

**MINUTE**  
**Management Board Meeting**  
**1:00pm on 9 September 2021**  
**via TEAMS**

Present via Teams: Don Jamieson (Chair)  
 Angus Lamont (Vice-Chair)  
 Neil Wood  
 Laurence Casserly  
 Bill Gillespie  
 Simon Guest  
 Nigel Chapman  
 Lizzie Crawford  
 Helen Barton

In Attendance: Jason MacGilp, Group CEO and Company Secretary (CEO)  
 Meg Deasley, Director of Property Services (DPS)  
 Morag Boyter, Director of Business Services (DBS)  
 Sean Connor, Director of Customer Services (DCS)  
 Steven Pritt, Service Lead HR & OD, (SLHR&OD) (Item 6.6 only)  
 Carolyn Owens, Governance Services Manager (GSM) (*Minute*)  
 Emma Peveril, (Observer) (EP)  
 Douglas Reid, (Observer) (DR)

	Item	Decision / Action
1.	<b>Board Members only session</b>  Board Members discussed the agenda for the Board meeting highlighting areas where there were particular concerns in order to ensure that adequate time was allocated to these issues.	Chair
1.2	<b>Special Audit Update – Confidential</b>	
2.	<b>Apologies</b> <i>Staff members joined the meeting</i>  Apologies were received from Mary Black (Ancho)	Noted
3.	<b>Declarations of interest</b>  Simon Guest declared an interest as a Director of Cairn Living, all staff present declared an interest in Agenda Item 6.6.	Noted
4.	<b>Minutes of previous meetings for approval or noting:</b>	
4.1	<b>CHA Board Meeting- 17 June 2021</b>  The Minutes of the Board meeting held on 17 June 2021 were proposed by Angus Lamont, seconded by Simon Guest and <b>approved</b> .	Approved
4.2	<b>Special Board Meeting – 29 July 2021</b>	

4.3	<p>The Minutes of the Special Board Meeting on Pentland held on 29 July 2021 were proposed by Simon Guest, seconded by Bill Gillespie and <b>approved</b>.</p> <p><b>Ancho Board Meeting – 10 June 2021</b></p> <p>Minutes of the Ancho Board meeting held on 10 June 2021 were <b>noted</b>.</p>	Approved
4.4	<p><b>Asset Management &amp; Development Committee – 20 May 2021</b></p> <p>Minutes of the Asset Management &amp; Development Committee held on 20 May 2021 were <b>noted</b>.</p>	Noted
4.5	<p><b>Group Audit &amp; Performance Committee – 14 June 2021</b></p> <p>Minutes of the Group Audit &amp; Performance Committee meeting held on 14 June 2021 were <b>noted</b>.</p>	Noted
5.	<p><b>Matters Arising</b></p> <p><u>CHA Board Minute</u></p> <ul style="list-style-type: none"> <li>- DFPS to confirm to Members the upper limit under delegated authority for write-offs</li> <li>- DFPS to confirm to Members total spend on legal costs over the four year contract.</li> </ul> <p><u>Group Audit &amp; Performance Committee Minute</u></p> <ul style="list-style-type: none"> <li>- The DBS confirmed that production of KPI tables to include rolling targets and indicators was in hand, members of A&amp;P had agreed to test out the practicalities and benefit of two rolling averages with the void rent loss figures and this would be taken forward with the Audit &amp; Performance Committee and reported back to the Board.</li> <li>- DFPS to provide a scoping paper for the future Service Charge Review project for the next Board meeting.</li> </ul>	<p>Action DFPS</p> <p>Action DFPS</p> <p>Action DBS</p> <p>Action DFPS</p>
5.1	<p><b>Action Tracker</b></p> <p>The action tracker had not been included in the original pack. It was now available in Teams, and included items raised under matters arising.</p> <p><i>Douglas Reid joined the meeting as an observer</i></p>	Noted
6.	<p><b>ITEMS FOR DECISION/APPROVAL</b></p>	
6.1	<p><b>Audited Accounts, Letter of Representation and Audit Management Report</b></p> <p>The Group CEO presented the CHA, CHS and Ancho financial statements to 31 March 2021, along with Letters of Representation and Annual Management Reports, which had been approved by the Group Audit &amp; Performance Committee, for final approval by CHA Board as group parent.</p> <p>Members were advised that the Cairn Living (CHS) Board had proposed an additional set of words to include reference, as a future event, of the potential merger of Cairn Living and Pentland Community Enterprises. The Auditor subsequently advised on an Audit protocol whereby it may be that Cairn Living could not be stated as being a going concern as it may not exist in its present</p>	

