

**MINUTES OF A MEETING OF THE BOARD OF MANAGEMENT OF CAIRN HOUSING
ASSOCIATION LIMITED HELD VIA TEAMS ON THURSDAY, 9 DECEMBER 2021 AT 1:00PM**

Present: Don Jamieson (Chair)
 Angus Lamont (Vice-Chair)
 Neil Wood
 Laurence Casserly
 Bill Gillespie
 Lizzie Crawford
 Helen Barton
 Emma Peveril
 Douglas Reid
 Nigel Chapman
 Steven Travers

In Attendance: Jason MacGilp, Group CEO and Company Secretary CEO
 Derek Adam, Director of Finance and People Services DFPS
 Meg Deasley, Director of Property Services DPS
 Morag Boyter, Director of Business Services DBS
 Sean Connor, Director of Customer Services DCS
 Carolyn Owens, Governance Services Manager GSM (*Minute*)

	Item	Decision / Action
1.	<p>Board Members only session</p> <p>Members discussed the day's agenda and the issues that should be given prominence in order to manage the meeting well and get best value from the time.</p>	
2.	<p>Apologies</p> <p>None.</p>	
3.	<p>Declarations of Interest</p> <p>Steven Travers declared an interest as a Board member of Ancho and Cairn Living.</p>	
4.	<p>Minutes of Previous Meetings</p> <p>4.1 Joint Governing Bodies Meeting - 28 October 2021</p> <p>Minutes of the Joint Governing Bodies Meeting of Cairn HA and Ancho Ltd held on 28 October 2021 were proposed by Steven Travers, seconded by Laurence Casserly and approved subject to a minor wording amendment to clarify the last sentence of Item 6.1.</p> <p>4.2 Strategy Day Meeting - 29 October 2021</p>	Approved

4.3	Minutes of the Strategy Day Meeting held on 29 October 2021 were proposed by Steven Travers, seconded by Helen Barton and approved .	Approved
	Audit & Performance Committee Meeting- 16 November 2021	
4.4	Minutes of the Audit & Performance Committee Meeting held on 16 November 2021 were noted . It was confirmed that any changes to the Minutes agreed at the next Audit & Performance Committee meeting would be reported back to the Board.	Noted
	Cairn Living Meeting – 29 November 2021	
	Minutes of the Cairn Living Meeting held on 29 November 2021 were noted .	Noted
5.	Matters Arising	
	None.	
5.1	Action Tracker	
	Noted.	
6.	ITEMS FOR DECISION/APPROVAL	
6.1	Cairn Board Resolution to Receive Pentland Transfer	
	The Group CEO presented the report and a verbal overview.	
	In response to a member’s question on responsibilities, timescales and tracking the actions identified in the Integration Plan, the Group CEO offered to re-circulate the Plan with lead officers and advised that the Project Team met weekly and the Strategic Project Manager administered the tracker.	Action CEO
	In response to a member’s questions on; the investment section of the action tracker where the condition stock survey review was still outstanding and were we clear on the total capital expenditure to cover ongoing maintenance, the DPS advised that work was ongoing rather than outstanding and there was a reasonable level of confidence in the stock condition survey previously completed, and; that information awaited around the investment programme related to translation of the format of the data.	
	The Chair highlighted that the anticipated transfer was a significant step forward for the organisation which should be marked social/publicity occasion when Covid restrictions permit.	Action DBS
	The Cairn HA Board acceptance of a Transfer of Engagements from Pentland Housing Association was proposed by Angus Lamont, seconded by Neil Wood and unanimously approved .	Approved
6.2	Approval of Legal Process Of PCE/CHS Merger	
	The DFPS presented the report and a verbal overview of the transfer process, legal advice received, risks and legal fees.	
	In response to a member’s query on the naming of the subsidiary post-transfer, a discussion took place on; the advantages of protecting the legacy of Pentland’s profile; marketing the subsidiary; the visibility and span of activity and operations of the new expanded Cairn group; that the vast majority of	

