

**MINUTES OF THE JOINT GOVERNING BODIES' BOARD MEETING OF  
CAIRN HOUSING ASSOCIATION AND ANCHO LIMITED  
HELD ON THURSDAY 24 AUGUST 2023 AT 3:30PM VIA TEAMS**

Present:

Cairn HA                    Don Jamieson (Chair)  
                                  Angus Lamont (Vice-Chair)  
                                  Helen Barton  
                                  Lizzie Crawford  
                                  Laurence Casserly  
                                  Neil Wood  
                                  Douglas Reid  
                                  Steven Travers (Ancho co-optee)

Ancho                        Bill Finlay (Ancho Chair)  
                                  Steven Travers  
                                  Colin Love  
                                  Phyllis Rodgers  
                                  Michael Donnelly  
                                  Nigel Fortnum  
                                  Angus Lamont (CHA appointee)  
                                  Suzie Lyons (observer until Item 6.3)

In Attendance:            Jason MacGilp, Group CEO and Company Secretary CEO  
                                  Sean Connor, Director of Customer Services  
                                  Meg Deasley, Director of Property Services DPS  
                                  Lynn Smyth, Finance Manager FM  
                                  Ryan Morgan, Strategic Projects Manager SPM  
                                  Carolyn Owens, Governance Services Manager GSM (*CHA Minutes*)  
                                  Catherine Bradley, Governance Services Assistant GSA (*Ancho Minutes*)  
                                  James McBride, Azets (Item 6.1)

	Item	Action
	<b>Board Members of CHA and Ancho invited to all items.</b>	
<b>1</b>	<b>CHA BOARD</b>	
1.1	<p><b>Board Members only session</b></p> <p>Board Members of CHA and Ancho 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> <p><i>Staff members joined the meeting. The Chair welcomed all and introduced Suzie Lyons as an observer and prospective new Ancho Board member. Members <b>agreed</b> to take Items 6.1 and 6.2 first on the Agenda, and take Items 7.10 and 7.6 as the first Updates.</i></p>	Agreed
1.2	<p><b>Apologies</b></p> <p>Apologies were received from Nigel Chapman and Morag Boyter</p>	Noted

1.3	<b>Declarations of Interest</b>  All staff declared an interest in Item 7.10 Redundancy Policy.	Noted
1.4	<b>CHA (JGB) Minutes – 25 May 2023</b>  Minutes of the Joint Governing Bodies’ Meeting of Cairn HA and Ancho held on 25 May 2023 were proposed by Don Jamieson, seconded by Steven Travers and <b>approved</b> by the CHA Board.  <b>CHA (JGB) Minutes – 25 May 2023 Confidential</b>  Minutes of the Joint Governing Bodies’ Meeting of Cairn HA and Ancho (Confidential) held on 25 May 2023 were proposed by Don Jamieson, seconded by Helen Barton and <b>approved</b> by the CHA Board.	Approved  Approved
1.5	<b>Matters arising</b>  None.	
1.6	<b>Action Tracker</b>  A member raised the service charges revised target date of December 2023. The DCS advised there would be an update on the Project Plan presented to the next meeting. The Action Tracker was <b>noted</b> .	Noted
2	<b>CHA ITEMS FOR DECISION/APPROVAL</b>	
2.1	None.	
3	<b>CHA UPDATES</b>	
3.1	<b>Q1 Quarterly Management Accounts</b>  The FM presented the Q1 Management accounts, the CEO advised the accounts report confirms we were ahead of budget and sets out the reasons for that. In response to questions related to budget comparisons members were advised that the new DFPS and FM would be working on profiling budgets, slippage was built in and monitored for new development rental income but profiling of anticipated rents coming in v actual would be aligned for next year, along with profiling in other areas such as planned maintenance spend and cyclical work.  The report was <b>noted</b> .  <i>James McBride, Azets joined the meeting.</i>	Noted
6.1	<b>Ancho ToE Project Plan - Riverbank Liabilities and timetable (Confidential)</b>  Refer to separate Confidential Minute.	
3.2	<b>Report on Statutory Registers</b>  The GSM presented the report which was <b>noted</b> .	Noted
4	<b>CHA DECISIONS TAKEN UNDER DELEGATED AUTHORITY</b>	

