

**MINUTES JOINT GOVERNING BODIES BOARD MEETING
OF CAIRN HA AND ANCHO
Thursday 22 August 2024 at 2:00pm
via Teams**

Present:

Cairn HA
 Angus Lamont (Chair)
 Lizzie Crawford (Vice-Chair)
 Helen Barton
 Andrew Clark
 Nigel Chapman
 Laurence Casserly
 Donna Paton
 Neil Wood

Ancho
 Bill Finlay (Ancho Chair)
 Nigel Fortnum
 Andrew Latto
 Colin Love
 Lindsay Robertson
 Laurence Casserly

In Attendance:
 Audrey Simpson, Chief Executive (CEO)
 Ken Tudhope, Director of Finance and Business Services
 Meg Deasley, Director of Property Services (DPS)
 Morag Boyter, Director of Business Services (DBS)
 Chris Milburn, Director of Customer Services (DCS)
 Carolyn Owens, Governance Services Manager (GSM) (*Minute*)
 Catherine Bradley, Governance Administration Assistant (GAA)

	Item	Decision/ Action
1	CHA BOARD	
1.1	<p>Board Members only session</p> <p>The Chair welcomed members who discussed the Agenda items and highlighted any issues they would raise during the meeting.</p> <p>The Chair advised that Don Jamieson would be unable to attend due to health reasons and extended best wishes to him from the Board.</p> <p>The Chair proposed withdrawing the CEO Objectives from the Agenda to allow the new CEO to review the priorities of the Business Plan and thereafter set objectives for the next year. The Chair would arrange a closed session with the CEO. Board agreed this was a sensible approach.</p> <p>The Ancho Chair proposed a six-months leave of absence for Fiona Callaghan, this was seconded by Andrew Latto, and approved by the Ancho Board members.</p>	<p style="text-align: center;">Agreed</p> <p style="text-align: center;">Approved</p>

	<p>Members discussed accessing Cairn emails and boardpacks on their own devices through Office 365. The current security advice is causing issues being unable to access Cairn emails without a Cairn laptop, creating delays especially for members travelling, and where the VPN doesn't work. GSM to go back to IT to seek clarification and provide an update.</p> <p><i>All staff joined the meeting</i></p>	Action GSM
1.2	<p>Apologies</p> <p>Apologies were received from Don Jamieson.</p>	Noted
1.3	<p>Declarations of Interest</p> <p>None.</p>	
1.4.1	<p>CHA (JGB) Minutes – 30 May 2024</p> <p>Minutes of the Joint Governing Bodies' Meeting of Cairn HA and Ancho held on 30 May 2024 were proposed, by Andrew Clark, seconded by Helen Barton and approved subject to wording changes agreed at Item 12.5 para.2 and as discussed under Matters Arising).</p>	Agreed Approved
1.4.2	<p>CHA (JGB) Minutes Confidential – 30 May 2024</p> <p>Minutes of the previously circulated Joint Governing Bodies' Meeting of Cairn HA and Ancho (Confidential) held on 30 May 2024 were proposed by Laurence Casserly, seconded by Lizzie Crawford and approved.</p>	Approved
1.5	<p>Matters Arising</p> <p><u>Item 12.5</u> – Members discussed the wording of the minute and agreed changes. The DPS advised in respect of the original transfer agreement from Scottish Homes, neither organisation had retained the 1999 legal advice that the then newly formed body of Ancho would have had. The review had been on the transfer agreement.</p> <p>The CEO updated members that she had met with TC Young to look at the original transfer agreement document's clauses around liabilities and there was nothing to indicate that the Scottish Government would hold any liability, therefore a legal route was unlikely to be successful in terms of the legal advice that was originally provided to Ancho.</p>	
1.6	<p>Action Tracker</p> <p><u>Item 2</u> – The DCS updated members that an update on the Customer Services Review would be presented in due course, following the courts review and tenant engagement projects of the Business Plan.</p>	Action DCS
2	CHA ITEMS FOR DECISION/APPROVAL	
2.1	<p>Lambhill Funding Proposal</p> <p>The DFPS and DPS provided verbal updates on the revised formal grant funding offer from Glasgow City Council/Scottish Government which would</p>	

