

TRUST HOUSING ASSOCIATION LIMITED

Minute of the Board Meeting held on Thursday 2 December 2021
at 15:00 by Microsoft Teams call

PRESENT:

Board Members

Ali Ross
Gordon Laurie
Dr Norval Bryson
David Knight
Kyle Ruparelia
Karen Cawte

John Burke
Sr Jenny Lindsay
Wendy Wilkinson
Paul McFarlane
Nicky McLaughlin

Officers in Attendance

Rhona McLeod, Chief Executive
Zoe Purdie, Director of Finance & People
Neil Ferguson, Director of Business Development & Digital
Gail Gourlay, Director of Customer Experience
Jackie McIntosh, Director of Assets & Sustainability
Claire Mottram, PA/Company Secretary

JOHN BURKE IN THE CHAIR

Agenda Item	Detail
1.	Chair's opening remarks – please see private minutes
2	CEO's Opening Remarks – <i>please see private minutes</i>
3.	Chair of Audit & Performance Committee Opening Remarks
3.1	Paul McFarlane, Chair of Audit & Performance Committee, provided several updates following the committee's meeting this morning:
3.2	Paul advised the Board that it was a full meeting this morning to review Q2 2021/22, and we were joined by two representatives from our Internal Auditors BDO - Claire Robertson and Kara Flannigan. Paul summarised the internal audit reports which have been complete, and which were presented to the committee this morning, noting that the Risk Management audit was a light touch review and the Risk Register's new format has sound improvements. Paul added that the second report was a full audit on Business Change and BDO were full of praise with examples of good practice, but they were balanced in suggesting some potential improvements.
3.3	Paul referred to the Q2 Performance Report noting that we are in a positive position with our KPIs and highlighted the discussion around the challenging operating context. Paul noted that we are fortunate to have great staff teams who have put together many solutions. Paul added that, as a Board, we will need to be prepared to be very pragmatic for the business, given the challenges around us but Trust is in a strong position and opportunities for partnerships will likely arise. Paul concluded that the right partnerships at the right time will be key.
4.	Declarations of Interest
4.1	Declaration of Interest made by Sister Jenny Lyndsay, Board Member for Item 7. Declaration of Interest made by all Board Members present for Item 18.
5.	Apologies

Agenda Item	Detail
5.1	Ian Gunning, Board Member, submitted his apologies.
6.	<i>Finance Review – October 2021 – please see private minutes</i>
7.	<i>Trust Budget Update 2022/23 – please see private minutes</i>
8.	<i>Asset & Sustainability Proposed Restructure – please see private minutes</i>
9.	<i>Treasury Update – please see private minutes</i>
10.	<i>Board Away Days – please see private minutes</i>
11.	<i>Pension Strategy (Phase 1) – please see private minutes</i>
12.	<i>Bonds Drive Update – please see private minutes</i>
13.	Risk Management Policy
13.1	The Risk Management Policy was taken as procedural and read, with no questions or comments raised by members.
13.2	A discussion was held by the Board around Risk Appetite, which is required annually. John reminded members of the five levels of risk appetite - averse, minimalist, cautious, open and hungry.
13.3	Gordon Laurie, Vice Chair, opened discussion by suggesting ‘cautious’ as a careful and balanced approach in this economic context. Wendy Wilkinson, Board Member, echoed Gordon’s comments in light of the current operating environment and the challenges Board have been discussing in recent months. Paul and Ali Ross, Board Members, agreed to ‘cautious’, with Ali adding that if the economic climate improved and the right circumstances arose, Trust could consider ‘open’ but this was not currently the time. Kyle Ruparelia and Norval Bryson, echoed these comments and agreed to ‘cautious’.
13.4	No disagreement voiced by remaining members.
13.5	Decision: Approved the Risk Management Policy
13.6	Decision: Discussed and Agreed Trust’s Risk Appetite according to the table in 6.4.2 of the Risk Management Policy
14.	Procurement Policy
14.1	Zoe Purdie, Director of Finance & People, referred to the updated Procurement Policy within the boardpacks and invited questions.
14.2	Wendy referred to the code of conduct within Section 5 and suggested more emphasis on staff members having a duty to report concerns. Zoe agreed to action this amendment.

