

24th October 2019

Board meeting

Edited minute of a meeting of the Board
At 3:40pm on 17th September 2019

Held at:
Viewpoint Housing Association Ltd.
Gillespie Crescent
Edinburgh

Committee members

Mr I Thompson, Chair
Mr T Roehricht, Vice Chair

Mrs C Jardine
Mrs C Lumsden

Mr D McIntosh
Ms P Russell
Mrs J Simpson

Attending

Jean Gray, Chief Executive Officer
Howard Vaughan, Director of Finance and Assets
Helen McMorran, Director of Business Support

Ann Wood, Director of Care
Esther Wilson, Director of People and Place
Tom Mitchell, CGPM Consulting LLP
Shirley Otto, Observing

Apologies received

Ms K Kennedy

Helen McMorran, Director of Business Support

Minute

Item	Subject	Action	Due Date
00	Welcome		
a	There being a quorum present, the Chair welcomed all and opened the meeting.		
b	Apologies were received from Ms K Kennedy and Mrs H McMorran.		
c	There were no declarations of interest other than those presently on record.		
03	Election of the Chair and Vice Chair		
a	Deputising for the Company Secretary, Mrs Gray, in accordance with the constitution invited nominations for the role of Chair from Board members. PR nominated IT, seconded by TR. There being no other nominations, IT was elected as Chair until the closing of the next AGM.		
b	IT reminded Board members that they had agreed to appoint a Vice Chair at the meeting on 20 th August 2019. IT invited nominations for the role of Chair from Board members. IT nominated TR, seconded by JS. There being no other nominations, TR was elected as Vice Chair until the closing of the next AGM.		
04a	Minute of previous meeting		
a	The minute of the meeting of 20 th August 2019 was approved without amendment.		
b	IT signed the minute as a fair record of the meeting of 20 th August 2019.		

Item	Subject	Action	Due Date
04b	Outstanding actions list		
a	<p>The Board Away day on 27th September 2019 was discussed. Shirley Otto will facilitate the day. The day is split into two parts: Board only and Board and Executive. The day being held at the ETC, St Mary's Street, Edinburgh, will begin at 9:15am and finish by 3:30pm.</p>		
b	<p>The papers in respect of the CAF loan agreement are extensive. HV will bring a paper to a future meeting to seek delegated authority to sign the loan agreement following legal review. The RBS settlement figure remains fluid and will be subject to a technical review by a treasury specialist.</p>		
c	<p>TM highlighted how the status on the Board Actions List works whereby those actions completed since the last Board meeting are flagged as Review to Close seeking the authority of the Board to close them. The meeting agreed that all actions other than 4, 6, 9 and 11 are considered closed.</p>		
05	Minutes of sub-Committees		
a	<p>Group Audit and Risk Committee</p> <p>Board members have been circulated with various papers prior to and following the meeting and will be aware of events. The main matter considered by the Committee was the Governance report by Wylie & Bisset which had a rating of No Assurance.</p>		
b	<p>The recommendations and observations have now been subsumed into the larger work on restructuring VHA's Governance arrangements. There also remain a small number of matters from when BDO were internal auditors. There will be another internal audit on governance in due course to review the work presently in hand.</p>		
c	<p>The meeting noted the GRAC minute of their 6th August 2019 meeting.</p>		
06	Governance matters		
a	<p>Governance Action Plan</p> <p>The full GAP was included within the Board papers notwithstanding some of the IT issues that members have had. The purpose is to enable members to see the final document submitted to the SHR. There is a Governance Working Group meeting on 23rd September 2019 at 2pm to review progress.</p>		
b	<p>The meeting advised that it does not need to see the full GAP at each meeting. A summary report will be prepared to give members assurance that plans are on track and where not, the remedial action being taken.</p>		
c	<p>IT expressed concern over version control of the documents noting that the GAP indicates v3 19 Aug. Also, in the Terms of Reference (TOR) to be considered later, there needs to be more formal version control. TM noted that the footers of the TORs have the version date and that the final page has the date of approval of the document.</p>		
d	<p>The summarised version of the GAP will be being updated for each Board and a full version of the GAP will be kept on Convene. The folders on Convene are being structured to permit up to date versions of all relevant documents to be maintained there.</p>		

