

**FERGUSLIE PARK HOUSING ASSOCIATION
MINUTES OF MANAGEMENT BOARD MEETING**
Held on 16 August 2023 at 5pm via Hybrid (zoom) and in the Courtyard by
Marriot, Glasgow Airport Business Park, Marchburn Drive, Paisley PA3 2SJ

1. Welcome, Sederunt & Apologies

Present:

Ian Williams	Chaired meeting
Laurie Kefalas	Board Member (via zoom to item 18)
Kirsten Ferguson	Co-opted Board Member
Angela Chivers	Co-opted Board Member
Jim Strang	Board Member
Helen Glassford	Board Member (via zoom)
Aiden McGrogan	Board Member

In Attendance:

Catrina Miller	Group Chief Executive
Ivor McCauley	Head of Operations
Cindy McNeill	Finance & Corporate Services Manager
Jeremy Chittleburgh	External Auditor CT
Lorna Ravell	EZH (from item 12)
Teresa Gallagher	Minute Secretary

Apologies:, Louise McNicol, Howard Dales, Andy Wilson, Tracey Johnstone

Absent:

The Chair welcomed everyone to the meeting.

2. Declarations of Interest

2.1 None

3. Minutes of Meeting 28 June 2023

The resolution was proposed by Angela Chivers and seconded by Kirsten Ferguson.

Resolution; *the minutes of the meeting held on 28 June 2023 were approved as a true and accurate reflection of the proceedings.*

4. Matters Arising from Minutes 28 June 2023

4.1 None.

5. Draft Minute of the Audit & Risk Subcommittee meeting held 8 August 2023

5.1 The Management Board noted the minute of the of the Audit and Risk Sub Committee Meeting held on the 8 August 2023.

6. Minute of NTC Executive Committee held 19 June 2023

6.1 The Management board noted the minute of the NTC Executive Committee meeting held on 19 June 2023. The Group Chief Executive Officer (GCE) explained the Executive Committee had since held another meeting on 14 August 2023 and these minutes would be presented at the next board meeting.

7. Annual Review of Internal Control Effectiveness

- 7.1 The GCE presented the annual review of internal control effectiveness and took members through the tasks carried out in the past year that ensures all internal controls were carried out and that the board of management are given assurance to approve the statement of internal financial controls.
- 7.2 Our internal auditor carried out 3 audits in 2022/23 in IT systems, overall financial controls and the follow up review.
- 7.3 All returns have been submitted on time and our annual accounts are presented quarterly to the board.
- 7.4 Members noted the policies that have been approved in the period and held a discussion around the effectiveness of the domestic abuse policy and how we measure its effectiveness. The Head of Operations (HoO) indicated they SMT will carry out an analysis on reviewed policies and feedback to the board.

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

Resolution; *The Management Board approved the report as a fair reflection of the state of internal controls operating within Ferguslie Park Housing Association during 2022/23 and up to the date of approving the accounts.*

8. FPHA Financial Statements 2022/23

- 8.1 The Finance & Corporate Services Manager (FCSM) presented the financial statements for the year 2021/22 and explained these had been recommended for approval by our Audit & Risk Sub-committee at their meeting on 8 August 2023.
- 8.2 Our external auditor Jeremy Chittleburgh took members through the Group audit summary report and highlighted the issues identified at planning stage, the risk and audit response and the resolution. There were no internal control weaknesses or deficiencies identified in the prior year.

[Helen Glassford joined the meeting]

- 8.3 The auditor ran through items from the previous year and the only issue report for this year was the recommendation that the NTC should invest their funds to benefit from increasing interest rates. The FCSM explained this was reported to the executive committee and actioned at their meeting on Monday 14 August 2023.
- 8.4 A discussion was held around SHAPs scheme review and members noted the sector awaits a decision from the court which is not expected until 2024 at earliest.

The resolution was proposed by Angela Chivers and seconded by Aiden McGrogan.

