



**Minutes of the Board meeting
held on Thursday 29th February 2024 at 6pm
in the Cadder Community Hub**

Board Member	Attended	Apologies
Kristina Bowie (KB) - Chair	x	
Jamila Flynn (JF)	x	
Robert Wright (RW)	x	
Stephanie Harverson (SH)		x
Mark Fisher (MF)	x	
Ross Kirkwood (RK)	X	
Kenny Wiggins (KW)		x
Julie Smillie (JS) Co-optee	X	
Gordon Anderson (GA) Co-optee	X	
Joyce Orr (JO) Co-optee	x	

In Attendance	
Pamela Milne (PM)	Chief Executive
Nicola Thom (NT)	Interim Director of Operations
Fettes McDonald (FMD)	FMD Finance
Alex Cameron (AC)	Quinn Internal Auditors
Scott Gillon (SG)	Wylie Bissett External Auditors

Agenda Item	Description	Action By	Target
1.	Apologies		
	Chair advised there were apologies from the following people: - Stephanie Harverson Kenny Wiggins		
2.	Chairs Welcome - Meeting Format		
	Chair welcomed everyone to the meeting.		
3.	Declaration of Interests		
	JS, GA, JO and RW declared an interest in item 6.6 Share Membership.		
4.	Minutes for Previous Meetings		

Agenda Item	Description	Action By	Target
4.1	January 25 th 2024 Minute Approved, including confidential minute: - 1 st Robert Wright 2 nd : - Ross Kirkwood		
4.1.1	February 2 nd 2024 Minute Approved: - 1 st : - Ross Kirkwood 2 nd : - Robert Wright		
4.1.2	PM confirmed that there was no other property available for Buy Back this financial year, but that the property agreed by Board was due to conclude on the 6 th March 2024. PM further advised that the allocation of this property would be offered to a section 5 referral from the HSCP. In response to a previous query by JO, she confirmed any future relets to this property would be aligned to the Allocation Policy.		
5.	Action Tracker		
	Board discussed the Action Tracker and approved its content. JO suggested some further amendments to the format of the tracker, namely • Note the actual completion date alongside the target date • Remove completed actions in tracker once approved by Board Action Tracker Approved	NT	28/3/24
6.	Governance and Compliance Reports		
6.1	External Audit Planning Memorandum SG introduced the upcoming plan for the year end audit. He confirmed there are no significant changes to the audit arrangements for last year. Section 3 of the Memorandum highlights the scope of the audit and 3.6 notes the risks. SG further advised that the risks noted are standard risks within the sector and not unique to the Association, and that it is mandatory to assess each risk as part of the year end audit for RSLs. Section 3.7 provides an explanation of the Accounting Assessment, specifically the pension valuations, bad debt provision and depreciation.		

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	SG concluded with a summary of the timeline for the audit showing fieldwork and completion dates. SG invited questions. MF asked if there is a requirement for an accountant to be a member of the Board. PM confirmed that whilst this is not a requirement, the Board already has two members who are accountants, KB and RK. RK asked SG for his opinion of Cadder HA. SG confirmed that at this stage he can only speak historically based on previous audits. He notes that the SHR has been engaged for a long time, but that he recognises the work that has been undertaken to address this and the strength of new membership on the Board. Board approved the External Audit Planning Memorandum.		
6.2	Tenant Safety Audit AC introduced the outcome of the recent internal audit of the Association's approach to Tenant Safety. He confirmed that the audit had noted High Assurance with five Priority 3 recommendations which are the lowest grade and he referred to as minor adjustments. AC highlighted further detail within the report, namely: Fire safety • Crucial for communal stairwells • Out of date by a couple of months • FRA is best practice but not essential • Recommendation to introduce a tracker system • Recommendation to "clone" out closes as every close is not VFM, although he recognises that this can be adopted in the future. Asbestos • Register reads well • Register does not include properties without asbestos, which the Association has agreed to update Policies • Recommendation to add no access/forced access arrangements within the EICR policy • Damp and Mould should be a standalone customer facing policy Legionella • 26 Cold water storage tanks, everything else is mains feed. • Contractor engaged to manage legionella		

