

**FERGUSLIE PARK HOUSING ASSOCIATION
MINUTES OF MANAGEMENT BOARD MEETING
25 April 2018 at 5pm
AT THE TANNAHILL CENTRE, 76 BLACKSTOUN RD, PAISLEY PA3 1NT**

1. Welcome, Sederunt & Apologies

Present:

Shona McIntyre	Chair
Ian Williams	Board Member
Barbara Walker	Board Member
Louise McNicol	Co-opted Board Member
Andrea McLaughlan	Board Member
Richard Bolton	Board Member
Iain McGhee	Board Member
Andy Wilson	Co-opted Board Member
Fiona Murphy	Appointed Board Member

In Attendance:

Lynn McCulloch	Interim Group Chief Executive Officer (GCE)
Lindsay Gemmill	Interim Head of Operations (GCE)
Alison Vass	Interim Housing Manager (from item 14)
Fettes McDonald	Finance Agent
Teresa Sadler	Minute Secretary
John Jellema	SHR (item 7 only)

Apologies:

Jim Strang	Appointed Board Member
Stuart Piggott	Board Member
Elaine Carter	Board Member
Helen Glassford	Board Member

Leave of Absence None

Absent None

2. Declarations of Interest

2.1 None.

3. Minutes of Previous Meeting 8 March and 28 March 2018

The resolution was proposed by Ian Williams and seconded by Louise McNicol.

Resolution 1:

The minutes of the meeting of 8 March 2018, including the confidential part, were approved as a true and accurate reflection of the proceedings.

The resolution was proposed by Fiona Murphy and seconded by Barbara Walker.

Resolution 2:

The minute of the meeting of 28 March 2018, including the confidential part, was approved as a true and accurate reflection of the proceedings.

4. Matters arising from previous minutes

4.1 There were no matters arising.

5. Progress on Actions from previous meetings

5.1 Members noted item 7, the health benefits scheme is not a priority at this time.

6. Draft Minutes of NTC 23 January 2018, 5 February 2018 and Audit & Risk Subcommittee 14 February 2018

6.1 The minutes of the Tannahill Executive Committee and the Group Audit & Risk Subcommittee were noted.

[John Jellema joined the meeting at this point.]

7. Regulatory Intervention

7.1 The GCE welcomed John Jellema to the meeting.

7.2 John discussed the several important milestones the Association has reached and explained the importance of appointing a permanent Group Chief Executive and management team. Members noted the third round of recruitment for the GCE post is being managed by Aspen People who have declared their confidence in successfully attracting suitable candidates for interview by the Board.

7.3 John explained members should be prepared to explore other options should the 3rd round of GCE recruitment be unsuccessful.

7.4 The Board thanked John for attending the meeting and agreed he would return to a future meeting for further discussion on the progress of intervention.

[John Jellema left the meeting at this point]

8. Confidential Item

8.1 A separate minute applies to this item

9. Appointment of Insurance Provider

9.1 The Finance Agent explained three firms had submitted tenders for the Ferguslie Groups insurance which had been managed by Dougie Gold, a procurement specialist from Gold Consulting.

9.2 The overall scoring results were;

- Zurich Principal 85.47%
- AJ Gallagher 100%
- UK General Insurance Group 88.73%

9.3 From the scoring results, it was recommended the Group Insurance provider should be awarded AJ Gallagher. All bidders were notified of the outcome and there had been no challenges from the other bidders in the cooling off period.

The resolution was proposed by Fiona Murphy and seconded by Shona McIntyre.

Resolution:

The Management Board approved the appointment of AJ Gallagher for insurance services to the Ferguslie Group from 1 April 2018 for a period of 3 years:

10. Group Staff and Governing Body Member Appraisals

10.1 The GCE delivered her report and explained there had been no policy in place for staff appraisals, therefore the opportunity was taken to introduce a competency-based model which could be used across the group.

10.2 The Board Appraisal Policy was approved and implemented in 2016. Alison Smith from Allanpark Consulting will assist the Chair to carry out FPHA appraisals with a proposal to convert the current policy into a group policy to cover NTC.

10.3 Members discussed the attached appraisals and requested the staff appraisal procedure should include a 6 monthly review.

The resolution was proposed by Louise McNicol and seconded by Andy Wilson.

Resolution:

The Management Board approved;

- i) The Group Annual Staff Appraisal Policy and submit it to the subsidiary NTC for adoption; subject to adding a 6 month review for staff.*
- ii) The Group Annual Development Policy for Governing Body Bodies and the Group Annual Governing Body Appraisal Procedure and submit to the NTC for adoption, and;*
- iii) Noted the arrangements for the group governing body appraisals in May 2018.*

11. Protocol for Management & Support of the Group Chief Executive

- 11.1 The GCE introduced her report and explained the lack of Board oversight of the previous CEO in the past had been identified as a serious weakness in the governance of the Association.
- 11.2 Allanpark was commissioned to produce a protocol which delegates the responsibility to the Chair of the Board to act in a line manager role for the GCE.