Resolution; *The Management Board approved;*

- i) Annual Financial Statements to 31 March 2023;**
- ii) Audit Summary Report**
- iii) Suggested response to the Audit Summary Report; and;**
- iv) Letter of Representation**

9. NTC Year End Accounts to 31 March 2023

- 9.1 The FCSM explained the Group Audit & Risk Sub-committee considered the NTC Annual Report, Financial Statements and associated documents which were recommended for approval to the NTC Executive Committee.
- 9.2 These were subsequently approved at their meeting on 14 August 2023.

Resolution; *The Management Board noted the NTC year end accounts to 31 March 2023.*

10. Treasury Management Report

- 10.1 The FCSM presented the treasury management report update to inform members of the Associations borrowings, cash investments and bank arrangements.
- 10.2 Members noted the outstanding loans of £1,197,883 as detailed in the management accounts to the period 30 June 2023. The FCSM went through each of the loans and explained the fixed rate loan will be paid in September 2023 when the fixed term runs out.
- 10.3 Members were informed of the deposits made during the period with interest accumulated.
- 10.4 The Management Board asked that their gratitude be noted for the strong financial position we are in and the recent audits carried out which gives substantial reassurance.

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

11. Management Accounts to 30 June 2023

- 11.1 The FCSM presented the management accounts to the 30 June 2023 and took members through her covering report and appendice.
- 11.2 A surplus was made for the period of £273,428 resulting in a favourable variance which was explained in the covering report.
- 11.3 A small negative variance was reported in rents and service charges receivable due to the delayed rent increase whilst the Scottish Government rent freeze policy was being overturned in March 2023 and the subsequent rent increase notice requirement of 28 days.
- 11.4 Void losses are at 0.34! against a prudent budget of 0.75%.
- 11.5 Members noted the grant income for the period.
- 11.6 There was a negative variance in the service charges budget due to the garden assistance and stair cleaning.
- 11.7 The FCSM reported on the increase in fixed assets of £44,036 as detailed within the covering report.
- 11.8 As interest receivable on our loans exceed loan interest payable, the covenant test is now non-applicable. We have been informed by the Royal Bank of Scotland that our covenant will be removed as our loans are less than £2.5million. The gearing covenant will, however, remain.

The resolution was proposed by Ian Williams and seconded by Aiden McGrogan.

Resolution; *The Management Board considered and approved the management accounts to the 30 June 2023.*

12. Secretary's Report

- 12.1 The GCE presented last year's Annual General Meeting (AGM) draft minute to be recommended for approval.
- 12.2 The GCE also requested that she should prepare, in consultation with Ian Williams, the chairs report.
- 12.3 The GCE explained in preparation for this year's 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 Ian Williams, Louise McNichol and Andy Wilson will stand down, all 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.
- 12.4 Two nomination forms were received from Aiden to nominate Angela Chivers and Kirsten Ferguson onto the Board of Management.
- 12.5 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".

The resolution was proposed by Ian Williams and seconded by Helen Glassford.

Resolution; The Management Board;

- i) Approved recommendation to members, the draft minute, as an accurate record of the AGM which took place hybrid on the 7 September 2022;*
- ii) Agreed that the Chief Executive will prepare the Chairperson's report in consultation with the Chair;*
- iii) Established those due to retire will stand for re-election;*
- iv) Noted the Agenda for the Special meeting of the Management Board which will 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.*

13. Notifiable Events Report

- 13.1 The GCE presented this report to update members that a notifiable event had been submitted to the Scottish Housing Regulator (SHR) as in line with the Associations Notifiable Events Policy.
- 13.2 Members noted the requirement to inform the SHR of any significant changes or events and the approved staff restructure has resulted in one redundancy.

The resolution was proposed by Aiden McGrogan and seconded by Kirsten Ferguson.

