

**FERGUSLIE PARK HOUSING ASSOCIATION
MINUTES OF MANAGEMENT BOARD MEETING
Held on 17 August 2022 at 5pm via Hybrid (zoom) and in the Associations
Offices, The Tannahill Centre, 76 Blackstoun Road, Paisley, PA3 1NT**

1. Welcome, Sederunt & Apologies

Present:

Ian Williams	Chair
Louise McNicol	Board Member (zoom)
Helen Glassford	Board member
Howard Dales	Board Member (zoom)
Jim Strang	Board Member
Laurie Kefalas	Co-opted Member (zoom)

In Attendance:

Catrina Miller	Group Chief Executive
Ivor McCauley	Head of Operations
Cindy McNeil	Governance & Corporate Services Manager
Teresa Gallagher	Minute Secretary
Jeremy Chittleburgh	External Auditor, Chien & Tate, (zoom)

Apologies: Andy Wilson

Absent:

The Chair welcomed everyone to the meeting.

2. Declarations of Interest

2.1 None

3. Share Membership Report and Board Member Appointment

- 3.1 The Group Chief Executive Officer (GCE) presented this report to seek approval of three association membership applications, cancel 2 memberships as per our rules and approve Aiden McGrogan onto the board as a casual vacancy until our AGM on 7 September 2022.
- 3.2 In accordance with the rules, the Board can approve the three applications for membership and the board membership application.

- 3.3 Aiden McGrogan's association membership was approved by the board at their meeting on 29 June 2022 and is eligible to fill a casual vacancy until our AGM.
- 3.4 We recently lost 2 serving board members due to them missing 4 consecutive meetings and have been actively recruiting potential members to join the Management Board at the AGM.
- 3.5 2 memberships were required to be cancelled for the reason given within the covering report and in accordance with our rules for ending share membership.

The resolution was proposed by Ian Williams and seconded by Howard Dales.

Resolution; The Management Board;

- i) Approved the membership applications in the non-tenant category from Anthony Donnelly, Tracey Johnstone and Kirsten Ferguson;
- ii) Approved the cancellation of 2 shares in accordance with the rules for ending membership of the Association; and;
- iii) Approved Aiden McGrogan to join the board filling a casual vacancy;

4. Minutes of previous meeting 29 June 2022

The resolution was proposed by Helen Glassford and seconded by Howard Dales.

***Resolution;** the minute of 29 June 2022 were approved as a true and accurate reflection of the proceedings.*

5. Matters Arising

There were no matters arising.

6. Minutes of Group Audit & Risk Sub-Committee meeting held on 13 July 2022

- 6.1 Members noted the content of the Group Audit & Risk Sub-committee minutes held on 13 July 2022.

7. Minute of Group Audit & Risk Sub-Committee meeting held on 3 August 2022

- 7.1 Members noted the content of the Group Audit & Risk Sub-committee minutes held on 3 August 2022.

8. Annual Review of Internal Control Effectiveness

- 8.1 The GCE presented Annual Review of Internal Control and took members through the main issues as contained within this report.
- 8.2 Three internal audits were carried out in the year 2021/22 which were Risk Management, Business Continuity and the follow up review.
- 8.3 Members noted progress with policies which have been presented throughout the year and all financial and governance returns have been submitted on time.
- 8.4 Risk Management training has been arranged for 31 August after 5pm to ensure the majority of members can attend.

The resolution was proposed by Jim Strang and seconded by Ian Williams.

Resolution; *The Management Board approved the Annual Review of Internal Control as a fair reflection of the state of internal controls operating within Ferguslie Park Housing Association during 2021/22 and up to the date of approving the accounts.*

9. FPHA Financial Statements 2021/22

- 9.1 The FCSM presented the financial statements for the year 2021/22 and explained these had been scrutinised at the Group Audit & Risk Subcommittee who had then recommended them for approval to the Management Board.

The resolution was proposed by Jim Strang and seconded by Louise McNicol.

Resolution; *The Management Board*

- i) approved the annual financial statements to 31 March 2022;*
- ii) approved the audit summary report;*
- iii) approved the response to the audit summary report; and;*
- iv) approved the letter of representation.*

10. NTC Financial Statements

- 10.1 The FCSM presented the subsidiary financial statements to the 31 March 2022. These had also been recommended for approval by the Group Audit & Risk Sub-committee and subsequently approved by the New Tannahill Executive Committee at their meeting on 15 August 2022.