	<p>include capital interest due to Cairn front-funding the project, and a separate parking space Title issue, both of which had delayed the start on site.</p> <p>Board agreed to a decision on the funding proposal by email once all the issues had been resolved.</p> <p><i>[Post meeting note: Board approved the Lambhill Funding Proposal at its meeting on 19 September 2024]</i></p>	Agreed
3	CHA UPDATES	
3.1	<p>Q1 Quarterly Accounts</p> <p>The DFPS presented the report and highlighted and explained key variances on rental income, other income, planned maintenance, depreciation, and the overall position, as detailed within the report. He confirmed that covenants were compliant and the Q2 accounts were expected to be more aligned to the budget.</p> <p>In response to a member’s question the DFPS advised that employment costs were anticipated to be closer to budget at year-end as some temporary roles would drop out after Q1.</p> <p>Board noted the Q1 Quarterly Accounts</p>	Noted
3.2	<p>Report on Statutory Registers</p> <p>The GSM presented the report which was noted.</p>	Noted
4	CHA DECISIONS TAKEN UNDER DELEGATED AUTHORITY	
4.1	None.	
5	CHA AND ANCHO JOINT BOARD MEETING	
5.1	<p>Ancho Apologies</p> <p>Apologies were received from Suzie Lyons. The Ancho Chair updated members that a six months leave of absence had been approved for Fiona Callaghan.</p>	
5.2	<p>Ancho Declarations of Interest</p> <p>None.</p>	
5.3	<p>Ancho-CHA Joint Board Steering Group Minutes</p> <p>Minutes of the Ancho-Cairn JBSG Meeting held on 26 June 2024 were noted.</p> <p>Minutes of the concluding Ancho-Cairn JBSG Meeting held on 31 July 2024 were proposed by Angus Lamont, seconded by Colin Love and approved.</p>	<p>Noted</p> <p>Approved</p>
5.4	<p>PCE Minutes – 25 July 2024</p> <p>Minutes of the PCE Meeting held on 25 July 2024 were noted.</p>	

5.5	<p>AMDC Minutes – 8 August 2024</p> <p>The AMDC chair advised that the Minutes were available in the Teams channel. No decisions had been made at the meeting, an update on the stock condition survey had been received. The Minutes of the AMDC Meeting held on 8 August 2024 were noted.</p>	Noted
5.6	<p>Audit & Performance Committee Minutes – 15 August 2024</p> <p>The Audit & Performance Committee Chair verbally advised that at its meeting held on 15 August 2024 the Committee had considered and approved the Financial Statements to 31 May 2024 for Cairn HA, Ancho and PCE, and recommended them to the Board for approval.</p> <p>The Committee had also discussed EICR reports/forced entry routes and the IT project. The Minutes of the meeting would be available in the Teams channel shortly.</p> <p>The recommendation was noted.</p>	Noted
6	<p>GROUP ITEMS FOR DECISION/APPROVAL</p>	
6	<p>Audited Accounts to 31 March 2024, Letters of Representation and Audit Management Reports</p> <p>The DFPS presented the financial statements, audit findings report and LOR’s for consideration and approval:-</p> <p>6.1.1 Cairn Housing Association</p> <p>The DFPS advised there was an overall deficit for the Group due to the increased Riverbank provision following the surveyors report in March. The Auditors were satisfied that the provision of £1.9m would cover the works/costs and this had led to a £1m charge through the accounts. There was a small deficit reflected within the PCE accounts due to a one-off/now completed garage demolition in Thurso and a positive trading position would ensue for the current year. Adjustments had been made from the management accounts as detailed in the report. The accounts had been through the audit and Azets had presented a detailed report to the A&P Committee. Azets were satisfied with the figures and outcome of the audit and were content to sign the accounts following Board approval. There were Net Assets of £77m, and an actuarial SHAPs pension scheme adjustment of £1.1m. The DFPS highlighted the three recommendations from the Audit review relating to internal controls as detailed in the report, and the Cairn Letter of Representation.</p> <p>The Cairn HA financial statements to 31 March 2024 were proposed by Neil Wood, seconded by Lizzie Crawford and approved. The Audit Findings Report was noted. The Cairn HA Letter of Representation was proposed by Lizzie Crawford, seconded by Donna Paton and approved.</p> <p>6.1.2 Ancho Limited</p>	Approved Noted Approved