The resolution was proposed by Iain McGhee and seconded by Ian Williams.

Resolution:

The Management Board;

- i) Approved the Protocol for the Management, Appraisal and Support of the Group Chief Executive and the submission of the Protocol to the subsidiary NTC for noting.*
- ii) Noted the arrangements for the appraisal of the Interim GCE in 2018.*

12. Restatement of Facility Agreement with RBS (Covenants)

- 12.1 The finance agent presented the restated facility agreement letter between The Association and The Royal Bank of Scotland.
- 12.2 Members noted at the meeting on 8 March they were informed the bank had formally approved the covenant change.
- 12.3 Members noted there were no costs attached to this change.

Resolution; *Members agreed the restatement letter would be accepted and signed and forwarded onto the Royal Bank of Scotland.*

13. Interim? Group Chief Executives Report

- 13.1 The Interim GCE took members through her report and explained the FPHA Health & Safety Manual was up for its annual review and needed signed off by all board members.
- 13.2 Members noted an updated senior officer remuneration policy will be drawn up and presented to members for approval to reflect the proposed fixed salary of £75,000 for the GCE post.
- 13.3 Members discussed board attendance at meetings and agreed the target of 75% was ambitious and that it should be reduced to 65%.
- 13.4 There is a risk that low attendance is a threat to good governance and should be resolved to avoid causing any additional concern to the regulator over their regulation strategy for the Association.
- 13.5 The CGE informed members at this point Elaine Carter had asked for leave of absence until the AGM.
- 13.6 A board recruitment campaign will begin in May and is aimed at bringing on board a tenant member.
- 13.7 The staffing subcommittee meeting on 18 April had been inquorate but those members present agreed to cover the business. Ian Williams was nominated for Chair and was happy to accept.
- 13.8 Work is ongoing with TC Young in preparation for GDPR which members noted will take effect from 25 May 2018.
- 13.9 The Governance & Corporate Services Assistant sought approval to cancel 5 memberships for the reasons detailed in the report which were in accordance with the Rules for ending membership of the Association.

The resolution was proposed by Fiona Murphy and seconded by Andrea McLaughlan.

Resolution:

The Management Board;

- i) agreed along with the Group Chief Executive to sign, and agree to comply with the policy and commitments in the FPHA Health & Safety Manual,
- ii) approved a fixed salary of £75,000 for the new Group Chief Executive which will be subject to any all-staff increases approved from time to time but will not be eligible for annual increments on a salary scale,
- iii) required this single departure from the EVH staff salary scales to be included in a new policy on the Senior Officer's Remuneration for Board approval,
- iv) discussed the barriers to Board members attendance and what could be done to help some members attend more regularly,
- v) appointed Ian Williams as Chair of the Staffing Sub Committee until the AGM in 2018,
- vi) noted the progress in achieving compliance with the General Data Protection Regulations (GDPR)
- vii) agreed to cancel the shares of members Terence Kelly, Christina Larkin, Bernard Doyle, John Donnelly and Joe McKillop in accordance with the Rules for ending membership of the Association.

14. Head of Operations Report

- 14.1 [Alison Vass joined the meeting]
- 14.2 The Interim HoO presented her report and explained her report was not sent out in time due to the ongoing issue with the lack of staff resources.
- 14.3 Fiona Murphy indicated the difficulty experienced by Members in preparing for Board Meetings in light of very late reports being received. Both Andrea McLaughlin and Louise McNicol concurred.
- 14.4 Members noted Christine Dugan, an independent housing professional consultant, was appointed to examine the staff's initial response to 15 of the most important indicators for governance and services in their draft form for the Annual Return on the Charter (ARC).
- 14.5 Christine discovered previous returns to the ARC affecting indicators 11,12,13 and C13 could not be validated. Due to the omission of gas reactive repairs from the data. Following confirmation with the Regulator work has begun to correct this year's return by adding gas reactive repairs. As soon as practicable thereafter the relevant figures in the 2016/17 return

will be rectified and the corrections submitted to the Regulator in the prescribed form.

- 14.6 Current and former tenant rent arrears annual performance will be presented at the May Board Meeting and Members noted the rent arrears strategy action plan which has been implemented.
- 14.7 The HoO gave members an update on repairs, maintenance and investment issues and its progress.

Resolution:

The Management Board noted;

- i) ARC corrections affecting Indicators 11, 12, 13 and C13-gas repairs*
- ii) Rent Arrears at Debit 13*
- iii) Update on Repairs, Maintenance and Investment*
- iv) Annual Delivery Plans, Operational Priorities and performance targets for 20018/19.*

- 15. AOCB**
None

The meeting ended at 7.20pm

Date of next meeting
23 May 2018 at 5pm.

I certify that the above minute has been approved as a true and accurate reflection of the proceedings:

Signed (Chair)



Date *27/6/18*