Resolution; *The Management Board noted the content of the NTC Financial Statements covering report and appendice.*

11. Management Accounts to 30 June 2022

- 11.1 The FCSM screenshared the management accounts to the 30 June 2022 and took members through the main issues as contained within the covering report and appendice.
- 11.2 In particular she explained a surplus for the period was made of £264,370 compared to the budge figure. This is mainly due to planned and cyclical maintenance being less than budge for the quarter and the release of £25,000 bad debt provision.
- 11.3 Members were taken through the income and expenditure figures and queried adaptation grants being lower than budget. It was explained this is a reflection of the pandemic when all services were closed. As everything starts to open up again these will pick up and likely be at a higher cost due to the rise in the cost of living.
- 11.4 Members discussed the figures for reactive and void repairs and noted an influx of voids came in which required extra repairs.
- 11.5 Members noted the figures explained in the balance sheet, our loans situation and cash in the bank at present. A discussion was held around our loans and members noted the FCSM had explored options but concluded we should remain as is.

The resolution was proposed by Ian Williams and seconded by Jim Strang.

Resolution; *The Management Board approved the management accounts to 30 June 2022.*

12. Treasury Management Update

- 12.1 The GCE presented the treasury management report and took members through the projected cash flow to the end of this financial year.
- 12.2 Members noted the table contained within the covering report detailing where our cash and what investment we have made.

Resolution; *The Management Board noted the content of the Treasury Management Report.*

13. Secretary Report

- 13.1 The GCE explained in preparation for this years Annual General Meeting (AGM) the board should be advised of the arrangements and be informed of those members who should stand down as per our rules. This year Helen Glassford and Andy Wilson will stand down, both have intimated they wish to stand for re-election. As there are more spaces available than those wishing to be re-elected, both members standing down can be appointed without re-election.
- 13.2 One nomination form was received from Howard Dales (received 17 August 2022 17:21pm) to nominate Tracey Johnstone onto the Board of Management.
- 13.3 A special Board meeting will be held after the AGM where office bearers will be appointed and the GCE asked members to consider in advance if they wish to stand for election to become an office bearer and if they would be willing to serve on one of our sub-committees.
- 13.4 The GCE covered Rule 68 to advise members that rules 62 – 67 have been followed as per appendice 3 to the report “secretary’s statement”.

Resolution: The Management Board;

- i) Approved the draft minutes as an accurate record of the AGM which took place virtually on the 8 September 2021 and therefore suitable to be recommended to the members for approval; proposed by Ian Williams and seconded by Louise McNicol;*
- ii) Agreed that the Chief Executive will prepare the Chairperson’s report in consultation with the Chair;*
- iii) Established whether those due to retire will stand for re-election;*
- iv) Noted the Agenda for the meeting of the Management Board which will take place immediately follow the AGM;*
- v) Noted the Company Secretary's advice to individually consider if they wish to stand for election to an office bearer's position and to discuss this with other members so that nominations are ready to be made and seconded; and*
- vi) Approved the confirmation from the association’s secretary that in accordance with Rule 68, rules 62-67 have been complied with, proposed by Louise McNicol and seconded by Laurie Kefalas.*

14. Head of Operations Report

- 14.1 The Head of Operations (HoO) presented his covering report and explained due to resources a full operational report covering the first quarter will be in the papers at the Board meeting in September.
- 14.2 Rent arrears have exceeded our KPI's for the quarter. Members praised staff performance in this area and commented the coming months will be challenging as the cost of living rises.
- 14.3 A lengthy discussion was held around what our potential rent increase may look like and how we can work with tenants to help alleviate the financial burden they face. Members were asked to volunteer joining a working group with staff to start these discussions. Helen Glassford, Laurie Kefalas and Ian Williams intimated they would like to be part of this focus group. Members advised as there will be new board members joining at the AGM, they could be invited to be part of this group also.
- 14.4 The GCE and HoO are attending a GWSF event where the subject matter is concentrated on the cost of living and rent increases. There have been many discussions held at recent conferences regarding the challenges we face as a sector.
- 14.5 The HoO updated members on discussions held around planned maintenance and progress on contractor's performance.