<p>6.1.3</p>	<p>The DFPS presented the Ancho financial statements to 31 March 2024, Audit Findings Report and Letter of Representation, highlighting the deficit due to provision for the Riverbank. The only accounting adjustment from the management accounts related to interest on the variable rate loan. Azets had advised the underlying trading is sound, the operating surplus was satisfactory, and they were happy with the accounts and made no recommendations on internal control systems. The Letter of Representation made reference to the £1.9m Riverbank as a reasonable estimate. The DFPS confirmed typos in the draft financial statements would be corrected prior to signature.</p> <p>The Ancho financial statements to 31 March 2024 and Letter of Representation were proposed by Bill Finlay, seconded by Nigel Fortnum and approved. The Audit findings Report was noted.</p> <p>Pentland Community Enterprises</p> <p>The DFPS highlighted the deficit due to the garage demolition. The PCE financial statements to 31 March 2024 had been approved by the PCE Board, the Auditors were happy with the figures presented. The report was noted.</p>	<p>Approved Noted</p> <p>Noted</p>
<p>6.2</p>	<p>Board Succession and Development Plan, inc. proposed appointment of Office Bearers, Committee and Working Group members</p> <p>The GSM thanked members for attending the annual self-assessment and development sessions and now presented a report detailing forthcoming retirements, re-elections due at the AGM, proposed office bearers and memberships of Committees and working groups for the year ahead, as well as training requirements identified during the appraisal sessions.</p> <p>The Board Succession and Development Plan was proposed by Lizzie Crawford, seconded by Donna Paton and approved.</p>	<p>Approved</p>
<p>7</p>	<p>GROUP UPDATES</p>	
<p>7.1</p>	<p>Chief Executive’s Objectives (Confidential) – item withdrawn with Board approval</p>	
<p>7.2</p>	<p>CEO’s Report</p> <p>The CEO updated members on a recent meeting with the SHR and Exec Team which consisted of positive feedback on the Business Plan, 30 year financial projections, Pentland investment programme and engagement with local tenants, risk and correlation of the risk register with the Business Plan, EICR’s progress, the accelerated stock condition survey, updates on the Riverbank, Ancho ToE progress and related report received from TPAS.</p> <p>An update was provided to members following the recent visit from Board/Exec Team to Lochbrae Court. TPAS had been commissioned to carry out a focussed tenant engagement project which involved two meetings for all residents and a survey. An Action Plan based on tenants’ feedback was now being prepared. To improve communication 6-weekly housing/maintenance officer surgeries were being introduced, and a group of residents agreed to</p>	

	<p>continue to engage as a tenant focus group at quarterly meetings and would track progress on delivery of the action plan.</p> <p>In response to a member’s question, the CEO advised that a meeting with tenants at another court had been held, the approach to tenant participation and service offering at Courts were all interlinked and improvements to communication and tenant engagement would be progressed in all Courts.</p> <p>The DBS gave an update on HomeMaster and operational validation of the data for garages, factored properties and rental stock and benefits of the system would be brought to the Board in November, e.g.; repair reporting diagnosis through CC and WOs going directly to contractors, complaints centralised leading to a change in performance, anti-social process is within the system now so easier to track and voids now all in one place in the system. The report in November would include feedback from teams and benefits analysis tracking back to the scope of the project.</p> <p>The report was noted.</p>	<p>Action DBS</p> <p>Noted</p>
7.3	<p>Ancho ToE Project Plan</p> <p>The CEO provided a verbal update on progress: feedback from the independent tenant advisor TPAS had been positive and a report prepared and submitted to SHR; the ballot is going live on 23rd August; a robust campaign plan was also in place; ballot closes on 23rd September with results known within a couple of days; results if positive would then progress to final approvals including Ancho SGMs commencing 25 November in accordance with Ancho’s Rules and a Cairn SBM. Lenders consent, integration plans and other consents were in the project plan.</p> <p>In response to a member’s question the outcome of the ballot would be based on the majority of the tenants’ vote and the Ancho SGM would be for information for shareholding members, with approval of the transfer from the parent, as per Ancho’s Rules.</p> <p>The report was noted.</p>	<p>Noted</p>
7.4	<p>Pentland Delivery Update</p> <p>The DCS presented the report highlighting the upcoming tenant consultation event on 19 September in Thurso, the project investment update as detailed in the report, and a Year 2 update which had been circulated to ex-Pentland tenants in July provided in the Appendix to the report.</p> <p>The report was noted.</p>	<p>Noted</p>
7.5	<p>Development & Asset Management update</p> <p>The DPS presented the report and updated members that 104 new homes had been delivered YTD and the Longridge site ‘gathering’ would take place next week. Positive feedback had been received from tenants. A member</p>	