	<p>business activity would continue to be in the Caithness area; the subsidiary would be seeking additional Government funding opportunities for energy and social enterprise; and that all Pentland subsidiary and Cairn subsidiary customers would be serviced under the combined subsidiary, PCE, from 2022, trading as Pentland Services.</p> <p>Following a proposal by Don Jamieson, seconded by Douglas Reid, the Board of Cairn HA as group parent approved the proposals that the Executive Team progress the transfer of Cairn Homes and Services Ltd (CHS) to Pentland Community Enterprises Ltd (PCE) in line with the legal advice and timelines stated in the report, and that the new commercial subsidiary will trade as Pentland Services, and that the activities, trading and name would be reviewed two years after the transfer, i.e. Summer 2024.</p>	<p>Approved</p> <p>Action DFPS</p>
6.3	<p>Annual Risk Report and Strategic Risk Register</p> <p>The DBS presented the report highlighting one red risk related to the Pentland transfer which was being monitored by the Audit & Performance Committee. In response to a member's comment on the quantity of risk tolerances in the upper echelon it was agreed that risk tolerances and mitigating actions would be discussed further at the Audit & Performance Committee meeting in February 2022 and reported back to the Board in March 2022.</p> <p>The Cairn HA Board agreed the updates to the Strategic Risk Register.</p>	<p>Agreed Action DBS</p> <p>Agreed</p>
6.4	<p>Group People Strategy</p> <p>The DFPS presented an updated Group People Strategy which incorporates feedback provided by members with more clarity on the role of leadership and critical success factors. In response to members' queries; on measuring critical success factors, the DFPS highlighted that the Strategy supported people to deliver and therefore some areas were difficult to measure; the purpose of the strategy was to attract, retain and develop quality staff to deliver the business plan and achieve top quartile performance in KPI's in ARC peer group. The Group CEO advised that Scottish Housing Network's benchmarking information would be available shortly.</p> <p>Cairn HA Board, as group parent, approved the proposed Group People Strategy.</p>	<p>Approved</p>
6.5	<p>Corporate Social Responsibility Policy</p> <p>The DFPS presented the Policy and an overview. The Chair raised monitoring and assessment of the Policy and it was agreed that reviews on impact of the CSR and related procurement activities would be considered by the Audit & Performance Committee.</p> <p>Members discussed the definition and some of the wording in the Policy including 'we would ensure' or 'seek to ensure', and the practicalities around monitoring contractors and suppliers. It was confirmed that the supplier standards are now included in Cairn's tender documentation in line with Public Procurement requirements, and there was a contract monitoring system in place administered by the Procurement Officer. The Group CEO suggested a six monthly monitoring report by Exec Team back to the Board, this was agreed.</p>	<p>Agreed</p>

	On the proposal of Don Jamieson, seconded by Helen Barton, the Cairn HA Board approved the Corporate Social Responsibility Policy, subject to six monthly monitoring reports as agreed .	Approved Action DFPS
7.	GROUP UPDATES	
7.1	<p>Ancho Partnership Investment Delivery update</p> <p>The DPS presented the update, highlighting the complex issue of mixed tenure improvement works, raised by the Ancho Board which would feed into the wider Asset Management Strategy update in 2022. In response to a question from the Chair the DPS advised installation costs for all the flats door entry systems would be circa £50-60,000. However, there were legal issues and restrictions on charitable status on the 25% ownership properties and where rents would subsidise the works, and there were also issues around setting a precedent and SHQS abeyances. Members discussed the overall increase in programme delivery costs due to rising inflation which could negatively affect delivery within budgets. Protecting the integrity of assets, and the Deeds of Conditions for the flats under Right to Buy, also had to be examined.</p> <p>The Chair invited the DPS to provide more in depth information to the Board and to suggest a way to take the issue forward. The report was noted.</p>	Action DPS Noted
7.2	<p>Pentland Transfer – Update</p> <p>The Group CEO provided a verbal update advising that work was progressing well on the integration plan, the TUPE transfer consultation with Pentland staff was almost completed, a further communication on practical arrangements and corporate induction would be provided to Pentland staff in the new year. Work was ongoing with FCA approval, on final lender consents, and the SHR was being regularly updated on all progress related to the transfer. The Highland Housing Hub had invited the Group CEO to discuss the transfer, Cairn’s investment plans, community impacts and further rationalisation of housing in the area.</p> <p>The report was noted.</p>	Noted
8.	ITEMS FOR DISCUSSION/EARLY VIEWS	
8.1	<p>Boardpacks, Remits And Meetings’ Focus</p> <p>The Group CEO presented the report which had arisen from conversations at the Strategy Day, he highlighted delegated authorities, nature of reports and creating time to discuss longer term strategic planning at Board meetings, consideration of moving to Joint Governing Bodies meetings as the default arrangement, and suggested a short life working group to explore some of the issues.</p> <p>Members discussed the length of boardpacks and clarity on the Board’s role. The Chair advised that he and the Vice-Chair had arranged a meeting with Exec Team to discuss work and roles.</p> <p>Board agreed to establish a short life task group on Meetings, Agendas and Planning, to work with the Executive Team on the issues and report back with recommendations to the Board by January.</p>	Agreed