Resolution; *The Management Board noted the content the Head of Operations report and agree on the general principles to be followed for the rent increase for 22/23.*

15. Procurement

15a

- 15.1 The HoO took members through the annual procurement review report for 2020/2021 and its appendice table listing our contractors and spend. He explained he carries out a monthly reconciliation on expenditure.
- 15.2 Members discussed the information in the report and in particular the tables with figures contained within this report. The HoO explained using local suppliers for ad hoc jobs has proved successful as demonstrated in the analysis of the level of spend with suppliers based on their business address.

15b

- 15.3 The HoO sought approval of a tender return for a new stock condition survey and approval to issue a tender for works to the office.
- 15.4 Following a quick quote via public contract Scotland, 2 consultants returned their bid by the deadline. The preferred bidder was JMP with 205 points compared to the other bidder with 150.
- 15.5 Members discussed other possibilities of doing our stock condition survey in future years.

Resolution; The Management Board,

- i) Noted content of the procurement report;*
- ii) Approved the appointment of JMP for the stock condition survey, proposed by Helen Glassford and seconded by Jim Strang; and;*
- iii) Approved the issue of tender documents for the planned office works, proposed by Jim Strang and seconded by Louise McNicol.*

16. Chief Executives Report

- 16.1 The GCE presented her report and advised members on the EVH and GWSF briefings attached as appendices.
- 16.2 She was pleased to report two staff members have passed their City & Guilds energy awareness level 3 and this will enable them to help tenants with energy advice.
- 16.3 One of these staff members is currently a grade 5 and it was proposed due to additional tasks and responsibility, they are temporarily regraded to a 6 until the staff restructure is presented for approval, which is due to be delivered in the Autumn. Members queried whether other staff members were placed at a disadvantage but the GCE explained the training was offered to the full staff team.
- 16.4 Members noted the progress in board recruitment and possible new members joining the board after the AGM.
- 16.5 Board appraisal forms have been issued and Teresa Gallagher will co-ordinate dates to begin the appraisal process.
- 16.6 Risk management training will take place 31 August and will be delivered by Wylie & Bissett via zoom.

Resolution; The Management Board

- i) Noted both the EVH and GWSF Briefings for July 2022 included at Appendix 1 and 2;*
- ii) Approved the temporary regrading of the Housing Services Assistant Grade 5 to a Grade 6 in recognition of the Energy Advice tasks being added to the role; and;*
- iii) Noted the update on Board Member recruitment.*

17. Internal Audit Report

- 17.1 The GCE presented the covering report and the Internal Audit Report for 2021/22 and explained this had been presented at the Group Audit & Risk Sub-committee where it had been approved.
- 17.2 Wylie & Bissett carried out 2 areas of audit within the financial year 2021/22 in Risk Management and Business continuity and a strong grade with

recommendations was awarded. A follow up review of previous audits was also carried out which was given a substantial grade as there are some outstanding items to be actioned.

The resolution was proposed by Ian Williams and seconded by Howard Dales.

Resolution; *The Management Board noted and approved the content of the Internal Audit Annual Report 2021/22.*

18. Equalities & Human Rights Policies

- 18.1 The GCE explained an Equalities working group was established and have been working through reviewing our policies and templates and updating them.
- 18.2 Members noted the data collection matrix which details what information we collect and sources. The attached action plan is a document which will be worked on to ensure we meet our commitments to equalities.

The resolution was proposed by Jim Strang and seconded by Ian Williams.

Resolution; *The Management Board;*

- i) Approved the reviewed Group Equalities & Human Rights Policy;*
- ii) Approve the reviewed Group Inclusive Communications Policy;*
- iii) Approved the reviewed Equalities Impact Statement Template;*
- iv) Noted the Data Collection Matrix; and;*
- v) Noted the Action Plan.*

19. AOCB

Redacted, sensitive information

- 19.1 The Chair gave his thanks to the staff and fellow board members.

The meeting ended at 7pm

Date of next meetings;

AGM Wednesday 7 September 2022 at 5.30pm
Special Board meeting 7 September to appoint office bearers
Board meeting 28 September 2022 at 5pm

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

Signed (Chair)

Date.....