	<p>form past April 2022 due to the proposed transfer. Wording agreed by the A&amp;P Committee had been added to the financial statements to reflect this.</p> <p>The Chair of the Audit &amp; Performance Committee reported the Committee had been pleased to note the clean audit and expressed its appreciation for all the hard work of the DFPS and the Finance Team.</p> <p>In response to the Chair's query, the Group CEO advised that the prior year audit improvement recommendation deficiency relating to journals would be added to the action tracker for completion.</p> <p>The Board <b>approved</b> the Financial Statements to 31 March 2021, Audit Management Reports and letters of representation for signature.</p>	<p>Action DFPS</p> <p>Approved</p>
6.2	<p><b>Revised Group Financial Policy &amp; Regulations, September 2021</b></p> <p>The Group CEO presented an overview of the proposed revisions which were last updated in 2020 following creation of the Group. The proposed revisions were in response issues raised relating to the fraudulent invoices incidents in April/May 2021, and some additional enhancements suggested by RSM to provide additional controls, more detailed processes and clarification of accountabilities. Comments received by Board members prior to the meeting, which were not substantial in nature, would be included in the revisions subject to further conversations with the DFPS. The revisions had also been presented to Ancho and CHS Boards.</p> <p>In response to a member's query on any future recommendations relating to the fraud incident, the Group CEO advised that dependent on any final outcomes and recommendations from reports completed and pending it was likely there may be further changes and these would be presented to future Board meetings. The CEO confirmed that an annual review of the regulations would also be brought to the Board for approval.</p> <p>The Board <b>agreed</b> that a final revised version of the Group Financial Policy &amp; Regulations would be circulated to members for approval via email.</p>	<p>Agreed Action DFPS</p>
6.3	<p><b>Group Equalities Strategy</b></p> <p>The DBS presented the Group Equalities, Inclusion &amp; Diversity Strategy which was identified as a continuous improvement action identified during the 2020 Annual Assurance Statement process. The initial strategy objectives and assessment had been completed and the action plan was focussed on gathering equalities information to inform the way forward, and the Strategy would be reviewed annually to monitor progress. A discussion took place on recruiting Diversity Champions from protected characteristics groups, on guidance still awaited from SHR which may result in further changes to the Strategy, and on key messages to promote the Strategy.</p> <p>Board <b>approved</b> the Equalities Strategy and action plan as detailed in the report.</p>	<p>Action DBS</p> <p>Approved</p>
6.4 & 6.5	<p><b>Board Succession and Development Plan, inc. proposed appointment of Office Bearers, Committee and Working Group members and update on Board recruitment and Shareholding Membership Applications</b></p> <p><i>EP and DR left the meeting.</i></p>	