	<p>requested that Board members are informed about openings if they are available to attend. A member asked about the Redburn Place development, the DPS advised discussions were undertaken with North Ayrshire Council regularly, however all authorities were currently prioritising their reduced development funding and we were waiting to see if funding would be available next year.</p> <p>In response to a member’s question on the EICR’s the DPS advised that the number of overdue properties was reducing, there was a 90-day forced entry timeline and the aim was to complete the remaining catch up by 31 December 2024.</p> <p>The report was noted.</p>	<p>Noted</p>
<p>7.6</p>	<p>Group Annual Assurance Statement Update</p> <p>The GSM presented a report on the annual assurance process and options going forward for the Board to gain assurance on compliance and related evidence. Members discussed the options, the amount of work completed by the staff team to put the evidence bank together, and suggested that more experienced members of the Assurance Statement Working Group be involved.</p> <p>The Boards agreed that Option 2; Board Sponsors conducting an in-depth review of the new enhanced layout spreadsheet and comprehensive evidence bank would be their preferred option, and then to report to the full Board.</p> <p>The Board Sponsors agreed were Angus Lamont, Lizzie Crawford and Donna Paton. The GSM would arrange the sessions commencing shortly.</p>	<p>Agreed</p> <p>Action GSM</p>
<p>7.7</p>	<p>Six monthly monitoring on Corporate Social Responsibility</p> <p>The DFPS presented the six-monthly report on activity including the types of assistance and support to tenderers during the period. The report was due a refresh to contain more measurable and statistical reporting and fulfil certain criteria for lenders, so the report would be split into a separate procurement and ESG report. The DFPS would discuss accessibility further with the Vice-Chair following the meeting.</p> <p>The report was noted.</p>	<p>Action DFPS</p> <p>Noted</p>
<p>7.8</p>	<p>Annual Treasury Management Report</p> <p>The DFPS presented the report in line with the Treasury Management Policy which provided a snapshot position at the end of March, he highlighted the cash reserves and borrowings, confirmed that the loan portfolio returns for Cairn and Ancho had been submitted to the SHR and that there had been no breach of covenants over the past 12 months. The DFPS explained that the next two-year plan would include more emphasis on how the funds would be utilised. He highlighted that the 30 yr projections allow for £5m of borrowings this year for the Lambhill project and that liquidity would not be an issue on the development.</p>	

	The report was noted .	Noted
7.9	<p>H&S Strategy 6-month Review</p> <p>The DBS advised the report was a follow up to the work done at the Development Day and included the background, proposals and an appendices containing the scorecard which will be presented to the Board quarterly, as well as a narrative update on progress with all the health and safety work presented every 6 months to provide assurance on compliance.</p> <p>The DPS advised that the Electrical Safety Policy and Asbestos Policy had been reviewed, there is now a separate compliance team to support delivery and the updated ARC indicators should be available in September to align with the reporting.</p> <p>In response to a member’s question the DBS advised that RAAC status and lifts servicing would be included in the scorecard.</p> <p>The report was noted.</p>	<p>Action DBS</p> <p>Noted</p>
7.10	<p>Business Health Scorecard CHA and Ancho KPI’s</p> <p>The DBS presented a combined Cairn HA and Ancho KPI report explaining that the different format was due to Homemaster reporting but it would be separated out for Q2.</p> <p>In response to members’ questions the DBS would contact Andrew Latto to discuss the monthly v cumulative CHA staff turnover figures. The DBS also confirmed that current and former tenant arrears were within tolerances and could not be portrayed in the report as a percentage, the Board would be updated once it was available.</p> <p>The report was noted.</p>	<p>Action DBS</p> <p>Action DBS</p> <p>Noted</p>
7.11	<p>Risk Register</p> <p>The DBS reminded members that the risk register was in the Teams channel and the Audit & Performance Committee receive it on a quarterly basis. Risks on the Riverbank had been added in so there were 15 risks, and the annual review of the risk register, scoring and risk appetite would take place at the Strategy Day in November.</p> <p>The report was noted.</p>	Noted
7.12	<p>Items for Audit & Performance Committee consideration</p> <p>The Chair asked members for any additional items to refer to the A&P Committee to consider, there were none.</p>	
8	GROUP GOVERNANCE, REGULATION & CORPORATE	
8.1	Chairpersons’ Update Reports	