Resolution; *The Management Board approved the content of the notifiable events report.*

14. Chief Executive Report

- 14.1 The GCE reported that EVH have appointed a new director Paul McMahon.
- 14.2 EVH are also running their governing body leadership programme 2023 from 23 August 2023 until 4 October 2023.
- 14.3 GWSF have announced the date of their annual conference on the 1 December 2023. If any members wish to attend either they should get in touch with Teresa Gallagher.
- 14.4 A discussion was held around the panel being set up by GWSF of people willing to offer support to any RSL experiencing difficulties. The GCE indicated she would be interested in joining.
- 14.5 Members noted the update given on the progress of the restructure where staff are going through the 4-week trial periods in the new posts. We have advertised for a technical officer and the apprentice role will follow suit. The GCE reported staff morale was fine.
- 14.6 Unfortunately, our FCSM Cindy McNeill has tendered her resignation and we are looking at the best way going forward for Finance & Corporate.
- 14.7 Members thanked the FCSM for her service and in particular her style of delivering the accounts which enabled those members to follow them and with a good understanding.
- 14.8 The Gala day was held in the Tannahill centre and was a great event for the children.
- 14.9 NTC are holding a volunteer's awards night on Friday 15 September to which the board are invited.

Resolution; *The Management Board;*

- i) Noted the update provided in relation to EVH and GWSF and also note the training opportunities for Board Members offered by both EVH and SHARE.*
- ii) Noted the staffing update provided in relation to the re-structure and also noted that the association Finance and Corporate Services Manager has submitted her resignation.*

15. Procurement Approvals

- 15.1 The HoO presented the procurement approval reports and explained these had been previously approved via email by the delegated members appointed at the Board meeting held on 29 June 2023.

The resolution was proposed by Ian Williams and seconded by Aiden McGrogan.

Resolution; *The Management Board approved the appointments of;*

- iii) City Gate Construction to undertake voids works for the Association;*
- iv) James Frew, Magnus Electrical and Valley for Electrical Repairs;*
- v) Timetra, Alwurk and George Cooke for joinery repairs; and*
- vi) Kilbarchan Maintenance Services, Timetra and Valley for plumbing repairs.*

16. IT Systems Procurement

- 16.1 The HoO presented this report to seek approval of a new housing software system Rubixx.
- 16.2 Members were informed of the process of system providers demonstrating their software to staff.
- 16.3 Members queried the risks of a new system and noted the deterioration of our current system had prompted this exercise. There are no financial risks as the system isn't any more costly than the current one

The resolution was proposed by Ian Williams and seconded by Aiden McGrogan.

Resolution; *The Management Board approved to procure a new housing software system Rubixx via an existing procurement framework (PfH).*

17. Group Allocations

- 17.1 The HoO presented this report on behalf of the housing services manager to seek approval for the housing group allocations.
- 17.2 Members held a lengthy discussion around the percentage of section 5 referrals. It was explained that housing services approach the local authority requesting section 5's and exceed their targets by letting more properties in this category.

The resolution was proposed by Helen Glassford and seconded by Angela Chivers.

Resolution; *The Management Board approved the allocation percentages of groups for 2023/24*

18. Revised Dress Code Policy

18.1 The GCE presented this revised dress code policy for approval and explained this had been brought forward as part of the LGBT charter the group are undertaking.

18.2 Members advised removing mention to specific football teams so not to single out any one organisation.

The resolution was proposed by Aiden McGrogan and seconded by Angela Chivers.

Resolution; The Management Board, subject to the removal of reference to mentioned football teams, approved the revised dress code policy.

19. Board Development Process

19.1 The GCE introduced Lorna Ravell from EVH who gave an overview of the process to be undertaken for members annual appraisals.

19.2 The process would be delivered in 4 parts comprising of 2 surveys, individual meetings and an observation meeting which will likely be in September.

19.3 A full report will be presented at the end of this programme.

19.4 Members iterated it was good practice to have an independent to carry out the appraisal exercise every few years.

20. AOCB

20.1 The chair gave his thanks to fellow board members and staff.

The meeting ended at 7.15 pm

Date of next meeting

AGM 30 August 2023 at 6pm
Special Board meeting 30 August 2023 at 6.30pm
Board meeting 27 September 2023 at 5pm

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

Signed (Chair)

Date.....