4.1	The DPS gave a verbal update on <i>redacted</i> EICR South Testing - Contract extension which was <b>noted</b> .	Noted
4.2	The DPS gave a verbal update on Appointment of Materials Supplier for North Maintenance which was <b>noted</b> .	Noted
5	<b>CHA AND ANCHO JOINT BOARD MEETING</b>	
5.1	<b>Ancho Apologies</b>  Apologies were received from Zoe Brawn and Fiona Callaghan	Noted
5.2	<b>Ancho Declarations of Interest</b>  None.	
5.3	<b>PCE Minutes – 27/07/23</b>  Minutes of the PCE Meeting held on 27 July 2023 were <b>noted</b> .	Noted
5.4	<b>Audit &amp; Performance Committee Minutes 08/08/23</b>  Minutes of the Audit & Performance Committee Meeting held on 8 August 2023 were <b>noted</b> .	Noted
5.5	<b>AMDC 10/08/23</b>  Minutes of the AMDC meeting held on 10 August 2023 were <b>noted</b> .	Noted
6	<b>GROUP ITEMS FOR DECISION/APPROVAL</b>	
6.2	<b>Audited Accounts to 31 March 2022, Letters of Representation and Audit Management Reports for CHA, Ancho, PCE and CHS</b>  JMB advised he had presented the audited financial statements to the Audit & Performance Committee who had approved them subject to the satisfactory conclusion of the provision for the Riverbank. If the Board decided to pause the ToE he would need to update the Ancho and CHA/Group accounts to reflect the change. He explained the provision and contingency in the notes to the Ancho accounts, the going concern wording, probability, contingency and the provision. Members further discussed the implications of delaying the ToE.  JMB requested confirmation that there were no post balance sheet event or going concern issue that affects any of the entities which would impact the accounts. Members confirmed there were none.  JMB requested confirmation of the intention to strike-off Cairn Homes & Services Limited, members <b>agreed</b> they had no objections.  The FM would contact JMB following the meeting to confirm the decision on delaying the ToE.  The A&P Chair advised the financial statements had been presented to the A&P Committee subject to satisfactory provision of the Annick Riverbank liability.	Agreed

	It was <b>agreed</b> that final 2023 Financial Statements, with amended wording in the CHA and Ancho accounts to reflect the decision on the Ancho ToE, and Ancho's accounts on a going concern basis, would be circulated for approval via email, and thereafter for signature.	Agreed
6.3	<p><b>Ancho Board Membership</b></p> <p>The GSM gave a verbal update on the recruitment process for PCE which had identified a potential candidate suitable for the Ancho Board, Suzie Lyons. The Ancho Chair had met with Suzie and recommended her for appointment to the Ancho Board. The GSM confirmed that Suzie's Shareholding membership application had been approved via email, and the GBM Code of Conduct had been signed.</p> <p>At the proposal of Bill Finlay, seconded by Steven Travers, the Ancho Board <b>approved</b> the co-option of Suzie Lyons to the Ancho Board. At the proposal of Don Jamieson, seconded by Laurence Casserly, the CHA Board, as group parent, <b>approved</b> the co-option.</p>	Approved Approved
6.4	<p><b>Board Succession and Development Plan</b></p> <p>The GSM presented the Board succession and development plans including proposed appointment of Office Bearers, Committees and Working Group members, board member retiral dates and updates on Board recruitment.</p> <p>Members were advised there had been nominations for Chairs of each Board and requested nominations for Vice-Chairs. The GSM requested Ancho members to contact her regarding intentions to remain until the delayed ToE. Further Group Development Plans would be presented to the next meeting.</p> <p>At the proposal of Don Jamieson, seconded by Lizzie Crawford the Board Succession and Development Plans were <b>approved</b>.</p> <p><i>All staff members except the CEO and SLHROD left the meeting</i></p>	Approved
7	<b>GROUP UPDATES</b>	
7.10	<p><b>Redundancy Policy - feedback by Chair from GMB meeting (Confidential)</b>  <i>All staff members except the CEO and SLHR/OD left the meeting for the item.</i></p> <p><b>Refer to separate Confidential Minute</b></p>	
7.1	<p><b>Pentland Transfer Promises Update</b>  <i>Staff members returned to the meeting.</i></p> <p>Board <b>noted</b> the report.</p>	Noted
7.2	<p><b>Development/AMDC update</b></p> <p>Board <b>noted</b> the report.</p>	Noted
7.3	<b>Customer Services Review update</b>	

	<p>The DCS gave an update on the CSR consultation with staff. Timelines were noted within the supporting paper and PPT. A Report with findings would be presented to the Executive Team and then feedback to staff and the GMB on the next stages, including any adjustments to timelines and details of the proposals.</p> <p>Board <b>noted</b> the report</p>	<p>Action DCS</p> <p>Noted</p>
7.4	<p><b>Six monthly monitoring report on Corporate Social Responsibility</b></p> <p>Board <b>noted</b> the report.</p>	<p>Noted</p>
7.5	<p><b>Annual Treasury Management Report</b></p> <p>Board <b>noted</b> the report.</p>	<p>Noted</p>
7.6	<p><b>IT Project Plan Update</b></p> <p>Board <b>noted</b> the report and that volunteers from the board were invited to be additional project sponsors for different work streams. DBS is the contact.</p>	<p>Noted</p>
7.7	<p><b>Q1 CHA and Ancho KPI's / Business Health Scorecard</b></p> <p>The KPI's had previously been discussed at A&amp;P in full. The Chair requested the inclusion of page numbers within the KPI packs. NW is still waiting for a response in relation to a previous query at A&amp;P for actual staffing FTE within Cairn and Ancho.</p> <p>Board <b>noted</b> the KPI reports.</p>	<p>Action DBS</p> <p>Noted</p>
7.8	<p><b>Q1 H&amp;S Update</b></p> <p>Board <b>noted</b> the report.</p>	<p>Noted</p>
7.9	<p><b>Risk Register and New/Changed risks</b></p> <p>The DPS gave a brief overview on behalf of the DBS. Two significant changes, and increase to red status, related to the ongoing economic situation and risks around staffing engagement issues and board member attendance and potential impact on delivery of business objectives.</p> <p>The report was <b>noted</b>.</p>	<p>Noted</p>
7.11	<p><b>Items for Audit &amp; Performance Committee consideration</b></p> <p>The Chair asked Members if there were any items that the Audit and Performance Committee could consider at their future meetings. The Chair of the Committee advised that there is already a large workload within the A&amp;P group and that he does not think that it is appropriate at this time to add to that. There were no comments from any other Members.</p>	
8	<b>GROUP GOVERNANCE, REGULATION &amp; CORPORATE</b>	
8.1	<b>Chairpersons' Update Reports</b>	