	<p>The GSM presented the report highlighting that Simon Guest was standing down as a member of the CHA Board, and would continue as an independent member of the CHS Board. The GSM asked members to consider putting themselves forward for CHA nominee to the CHS Board and for Chair of AMDC as Bill Gillespie was standing down from the position. Bill Gillespie raised the issue of the representation on the AMDC that it may be appropriate to have a members of Cairn Living on the AMDC, albeit Steven Travers from the Ancho Board represents both CHS and AMDC. The GSM would ascertain whether non-members of the CHA Board could be co-opted onto a CHA Committee.</p> <p>Two Shareholding membership applications circulated via email prior to the meeting were <b>approved</b>.</p> <p>Board <b>approved</b> the recommendations set out in the report, and <b>approved</b> the co-option of two new Board members, Emma Peveril and Douglas Reid, to the Board.</p> <p><i>EP and DR re-joined the meeting and were welcomed to the Board.</i></p>	<p>Action GSM</p> <p>Approved</p> <p>Approved Approved</p>
6.6	<b>Remuneration Benchmarking and Policy - Confidential</b>	
7.	<b>GROUP UPDATES</b>	
7.1	<p><b>Ancho Partnership Investment Delivery update</b></p> <p>The DPS presented the Report, the Chair requested that a summary of time-schedules be added to the report. In response to a query on Appendix 3 the DPS explained the additional work related to work on properties not specifically identified in the partnership promises, including when no access was gained, thereby achieving higher numbers of investment to the original list. Vandalism is dealt with under the rechargeable repairs policy and any criminal activity is reported and followed up with insurance and Police as appropriate, and followed up with tenants.</p> <p>The report was <b>noted</b>.</p>	<p>Action DPS</p> <p>Noted</p>
7.2.	<p><b>Pentland Transfer Update</b></p> <p>The CEO provided a verbal update advising the JBSG had met following the end of the Stage 1 process and had approved under delegated authorities to progress to Stage 2 with no changes to the notice due to high level of support for the proposals. Following the required stage 2 notice, the next stage of the process would be the ballot (from 4<sup>th</sup> October)</p> <p>The report was <b>noted</b></p>	<p>Noted</p>
8.	<b>ITEMS FOR DISCUSSION/EARLY VIEWS</b>	
8.1	None.	
9.	<b>ITEMS FOR NOTING/PROGRESS MONITORING</b>	
9.1	<b>Development Programme / AMDC Update</b>	

	<p>The DPS presented the report and an overview of its contents. The Chair requested quantitative information on properties completed and planned to be added to the report. In response to a member's question on handover delays affecting budgeted income collection for 2022/23 and press reports of increasing materials costs, the DPS advised that the Scottish Government indicated they would be looking at additional unforeseen cost increases at project end/post completion. On one project not yet started which had received higher than initial QS cost estimates, the DPS was awaiting the Scottish Government's response on a review of grant levels prior to the project starting. The August 2020-2021 repairs materials costs had increased 5% overall. Discussions on assumptions for rental income for new units, budgets on all areas of investment/spend projected throughout the year to ascertain if alternative scenarios was required, labour and materials, and income from rents would continue.</p> <p>The report was <b>noted</b>.</p>	Noted
9.2	<p><b>Q1 Management Accounts</b></p> <p>The Group CEO presented the report and an overview of its contents which was <b>noted</b></p>	Noted
9.3	<p><b>Q1 Update of 30 year forecast</b></p> <p>The Group CEO presented the report which was <b>noted</b>.</p>	Noted
9.4	<p><b>Treasury Report</b></p> <p>The report was <b>noted</b>.</p>	Noted
9.5	<p><b>Q1 KPIs: CHA and Ancho and Business Health Scorecard</b></p> <p>In response to members comments:-</p> <ul style="list-style-type: none"> <li>- on void performance and catching up on Covid backlogs on voids, a significant increase in new voids were coming through from natural turnover from household moves. Tenancy sustainment KPI performance should identify uncontrollable reasons, such as death of tenant or move to care homes in the next KPI report with more narrative on voids and tenancy sustainment.</li> <li>- customer focussed services, response within timescales, the DCS reported that performance on SLA1 had improved despite challenges, SLA2 is back on target at end of August which is anticipated to increase further in October once new staff in place.</li> <li>- The DCS confirmed the complaints figures related to two complaints.</li> <li>- Staff absence trend is down although the indicator is red, DBS to check.</li> <li>- Thriving neighbourhoods YTD lines to be checked for alignment with bar graphs, DBS/DPS to liaise with NW.</li> <li>- The glossary included in the Ancho KPIs to be provided in Cairn KPI pack.</li> </ul> <p>The KPI's were <b>noted</b>.</p>	<p>Action DCS</p> <p>Action DBS</p> <p>Action DBS</p> <p>Action DBS</p> <p>Noted</p>
9.6	<p><b>Homeworks Update</b></p> <p>The DPS presented the report which was <b>noted</b>.</p>	Noted
9.7	<p><b>Risk Register and new risks (if any)</b></p>	Noted