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	Confirmed accuracy of records. AC invited questions JO noted that the sample size was small. AC confirmed that whilst a small sample was used, this is proportionate to the risk assessment and is typical of an audit of this nature and of the time allocated. JO enquired if trade certificates are checked. AC confirmed that whilst an internal audit does not carry out a technical assessment of the certificates, they do check for obvious cloning/copying of findings, for example bond failure in all properties. PM further confirmed that the gas auditor currently in place will carry out the technical assessment of the certificates for gas services. JO commented on the use of spreadsheets as opposed to SDM. NT confirmed that the development and introduction of the planned maintenance module of SDM was an action within the Business Plan and will be concluded this financial year. GA enquired if this audit was part of an annual programme. NT confirmed there were a total of 4 audits carried out this year, Tenant Safety, Procurement, Void Management and IT/Disaster Recovery (March 24) Board approved the internal audit report of Tenant Safety and the management response to recommendations.		
6.3	Board Training PM introduced the report relating to Board training which has been compiled from the Board appraisal training needs analysis and findings from AAS review. PM stressed the importance of delivering the training plan, particularly as this is a regulatory requirement. She highlighted the programme of training and of the proposal to schedule fortnightly sessions into diaries over coming weeks. Sessions will be succinct and recorded to allow refresher or induction training in the future. RK agreed that this would facilitate a suite of training modules. PM to liaise with W McCracken for availability. PM also encouraged member attendance at conference, networking events that contribute toward personal development. KB confirmed that the Board has always had training in the past, but the records of such appear to have been deleted.	PM	April 24

Agenda Item	Description	Action By	Target
	Board approved the Board Training Report		
6.4	Business Plan Quarter 3 Update NT introduced the BP update for Quarter 3 and confirmed that the progress report notes 27 (54%) of actions are complete, 12 (24%) are currently in development and will be complete by the end of Quarter 4. The remaining 11 action (22%) will be reviewed as part of our development of the Year 3 Delivery Plan. If these actions are still relevant they will be prioritised appropriately within the Year 3 plan, and submitted for Board's approval in March 24. JO asked if this relates to year 2 of the plan and will year 3 actions be targeted in quarters. NT confirmed this was the case. GA highlighted the risk relating to cyber security, with a possible thematic study being prepared by the SHR. Suggestion made to provide a position statement on cyber security to the next Board meeting. However, in light of the fact that the final internal audit of the year will cover elements of security, agreement to await audit outcome and respond accordingly. PM confirmed that the Association also holds Cyber essentials accreditation Board noted the Business Plan Update report		
6.5	Risk Register NT introduced the Risk Register highlighting one reduced risk due to increased activity and opportunity for tenants and residents relating to participation and consultation. GA suggested a Board session to review the risk map and that this could be added to the training schedule for Board. GA also noted that risk map is over cautious. SMT to review ahead of Board training session. JO suggested that the risk map is noted in descending order of residual risk. Risk M – split rent and economy Board noted the Risk Register with suggested amendments prior to Board training session	PM/NT NT NT	April 24 April 24 April 24
6.6	Share Membership		

