal was very helpful. They thought the one on the Audit prepared by the outgoing Director was excellent and more like this would be appreciated.</p> <p>The Chair asked what the next steps were. The HofCS advised that the report will be used going forward and a decision taken on the next tendering exercise (e.g., a more robust one every 3 years). It was agreed that the current format could be streamlined. Many Board members felt the discussion part at the end was more beneficial. This will be dealt with by the new CEO, and it was agreed that it will be carried out earlier in the year (e.g., June, for reporting to an August Board meeting).</p> <p>The Chair was very positive about the content of the report considering the numerous Board and senior staff changes that had taken place in the last few months.</p> <p>RESOLUTION The report was proposed, seconded, and approved.</p> |
| 6. | <p>Annual Assurance Statement (AAS)</p> <p>The Board was advised that this document allows the Scottish Housing Regulator (SHR) to decide if they need to intervene in a housing association's business or not. Cloch has no "non-compliances", so this is a strong place to be in. The onus is on the Board to understand the AAS and the processes within it (e.g., attend meetings, having appraisals done, reviewing plans, understanding action plans, etc).</p> <p>The HofCS had put in a link to the full document within the covering report and advised that the document was an easy-to-follow read; not overly complicated. The Association uses some of the Took Kits provided (e.g., the SFHA one for the Regulatory Framework). Within the AAS was items in red font; these were the additions to it. They drew the Board's attention to the Regulatory Standards spreadsheet and that this was discussed by the LT and GAP group (Governance Action Plan) in detail at their meetings. Responses and actions are noted in the adjacent columns.</p> <p>The HofCS advised that within the Action Plans relating to Tenant Involvement this would likely be removed and started anew as it was not yielding the results hoped for.</p> <p>A Board member enquired if the Association would consider having the ARC audited. The HofCS replied that this would be feasible but costly. The Chair asked if this could be done by our external auditors. A Board member responded that their organisation is doing this currently, but it is a long and difficult process. They did not think that our auditors possessed the particular skill set for this process.</p> |

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| | <p>The HofCs stated that within the Regulatory Standards relating to customer involvement that our tenants are never asked what they would like to see in the Landlord's Report, and this may need to be addressed. They advised that many other housing associations are struggling with the part on Human Rights. We are waiting on guidance coming out about this. The equal opportunities data has been done this year and will be presented to the F&CS sub-committee. The recent training for staff was part of this, the Board training is imminent.</p> <p>Regarding the Electrical Installation Condition Report (EICR) we have noted that 16% of our properties still require this but it is not a "non-compliance"; however, we still need to note it.</p> <p>A discussion took place regarding the 1 property currently without the required legislative smoke detection in place. The HofPS has advised that the property will be a "forced entry" in order to comply. A Board member thought that this could not be enforced. The HofCS was asked to get clarification on this. Two different Statements shall be prepared. One showing the 100% and the other showing a "non-compliance" if the works have not been completed.</p> <p>It was agreed that an "in between meeting decision" would be taken on this prior to the AAS being submitted by the deadline of 31 October 2022.</p> <p>The Chair noted that the tenant satisfaction survey will be in 2 years' time and not 3 due to the lower results achieved in our most recent survey. The HofCS noted this could be added in red.</p> <p>ACTIONS</p> <ol style="list-style-type: none"> 1. Clarification sought from the HofPS whether it would be legal to force entry for the smoke alarm installation. 2. Two statements to be prepared on the outcome of the above. 3. Change of TSS to 2 years from 3. 4. An in-between meeting decision taken to approve the AAS. This to be done via email responses. <p>RESOLUTION</p> <p>None at the meeting. It will be resolved from the in-between meeting decision.</p> |
| 7. | <p>Leadership Team Report</p> <p>The HofCS made a presentation to Board on behalf of the current LT. This would give the Board an update on various pertinent points not covered elsewhere in the agenda.</p> <p>➤ Contractor Saltire is wanting released from the contract. Their staff are unaware of the company's position. This is difficult as Saltire staff</p> |

located within Cloch's offices for close working. This situation is being managed as best as it can. Cloch have been providing as much support to the Saltire staff as they can. Cloch not alone in this issue; many of our IFLAIR colleagues are in the same predicament. Looking at new procurement options.