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e	<p>Whistleblowing policy</p> <p>JG noted that the Whistleblowing policy needs to be strengthened in line with comments already fed back to her, in particular in relation to:</p> <ul style="list-style-type: none"> • The Board; • Families of residents; and • Treatment of malicious allegations. 		
f	<p>CJ asked that the last line of the policy was strengthened and also to include that whistleblowing is a Notifiable Event. JS noted that there is support for staff against whom allegations are made, but not against Board members; perhaps a mechanism has to be found to provide that.</p>		
g	JG will make further changes and recirculate to the Board for final approval	JG	24 Oct 2019
07	Committee TOR and composition		
a	<p>The committee restructure was driven by two factors: the recent investigation and JG's wish for there to be improved scrutiny of the core business. The committee structure was decided upon at the last meeting and presented for consideration at the meeting are the Terms of Reference for each Committee.</p>		
b	<p>JG and TM presented the broad remit of each Committee and the principles adopted during their design:</p> <ul style="list-style-type: none"> • As far as possible members of ARC should not be on other Committees; • Common structure of TOR; • Inclusion of a business cycle; • Authority to seek advice, help and support. 		
c	<p>At the first meeting of each Committee the members must go through the TOR in detail with recommendations for changes back to the Board.</p>		
d	<p>The meeting discussed:</p> <ul style="list-style-type: none"> • Interaction with, and simplification of, Standing Orders and extent of content in SO versus TOR; • Feedback at a detailed level should be considered by the Committee; • Health & safety (H&S) matters and that delivery of H&S should be considered by Operations and that compliance is dealt with by ARC; • Delegated authority for decisions and that most of the time, most of the Committees make recommendations to the Board. 		
e	<p>Following discussion, the meeting approved the TOR for consideration by the Committees, subject to the following changes:</p> <ul style="list-style-type: none"> • Cross-reference to the standing orders; • Resources Committee will be sponsored by the Director of Finance and Assets; • Clarity that H&S and Safeguarding are dealt with in two places: operational delivery (OPS) and compliance (ARC); • Quorum for Committees with four members should be three, not four; • The Chair to be elected by the Committee. 	ALL	31 Dec 2019
f	<p>The meeting considered the provisional population of the Committees and agreed them, subject to further appointments as new Board members are co-opted, as follows:</p> <ul style="list-style-type: none"> • Remuneration Committee – Chair and the other Committee Chairs; • ARC –David McIntosh, Tom Roehricht, Pam Russell; • OPS – Caroline Jardine, Kate Kennedy, Carol Lumsden, Jean Simpson; • RES – David McIntosh, Pam Russell; 		

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g	Provision has been made in the TOR for the appointment of independent members, i.e. those who are not Board members, to provide specialist advice, enable improved diversity and train up new Board members.		
h	Clarification of terminology was sought as to whether these were Committees or sub-Committees. SO explained the background and history and prevailing trends in nomenclature. The meeting accepted that the Committees are formal sub-Committees of the Board, the Board being the governing body of the organisation.		
08	Governance report		
a	Compliance The meeting noted that two Notifiable Events have been submitted to the SHR; one was known, the other is new: <ul style="list-style-type: none"> Resignation of the Chair; 		
b	JG will advise SHR of the election of the Chair and Vice Chair	JG	24 Sept 2019
c	Fraud – No incidents of attempted or actual fraud, bribery or corruption identified or reported.		
d	GDPR – No breaches identified.		
e	SAR – No Subject Access Requests received.		
f	Constitution – AGM held 17 th September 2019.		
g	Assurance Statement – A lot of background work is going on. The session for the Board will be quite intense and is planned for a half day on week commencing 7 th October 2019.		
	Board operations		
h	Recruitment – two tenants have expressed interest in becoming Board members; it is hoped that following contact from the Chair and CEO that they will attend the 24 th October meeting as observers.		
i	Recruitment policy – The meeting discussed: <ul style="list-style-type: none"> An observation that the approach may hinder engaging people at the beginning of their Board careers; Engaging with younger people to develop their skills; Use of Independent co-options on Committees to give experience to all; Induction process should be offered to all Board members; Obliging Board members to visit VHA developments; Commencing meetings at 6pm (poll to be circulated); Use of technology to hold some meetings. 	TM	24 Oct 2019
j	Following discussion, the meeting approved the Board Recruitment Policy.		
k	Board evaluation – Due to take place during December 2019.		
l	Conferences – Five board members attended the SFHA Governance Conference on 7 th September 2019. CL kindly wrote up notes of sessions attended, and which were circulated with the papers. The slides will be placed on Convene.		
m	Proposed meeting dates – proposed dates circulated for discussion. The change of meeting dates to a Monday was generally acceptable.		