	<p>The CHA Chair gave an update on activities since the last meeting including meetings with CEO, Exec Team, AMDC, JBSG and conducting Board member appraisals.</p> <p>The Ancho Chair gave an update on activities since the last meeting including attendance at the Audit & Performance Committee, JBSG and conducting Board member appraisals.</p> <p>The reports were noted.</p>	Noted
8.2	<p>Governance & Regulation Update</p> <p>The GSM presented the report and provided background information on the request to formally approve appointments within the group structure.</p> <p>At the proposal of Angus Lamont, seconded by Colin Love, Audrey Simpson was approved as:- Board Secretary and Company Secretary for the group, i.e.; Cairn HA, Ancho and PCE; the nominated parent shareholder representative for CHA at Ancho Annual General and Special General Meetings; a Director of PCE subject to approval by the PCE Board.</p> <p>The GSM also highlighted that the AGM papers would be sent out shortly and requested that anyone unable to attend submits a Proxy Form for quorum purposes.</p> <p>The report was noted.</p>	<p>Approved</p> <p>Noted</p>
9	GROUP DECISIONS TAKEN UNDER DELEGATED AUTHORITY	
9.1	<p>Policy Updates</p> <p>The CEO advised that the updated Policies were in the Teams channel. The Directors provided brief updates on the H&S Policy, the Electrical Safety Policy with updates related to forced entry, the Sickness Policy, Retirement Policy, Second Jobs and Time and Attendance Policy all with minor changes.</p> <p>In response to a members' questions the DFPS confirmed that under the second Jobs Policy staff members were required to disclose and gain authorisation prior to taking up a second job. The DFPS would contact Andrew Latto following the meeting regarding HR Policies.</p> <p>The report was noted.</p> <p><i>The Cairn HA Chair handed over to the Ancho Chair who chaired the meeting from this point.</i></p>	<p>Action DFPS</p> <p>Noted</p>
10	ANCHO BOARD	
10.1.1	<p>CHA (JGB) Minutes – 30 May 2024 Minutes of the Joint Governing Bodies' Meeting of Cairn HA and Ancho held on 30 May 2024, (subject to wording changes agreed at Item 12.5 para.2), were proposed by Colin Love, seconded by Andrew Latto and approved.</p> <p>CHA (JGB) Minutes Confidential – 30 May 2024</p>	Approved