- Future planned maintenance and rental increase. Looking at modelling software on 0%, 3% and 5% increases. Struggling to get contractors to bid and if they do the costs are extremely high. May not get the rental increase to cover our costs. Will need to pull back on our planned maintenance programme. Board will be kept informed.
- GWSF looking at templates to use for contractors and tenants; this is an industry-wide problem and needs an industry-wide communication.
- A 0% increase would be catastrophic for the Association. The Association has to face the same cost of living increases as everyone else.
- Cloch still managing to fulfil some planned maintenance works despite the above.
- Painter work contract initially awarded to MITIE, but they failed to return the signed documentation by the deadline. Contract was then awarded to JS McColl (they have been doing works for the Association for 7yrs now).
- Housing Services concern is dominated by the potential of a rent freeze or rent cap. SHR says we need to consult with tenants so forced to do this. 1% could be used as a hardship fund for the working poor; just a concept for the time being.
- Cloch also in the middle of our rent restructuring process that was already amended during Covid to help ease things for our tenants. How do we get this back on track?
- Local Housing Strategy – ongoing.
- Customer Engagement Strategy will be completely revamped. Already looking at alternatives including a Curry Night on 3 November for those tenants showing an interest. Get them to come along and chat to us.
- Finance staff will all soon be in place.
- Issue with the loan interest rate for the Kings Glen development. The rate should have been fixed at 2% but is now at 6%. Outgoing Finance Director left, and we could not recruit a replacement which left Finance team with reduced staff; this was missed. This has the potential for huge cost differences.
- Pensions – employer consultation will be out for consultation soon. Some staff still on final pension schemes.
- IT – good to have the cyber security accreditation. A lot of hard work been done to achieve this.
- Corporate Services – got substantial assurance on the Equal Opportunities.

The Chair thanked the HofCS and LT for the full report. However, the Board were concerned about the Kings Glen interest rate not being fixed at the 2% and enquired as to how this happened, how will it be resolved and what lessons have been learned from this omission. The HofCS agreed that it was a very unfortunate oversight. The exiting FD had secured the

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| | <p>deal, they left the organisation, and the Association was not able to recruit a suitable replacement until months later. The new CEO and new FD are both aware of this issue. It has been added to our Risk Register too.</p> <p>RESOLUTION The Board noted the report.</p> |
| 8. | <p>EVH Membership</p> <p>The HofCS advised that the Association is full members of EVH. As such we are allowed to have 2 Board representatives attend the meetings. The Board was advised that the meetings are no longer hybrid ones and are held in Glasgow. This was not conducive for the majority of our Board. It was agreed that the Association would put forward 2 members but only to receive and disseminate the minutes. It was unlikely they would be able to attend the meetings unless they became hybrid ones. EVH should be lobbied to provide this facility.</p> <p>RESOLUTION The representatives would be J Smith and K Ferns.</p> |
| 9. | <p>Membership Applications</p> <p>Two applications had been supplied with the papers and a third was verbally reported.</p> <p>RESOLUTION The 3 memberships were proposed, seconded, and approved.</p> |
| 10. | <p>Six-monthly Donations Report</p> <p>The Board noted the one donation made to-date. A Board member asked about the criteria to apply for a donation. The HofCS stated that it is quite relaxed but needs to be within the Inverclyde area. The Director/CEO will give the final approval on any donations made. The Donations policy is on the website.</p> <p>RESOLUTION The Board noted the report.</p> |
| 11. | <p>AOCB/Reflections</p> <p>A note of thanks was made to the HofCS for the sole, preparatory work on the Board papers together with the presentations.</p> |
| 11.1 | <p><u>Office Works</u></p> <p>The HofCS advised that the Association has the capacity to accept a single tender if it is under a certain amount. The office building requires urgent work to its roof and scaffolding was required to be erected from adjacent</p> |

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| <p>11.2</p> | <p>grounds. The ladies toilet on the ground floor has been flooded and closed to staff 3 times recently. The contract was from LATOS for £7k. The HofCS advised that an email will be sent out to the Board to get approval.</p> <p><u>Community Tracks</u></p> <p>The Chair asked if the use of office space by Community Tracks had required planning permission and if the insurance company had been informed. The HofCS replied that no planning was required, and the Insurers had thanked us for telling them, but they have, as yet not got back to the Association if we need to amend anything.</p> |
| <p>11.3</p> | <p><u>Board Christmas Dinner</u></p> <p>The Board were asked to let CS know if they would be attending the meal.</p> |
| <p>12.</p> | <p>Date of Next Meeting</p> <p>The next meeting will be on 6 December 2022.</p> <p>The meeting ended at 7.35pm.</p> |