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09	Organisational change		
a	<p>Change programme</p> <p>Work continues on looking at potential structures. One executive session remains to take place. Work also continues on the Business Plan for the next six months aligned to the budget. JG is planning staff sessions to ensure that there is a consistent message across the organisation; Board members are invited to attend.</p>		
b	The Terms of Reference for the Programme Board have been established.		
c	<p>Additional posts</p> <p>Business support is a key area to the governance and how we move forward. It has been agreed that HMc will become the Secretary of the organisation. But there remain gaps in the services, particularly around compliance areas.</p> <p><i>CL left the meeting</i></p>		
d	<p>JG presented the business case for the appointment of:</p> <ul style="list-style-type: none"> • Head of Business Support; and • HR Manager. 		
e	<p>Following discussion, and confirmation that these posts were within the reforecast budget, the meeting approved the appointment of:</p> <ul style="list-style-type: none"> • Head of Business Support; and • HR Manager. 		
10	Reimbursement of Hot Water Charge		
a	Following the proposal for resolution of the issue at Maidencraig, JS identified that there was a similar issue at Inverard; subsequent investigation confirmed that 595 tenants are affected by the same issue.		
b	The computation used for resolution of the issue at Maidencraig was presented at the last Board meeting, but not yet communicated to those at Maidencraig. It was based on certain assumptions around 8 power bills provided by residents and the <i>ex gratia</i> payment equated, broadly, to the cost of the standing charge.		
c	<p>In discussion, the meeting considered:</p> <ul style="list-style-type: none"> • The exact nature of the issue; • The inconsistency in approach to the two sets of computations; • JG's concern that the decision was sought at the last meeting, was approved and now consent to change the decision was being sought; • That the issue will fall away in the future as the service charge is being reviewed; • Potential use of external consultant to undertake computation; • The affordability of offering all 595 tenants. 		
d	An <i>ex gratia</i> payment of £50, as a gesture of goodwill, to each affected tenancy was approved.		

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11	Financial exceptions report		
a	The report presented by HV represents the management accounts to 31 st July 2019. There is nothing exceptional to report on.		
b	The meeting considered: <ul style="list-style-type: none"> The <i>ex gratia</i> payment will increase deficit. Acceleration of programmes in the capital programme. 		
c	The meeting noted the Financial Exceptions Report.		
12	Any Other Competent Business		
a	PR sought clarification if AOCB had to be advised to the Chair at the start of the meeting and would not otherwise be considered and if the same practice was to be continued. The meeting agreed that it was good practice to notify the Chair in advance, if able, but that should not preclude any matter being raised at the end of the meeting.		
13	Date of next meeting		
a	The next meeting will take place on 24 th October 2019 at Head Office.		

The meeting closed at 4:50pm.

Approval of the minute

Signed as a true record of the meeting, following the approval of the draft minute by a meeting of the Board on 24th October 2019:

Date:

Ian Thompson, Chair