Agenda Item	Detail
14.3	Decision: Approved the Procurement Policy and subsequent amendments to version 1.1 as detailed at section 3.
15.	<p data-bbox="256 344 560 383">Governance Update</p> <p data-bbox="256 421 1489 495">15.1 Claire Mottram, Company Secretary, took the Board through a series of Governance updates which were laid out in the boardpack:</p> <p data-bbox="256 533 1489 674">15.2 Claire referred the Board to the updated Code of Conduct at Appendix 1 which is based on the updated SFHA Model Code of Conduct published earlier this year. Claire advised that members will sign up to the Code annually in January 2022, as usual, and a summary of the updated changes can be found at Appendix 2.</p> <p data-bbox="256 712 1489 853">15.3 Claire went on to note that following Ian Crawford stepping from the Board earlier this year, we currently have a space for a Board Member to join the Audit & Performance Committee. Claire invited interest to be noted via herself or Paul as Chair of the Committee.</p> <p data-bbox="256 891 1489 1144">15.4 Claire noted that our Chair, John, will reach his 9 years of service on the Board in September 2022 and succession planning is a vital part of good governance. Claire added that our Vice Chair, Gordon, has also indicated that he would like to step down from his office bearer position. To allow time for a selection process and sufficient handover, Claire welcomed interest from Board Members in the Trust Board office bearer positions for 2022, noting that this should come via herself or Rhona McLeod as CEO.</p> <p data-bbox="256 1182 1489 1413">15.5 Claire referred to the section on Board Development Visits in the governance paper, noting a proposed initial phase for our newer members to visit developments with a member of the Executive Team in the New Year – Claire added that additional Covid-19 safety measures will need to be followed and guidance will be provided. Claire asked our newer members to follow up with her after this meeting to confirm interest in taking part in Phase 1.</p> <p data-bbox="256 1451 1489 1615">15.6 Finally, Claire noted that this would be her last Board Meeting, with Mary Strathearn returning to the post of Company Secretary / PA to CEO from the 10th January 2022. John noted that Claire had earned the respect and gratitude of the Board during her time as Acting Company Secretary and the Board wished her well in her future, promising career.</p> <p data-bbox="256 1653 906 1691">Decision: Noted the contents of the report.</p> <p data-bbox="256 1729 1294 1767">Decision: Approved the updated Code of Conduct as at Appendix 1.</p> <p data-bbox="256 1805 1489 1879">Decision: Approved the re-appointment of Mary Strathearn as Company Secretary from the 10th January 2022</p>
16.	<i>Arran Kitchen & Bathroom Tender – please see private minutes</i>
17.	Health & Safety Policy Statement
17.1	Item taken as procedural and read. No comments or questions raised by members.

Agenda Item	Detail
17.2	Decision: Approved the Health and Safety Policy Statement, in compliance with the Health and Safety at Work etc Act 1974
18.	Board Member Remuneration
18.1	Rhona introduced Item 18, noting that this is an annual review. Rhona advised that our 2021 recruitment exercise was very positive, and Trust was able to attract very high calibre candidates, who were happy to join the Board on a voluntary, unpaid basis. Rhona advised that in the English Housing Sector, paid Board positions are common, however this remains relatively uncommon in Scotland, with paid positions being rare and often relating to Office Bearer posts.
18.2	Rhona proposed that the Board consider remaining unremunerated but with an annual review as we keep an eye on the Sector trends and our ability to recruit.
18.3	No comments or questions. All members agreed to remain unremunerated.
18.4	Decision: Noted the content of this report and appendix.
18.5	Decision: Agreed to continue not to remunerate Board members.
19.	Minutes for approval and noting
19.1	Minutes for the Board Meetings on the 16 th September and the 28 th October 2021 approved.
20.	Action Tracker
20.1	Discussion held on which items could be removed / greyed out on the action tracker and updates given on outstanding items.
21.	Any other Business
21.1	John invited AOB items from members. Nicky advised the Board that the Wishaw & District Local Area Committee will be meeting again next week and will cover the standing items but also feedback from the Board Away Days and a section on Time is Now with Neil Ferguson, Director of Business Development & Digital, coming along to introduce himself and his role.
21.2	Claire informed that Board there are currently issues with accessing the OSCR portal which she is in the process of addressing with OSCR and the deadline for submission will be 31 st December 2021. Claire advised that she will post on the Board Team Site once the annual registration as a charity has been complete.
22.	Date of next meeting
22.1	Thursday 24 February 2022 (by Microsoft Teams call).