Agenda Item	Description	Action By	Target
	PM advised of concerted effort to increase shareholding membership following the removal of members following the AGM. PM further advised of 9 new membership applications for approval. JO suggested that future reports should highlight the category of membership. Board approved all 9 new shareholding members	PM	N/A
7.	Finance Reports		
7.1	Management Accounts Quarter 3 FMD introduced the Management Accounts for Quarter 3, highlighting the following: • Income and costs are higher than budget • Lower interest rates and charges • Voids below budget • Reactive maintenance costs are over budget – this is currently common within the sector • Cyclical maintenance is higher than budget • Cash in bank less than anticipated mainly due to overspend in repairs • Covenants are fine • Annual budget predicted a surplus of c£500K, maintenance costs have used c£360K of this • Noted constraint on spending which will be evident in Quarter 4 GA asked what is causing overspend. NT confirmed a few contributing factors, i.e. high-cost void, landscape requirements, bulk uplift costs etc. Previous report to Board detailing levels of overspend and reasons. Board discussed the use of cost centres, resource allocation and review. PM confirmed that this was a priority area which would be addressed via a Staffing Report to be discussed under confidential items. Discussion relating to customer expectations, the Association picking up GCC services as they are withdrawn or cut, the need for more staff, best use of procurement routes, and the reliance on agency and consultancy services. JO suggested a further training session be scheduled for Board on how cost centres/budgets are set up. Board approved the Management Accounts for Quarter 3.	PM	April 24

Agenda Item	Description	Action By	Target
8.	Operational Reports		
8.1	Repairs and Maintenance Contract PM introduced the report requesting approval to invoke the 1 year contract extension, until 31st March 25. GA asked if the Association has considered a framework of small local contractors. NT confirmed that this avenue was being explored and that the Association used a procurement specialist for such significant contracts. Board approved the extension of the contract for 1 year until March 25.		
8.2	IT Contract PM introduced the IT contract report. She highlighted that whilst we have had contractual issues with the supplier, the Association is working with them to resolve these issues. She also highlighted that whilst it may be preferable to seek a new contractor, the resource implication of such with the current staff team prohibited this approach, and therefore a 1 year costed contract extension was proposed. Board approved the 1 year contract extension		
8.3	KPI Quarter 3 NT introduced the performance report for Quarter 3, noting areas of concern and progress. Board discussed the KPI reporting format previously approved. Suggested amendments included • Reviewing outcomes of numbers vs percentages where appropriate. • Provide a narrative at each graph as appropriate as opposed to within the cover report. • Provide SMART actions to areas of concern Board noted the KPI report for Quarter 3.	NT	30/5/24
9.	Community Hub Report		
	NT provided an update on developments within the Hub, including • Core services and clubs established • Ad hoc celebratory community events • Pop up community services • Grant funding received • Income generation in the first 3 months of operation • Progress being made toward the legal agreements with Kindness. PM advised that the Associations' lawyers were managing the process for us and requested that Board delegate the Chair to sign the agreement once lawyers are content with the final documents.	PM	April 24

Agenda Item	Description	Action By	Target
	Board approved the legal agreements to be signed by Chair following approval from lawyers. Standing orders suspended at 8.30pm. Board agreed to continue with the outstanding agenda items		
10.	Any Other Business		
	No other business		
11.	Confidential Reports		
11.1	Other matters. PM updated the Board on the resignation of Amir Asif on 28th February which was for personal reasons. With Elizabeth McEachran's resignation we now have two casual vacancies. Board Approved that JO and JS fill these casual vacancies.		
11.2	Business Planning Day PM advised that the discussion relating to the staff structure required this report to be confidential Board agreed a follow up event in November to start the development of the new plan. Proposed dates to be circulated Board noted the content of the Business Planning Report	PM	April 24
11.3	Staffing Report PM introduced the report seeking approval to make amendments to the senior management structure and extend existing temporary contracts. PM highlighted the retention of FMD services over a transitional period until the new role was embedded. Discussion re the draft job description, recruitment and retention of staff, namely • Accountability vs responsibility within SMT • Regulation and compliance within the remit of CEO • Remove depute CEO from housing manager job description • Amend all tier 2 roles to Head of Department • Recruit via SHN, if no success seek support from recruitment specialist. Board approved the staffing report to recruit a Head of Finance and Corporate Services, and to extend temporary contracts until September 24 to allow the recruitment and structural review to conclude.	PM	April 24

Agenda Item	Description	Action By	Target
	Nicola Thom left the meeting		
11.4	Scottish Housing Regulatory update Noted in confidential minute		
12.	Date of Next Meeting		
	Thursday 28 th March 2024 @ 6.00pm		

Signed: _____

Date: _____