	<p>The Chair reminded Members of the success of the Development Day in May. He advised that Self Assessments were complete. He had been meeting with the GMB Union.</p> <p>The Chair of Ancho confirmed all the Ancho Self Assessments were complete. He noted that the A&amp;P Committee meeting had been very useful. He had also had a telephone conversation with Suzie Lyons.</p> <p>The reports were <b>noted</b>.</p>	Noted
8.2	<p><b>Governance &amp; Regulation Update</b></p> <p>The CEO gave a verbal update in support of the report and highlighted that TC Young had started work as our legal advisor (replacing Harper Macleod following the recent procurement exercise). The Chair observed the five Freedom of Information enquiries within a 3-month period and asked for some detail on what those were. The CEO advised a summary of each would be sent out to Members.</p>	Action GSM
9	<b>GROUP DECISIONS TAKEN UNDER DELEGATED AUTHORITY</b>	
9.1	<p><b>Policy Updates – Damp Mould and Condensation Policy</b></p> <p>The DPS presented the policy and gave an overview of the content for information. She advised that the procedure around the policy is being developed. There were no questions raised.</p>	
10	<b>ANCHO BOARD</b>	
10.1	<p><b>CHA (JGB) Minutes – 25 May 2023</b></p> <p>Minutes of the Joint Governing Bodies’ Meeting of Cairn HA and Ancho held on 25 May 2023 were proposed by Bill Finlay, seconded by Colin Love and <b>approved</b> by the Ancho Board.</p> <p><b>CHA (JGB) Minutes – 25 May 2023 Confidential</b></p> <p>Minutes of the Joint Governing Bodies’ Meeting of Cairn HA and Ancho (Confidential) held on 25 May 2023 were proposed by Bill Finlay, seconded by Colin Love and <b>approved</b> by the Ancho Board.</p>	Approved  Approved
10.2	<p><b>Matters Arising</b></p> <p>There were no matters arising.</p>	
10.3	<p><b>Action Tracker</b></p> <p>It was noted that the Living Wage update was deferred to the end of October. There were no points raised by Members on the Action Trackers.</p>	
11	<b>ANCHO ITEMS FOR DECISION/APPROVAL</b>	
11.1	There were no items for Decision or Approval.	
12	<b>ANCHO UPDATES</b>	

12.1	<p><b>Q1 Management Accounts</b></p> <p>The FM presented the Managements Account for Q1. She advised that Ancho is currently ahead of budget but reminded Members that this is because the budget is spread evenly across the 12 months. She advised that the variances between cyclical and planned maintenance are due to timing differences but they should be in line with budget by year end.</p> <p>There were no questions, and the Q1 Management Accounts for Ancho were <b>noted</b>.</p>	Noted
12.2	<p><b>Operational Update</b></p> <p>The DCS gave a verbal update in support of the written report and referenced some highlights.</p> <p>The Chair asked what the process was for getting candidates to feed into the KANDO project. The DCS advised that the partnerships are key where this is concerned and most of the feedback and referrals had come through engagement with local schools. The report was <b>noted</b>.</p>	Noted
12.3	<p><b>Partnership Investment Delivery Update</b></p> <p>The DPS asked for feedback on the structure of the Report before the next JGB meeting.</p> <p>The Update was <b>noted</b>.</p>	Noted
12.4	<p><b>Annual Report on Statutory Registers</b></p> <p>The GSM presented the report and advised that the Minutes will be circulated for signature before the AGM.</p> <p>The Annual Report on Statutory Registers was <b>noted</b>.</p>	Noted
13	<b>ANCHO DECISIONS TAKEN UNDER DELEGATED AUTHORITY</b>	
	-	
14	<b>AOCB</b>	
	There was no other business raised. The Chair thanked all the staff for their work and his colleagues for their attendance.	
15	<b>DATE OF NEXT METTING</b>	
	23 November 2023	