10.1.2	Minutes of the previously circulated Joint Governing Bodies' Meeting of Cairn HA and Ancho (Confidential) held on 30 May 2024 were proposed by Colin Love, seconded by Andrew Latto and approved .	Approved
10.2	Matters Arising None.	
10.3	Action Tracker The garages transfer and KPI's remained on the tracker, Andrew Latto would be meeting with the DBS on KPIs, and the DFPS confirmed that write-offs would be circulated by October. The action tracker was noted .	
11	ANCHO ITEMS FOR DECISION/APPROVAL	
11.1	None.	
12	ANCHO UPDATES	
12.1	Q1 Management Accounts The DFPS presented the Q1 management accounts highlighting a £46k variance related to repairs over budget, explaining that fluctuations were expected in each quarter and it should be back on target in Q2. Additional detail from HomeMaster on the number of repairs, number budgeted for and average costs for each repair would provide further information and analysis to feed into future management information and decisions. The variance on the Riverbank was due to professional fees and staff recharge costs/timings, the £1.9m provision in the accounts was available for direct expenditure so the variance would cease in Q2. Medical adaptations were a sector wide issue due to confirmations on grant funding not yet received from the Scottish Government. The CEO advised she had responded to a letter from the First Minister in relation to medical adaptations funding and the impact it is having. In response to a member's question the DPS advised that the medical adaptations list had been reviewed and in anticipation of receiving 80% of last year's funding for Cairn and Ancho, forward funding of high priority cases had been undertaken to improve the quality of life for tenants, but others would remain on the list. The CEO had also raised the issue with the SFHA. The DFPS advised that Ancho's Cash Reserves were £1.4m and there were no other concerns. In response to a member's question the DFPS confirmed the £1.4m figure was before the £1.9m Riverbank spend as it will become an inherited liability as part of the transfer of engagements, the net assets are reduced by the £1.9m but the cash reserves are what is currently in the bank. The report was noted .	Noted
12.2	Operational Update The DCS presented the report on behalf of the Regional Lead (South), highlighting: the Transfer of Engagements tenant ballot; Ancho Fun Day held	

	<p>at the Redburn Community Centre; the KANDO project, which would not be impacted by the 5% reduction in funding, a further update would be provided at Q2 end; funding had been secured to continue the energy advice service; an update on the Redburn Place development was provided.</p> <p>In response to a member’s question on the withdrawal of the winter fuel allowance for some pensioners, the DCS advised that no customer feedback had yet been received, a new contract for gas and electricity for the communal areas would firm up costs, and meetings with customers over the winter relating to the new service charge and any concerns customers have around fuel poverty would be held. Additionally, the rent consultation process would use SFHA’s affordability toolkit to assess how affordable the new rent would be, and other work was being done on affordability, impacts on customers and highlighting the energy advocacy service to signpost customers to.</p> <p>The report was noted.</p>	<p>Noted</p>
<p>12.3</p>	<p>Asset Management Update</p> <p>The DPS presented the report highlighting the focus of work post completion of the 5-6 yrs of Ancho tenant promises was now towards the maintenance and investment phase including completion of the road resurfacing, full refurbishment of a small number of units and moving into a boiler programme. The main significant promise within the new offer was an accelerated bathroom replacement programme. In terms of accounts the number of repairs were up slightly, some due to planned v responsive being in the right place, pest issues, and other challenges, the overall property budget would be monitored throughout the year, and the DPS reiterated front funding for the medical adaptations.</p> <p>In response to a member’s question on the transfer of engagements and message to tenants re spend over the next few years, the DPS advised the spend would be based on what would be expected for continued maintenance and investment and acceleration of the bathroom replacement programme.</p> <p>The report was noted.</p>	<p>Noted</p>
<p>12.4</p>	<p>Annick Riverbank Update</p> <p>The DPS provided an update on progress of actions, with the significant engineering works to protect the riverbed tender going out in January as the work cannot be undertaken until June. All stakeholders are engaged around regulation and permissions, the willow-work will be completed in September, the monitoring is ongoing and all the forward planning in motion. Residents along the Riverbank will be updated.</p> <p>The report was noted.</p>	<p>Noted</p>
<p>12.5</p>	<p>Report on Statutory Registers</p> <p>The GSM presented the report which was noted.</p>	<p>Noted</p>

13	ANCHO DECISIONS TAKEN UNDER DELEGATED AUTHORITY	
	<p>None other than the group policies taken at Item 9.1.</p> <p><i>The Ancho Chair handed back to the Cairn Chair who chaired the rest of the meeting.</i></p>	
14	AOCB	
	None.	
15	DATE OF NEXT MEETINGS	
	<ul style="list-style-type: none"> - Ancho AGM and Board Meeting (Elections) – 12 September 2024 - CHA AGM and Board Meeting (Elections) – 19 September 2024 - JGB Meeting & Board Strategy Day - 21 & 22 November 2024 <p>The Chair highlighted that due to retirements at the AGM this was Helen Barton and Don Jamieson's last Board meeting. The Chair thanked Helen for her contributions and support over the last 9 years, and thanked Don and sent best wishes.</p>	

The meeting ended at 4:35pm