9.8	<p>The report was <b>noted</b>.</p> <p><b>Annual Report on Statutory Registers</b></p> <p>The report was <b>noted</b>.</p>	Noted
10.	<b>GOVERNANCE, REGULATION &amp; CORPORATE</b>	
10.1	<p><b>Chairperson's Update Report</b></p> <p>The Chair gave a verbal report advising the Board annual appraisals had been completed, he had attended the Pentland Chair's meeting, two JBSG meetings, two Special Board Meetings and interviewed for new Board members. The report was <b>noted</b>.</p>	Noted
10.2	<p><b>Governance Update</b></p> <p>The GSM presented the report updating members that an entry had been made into the Fraud Register relating to the cyber fraud, the SGM and AGM were in person meetings and requested Proxy forms to be submitted by members unable to attend. The Report was <b>noted</b>.</p>	Noted
10.3	<b>Group Meetings Schedule/Forward Planner – in Teams - noted</b>	Noted
10.4	<p><b>Health &amp; Safety</b></p> <p>The Group CEO reported a Riddor reportable incident at Ancho as over 7 days absence. The staff member (injured hand) involved had no recommendations for improved processes. The report was <b>noted</b>.</p>	Noted
10.5	<p><b>GDPR</b></p> <p>The DCS advised of two incidences of potential Data breaches reported to the ICO, and being investigated, and highlighting that staff training on Data Protection and FOI was being reiterated and a dedicated GDPR Inbox set up for reporting. The report was <b>noted</b>.</p>	Noted
11.	<b>DECISIONS TAKEN UNDER DELEGATED AUTHORITY</b>	
11.1	The DPS gave an overview of decisions taken under delegated authority on:	Noted
11.2	- Granton Plot S Project Approval 14/07/2021	Noted
11.3	- Approval by Chair and Vice Chair - Findrassie Project 16/08/2021	Noted
11.4	- Culbokie (revised, previous Board approval March 2020) – 21/06/2021	Noted
11.5	- Travis Perkins building supplies Contract Extension	Noted
11.5	The CEO advised that in response to a gap identified in Ancho's policies the Executive Team, under delegated authority, had approved the CHA Policy on Protection of Children & Vulnerable Adults Policy to be adopted as a Group Policy to cover CHA, Ancho and Cairn Living.	Noted
11.6	The CEO advised there had been a Buildings Insurance tender exercise through brokers and the decision had been made to remain with Direct Line for a further 3 years with a potential further 2 years option, which had saved circa £45.000.	Noted

	All items were <b>noted</b> .	
12.	<b>AOCB</b>	
12.1	At the request of the Chair the Group CEO provided a verbal update on the Covid situation advising the Association continued to follow Scottish Government guidance beyond level 0 and the offices had been opened up for approx. 10 staff each, albeit there was not a huge demand for staff to work in offices and reviews would take place shortly; five staff had reported with Covid in the past week not related to office attendance.	
12.3	On behalf of the Board the Chair thanked Simon Guest who was retiring from the Board at the AGM for his service to the CHA Board over the past 10 years.	
12.2	<b>Confidential Item</b> Board members with Group CEO only	
12.1	<b>Dates of Next Meetings</b> Cairn SGM, AGM and Board Elections, Edinburgh Hilton Carlton - 23 September 2021 Joint Governing Bodies Board Meetings – Radisson Blu, Glasgow - 28 October 2021	