	<p>The Chair would email members to establish volunteers for the group, consisting of members including the CHA Chair and Ancho Vice-Chair, and would ask Board members to contribute their thoughts via email prior to the meeting.</p>	Action Chair / Board
9.	ITEMS FOR NOTING/PROGRESS MONITORING	
9.1	<p>Development Programme / AMDC Update</p> <p>The DPS presented the update highlighting a proposed change to the timing of the Asset Management Strategy to allow time to incorporate changes related to Pentland and COP 26, confirming that it would not impact planned activities. Bill Gillespie provided an update on recent AMDC decisions.</p> <p>The Board noted the contents of the report and anticipated development project approval requests, and on the proposal of Bill Gillespie, seconded by Nigel Chapman, approved the revised timetable for delivery of the updated Asset Management & Energy Strategy in Autumn 2022.</p>	Noted Approved
9.2	<p>IT Systems Infrastructure Project - Update/presentation (presentation available in Teams)</p> <p>The DBS provided an update presentation on the IT infrastructure project and progress through phase one focussing on investigation and mapping of the current IT landscape. An overview was provided as detailed in the presentation slides. The DBS requested that members contact her with any questions.</p> <p>A discussion took place on the duration of the project, fast obsolescence in the sector, rent demands issues, security and efficiency being built into the specification, integration with property systems and geographical information based systems which incorporate tenant and digital asset management as part of planning and use of data.</p> <p>The outline budget for the project would be available in January after consideration of current ongoing maintenance costs, transition costs, capital investment requirements and ongoing maintenance. The DCS highlighted the use of data, analytics and AI to inform customer service work and fully understand the demographics and early intervention around tenancy sustainment issues, and other benefits of an integrated system.</p> <p>The update was noted.</p>	Noted
9.3	<p>CHA KPI's</p> <p>In response to members' questions the DCS advised on two customer complaints which were due to delays in exchanging information with the customer. It was clarified that the detailed absence reports are presented to the Audit & Performance Committee. Members commended the staff teams on income collection, arrears and voids management performance improvements. It was clarified that the re-letting target of 71 days was a year-end target and related to the impact of release of previous out of management properties, demand at retirement courts and lack of access during Covid. 2022/23target setting would be considered by the Audit & Performance Committee at their next meeting. In response to a member's request the DCS</p>	

	advised customer feedback could be included in KPI reports, that he would circulate further information on Cairn Connect following the meeting, and he highlighted customer communications around arrears over the Christmas period.	Action DCS
9.4	Ancho KPI's The report was noted .	Noted
9.5	Risk Register and new risks (if any) The DBS provided a verbal update that the risk register had been approved and there were no items to add currently.	Noted
10.	GOVERNANCE, REGULATION & CORPORATE	
10.1	Chairperson's Update Report The chair provided an update on his activities over the past month. The report was noted .	Noted
10.2	Governance Update The Report was noted .	Noted
10.3	Group Meetings Schedule/Forward Planner Members were reminded that the meeting dates for the next year were in the Teams folder.	
10.4	Recent SHR publications/guidance for information: Members were encouraged to read the SHR's website for recently published information on risks they would be focussing on, a link was provide on the Agenda. https://www.housingregulator.gov.scot/landlord-performance/the-risks-we-will-focus-on/the-risks-we-will-focus-on-november-2021	
11.	Decisions taken by Exec team under delegated authority (Policies available on request)	
11.1	Menopause Policy This is a new policy and the Policy approval was noted .	Noted
11.2	Bullying & Harassment Policy The DFPS confirmed main areas of change in the Policy which had been updated following some training, the Policy approval was noted .	Noted
12.	Any other competent business	
12.1	Asset Management and Development Committee Membership The DPS raised membership of the AMDC. Board approved Emma Peveril and Mark Cunningham to join the AMDC.	Approved

12.2	<p>Internal Audit - Cyberfraud Confidential</p>	Noted
12.3	<p>Ancho Board The Group CEO advised members that the Ancho Board meeting on 2 December 2021 had been inquorate.</p>	Noted
13.	<p>Next Meeting 27 January 2022 at 1:00pm via Teams The Chair wished everyone well for the festive period and New Year.</p>	

The meeting closed at 3:05pm