

## MINUTES OF THE MANAGEMENT COMMITTEE MEETING

HELD ON WEDNESDAY 30 AUGUST 2023 at 6.30p.m.

MEETING HELD IN THE COMMITTEE ROOM OF THE CO-OPERATIVE'S OFFICES

### 1. SEDERUNT

**PRESENT:** P. Waddell (Chairperson), D. Barnes, A. Cushingam, C. Harvey  
D. McNulty (Zoom), B. Hartness (Co-optee)

**IN ATTENDANCE:** K. Mollins – Director (Zoom); M. Finnie - Temporary Maintenance  
Manager; F. Nicholl – FMD Financial Services Ltd.

**Apologies:** J. Gracey, M. Davidson, C. Cooper

**Leave of absence:** None

### 2. MEETING OF THE MANAGEMENT COMMITTEE

#### a) 26 July 2023

##### i) Minute

The minutes of the Management Committee meeting on 26 July 2023 were approved by D. Barnes and seconded by A. Cushingam.

##### ii) Matters Arising:

There were no matters arising

#### b) Master Tracker

The Director presented the progress report on the Master Tracker from the meeting in July 2023 and advised there had been good progress with achievement of many tasks on the Master Tracker. He highlighted that the Management Team were progressing key tasks as outlined in the report:

- The options for the estate caretaking flat;
- The deposit of cash reserves in a high interest account; and
- Engaging with Allpay to create an account for factored owner-occupiers
- Finalising the update to the Treasury Management Policy

F. Nicholl gave an update on the deposit of cash reserves and advised the lender had requested an organisational chart of the Management Committee, which could be signed off by an Accountant / Lawyer. The Committee agreed B. Hartness would sign the organisational chart.

The Committee noted the content of the report

### **3. MEETING OF AUDIT & FINANCE SUB-COMMITTEE**

#### **i) Minute**

The minutes of Audit & Finance sub-Committee is for information only.

#### **ii) Matters Arising:**

There were no other matters arising.

### **4. DECLARATIONS OF INTEREST AND NOTIFIABLE EVENTS**

It was noted that Committee and staff will declare an interest as follows:

Staff Members would leave the meeting for agenda for the following agenda Items:

- Agenda Item 9 – Staff Structure Review
- Item 8 – Confidential Business as directed by the Chairperson

Notifiable Events - The Director advised there are three on-going notifiable events (NE).

### **5. REPORT ON VERANDA / VENTILATION PROJECT**

The Director and Maintenance Manager presented his report on veranda / ventilation project and highlighted the following:

- A brief background to the project
- An overview of the Veranda design and ventilation system that were the subject to consultation with tenants and owner-occupiers;
- The specifications of each veranda design option;
- The findings of the Consultation Open Day on 8 July 2023, where the attendance rate was 26.2%
- An overview of the preferred options and indicative costs
- The next steps following a decision by the Committee on the preferred options

- F. Nicholl provided information on the financial implications, which covered
- The cost for veranda / ventilation options;
  - The impact on the Co-operative's financial plans, specifically long-term cash and loan covenant compliance;
  - Key considerations i.e. outcome of stock condition survey and new Investment Plan and financial matters i.e. inflation, level of rent increases, etc; and
  - Options to fund the improvements.

M. Finnie provided a technical view on the veranda design options and key considerations of costs, tenants' views and aesthetics, in particular he spoke about the options that would enhance the Co-operative's properties.

The Management Committee raised the following queries or questions in relation to the Veranda / Ventilation Project;

- a) A Committee member asked if these improvements were seen as energy efficient as it may mitigate VAT liability. It was clarified that the veranda would continue to be an 'outside' and 'unheated' space in all options and would not be eligible.
- b) The Committee discussed the options and outcome of the consultation day, as well as the aesthetics, cost and competing funding requirements from the on-going stock condition survey.
- c) The Committee agreed that the veranda door to the living room should be replaced in addition to the patio door.

The Committee's decision was to progress the veranda / ventilation project to seek statutory consents and tender the contract as follows:

- Veranda - The verandas will be upgraded with the Windoor system design.
- Ventilation - The veranda design option will allow for ventilation to be provided through humidistat fans.
- Bedroom - The patio doors between the bedroom / front veranda will be replaced on a like for like basis and the door in the front veranda leading to the living room will be renewed.

A report would be presented to the Management Committee following the tender of the contract to consider the appointment of the contractor.

## 6. REPORT ON MEMBERSHIP

The Director presented the Business Improvement Officer's report and sought Committee approval for the memberships issued and cancelled.

- No new shares were noted
- Cancelled Shares – Member numbers 489, 1413, 110, 1064, 1446

The Committee approved the report.

## **11. PROGRESS REPORT ON OPERATIONAL PLAN 2023-24 TO JUNE 2023**

The Director presented his report on progress against the Operational Plan 2023-24- June 2023 and outlined the following:

- There has been good progress against the work programme in quarter 1 as outlined in appendix 1. The main achievements in the period between April – June January – March 2023 include the review of staff structure; progress to become a charitable housing association; review of governance, finance and service policies; good financial management; a comprehensive review of the factoring service; and development of the Veranda project.
- Good progress in key areas of the performance scheduled (appendix 2), which were a reduced rent and factoring arrears position, improved void performance, healthy financial position and loan covenant compliance; and reduced staff turnover and absence.
- There are a few areas of slippage, these were review of policies; financial comparability and benchmarking; development of void procedures and arrears action plans.
- A few areas for improved performance included performance in non-emergencies, letting performance; progress in cyclical and major repairs works; and completion of compliance works scheduled in the year.

The Committee noted the content of the report.

M. Finnie left the meeting.

## **7 REVIEW OF POLICIES**

a) Equal Opportunities & Diversity

The Director presented the draft Equal Opportunities & Diversity Policy and highlighted key areas:

- The draft policy attends to legislative and regulatory requirements
- Outlines types of discrimination
- Details the policy statement, principles and aims to achieve equality of opportunity and diversity
- Incorporates Equality Impact Assessments to identify and remove potential discrimination
- The Co-operative will develop targets for equalities to quantify performance
- Details our approach if there is a breach of the policy
- Proposes an action plan to achieve the aims of the policy.

The Committee raised the following queries or questions in relation to the draft Equal Opportunities & Diversity Policy:

- There was discussion about targets for equalities to quantify performance and the aim was to ensure positive action.
- The Director advised the Committee that the draft policy and action plan had been assessed by SE Training

The Committee approved the Equal Opportunities & Diversity Policy and Action plan for implementation.

b) Code of Conduct – Staff

c) Code of Conduct Committee Members

The Director presented the draft Code of Conduct for Staff Policy and highlighted key areas:

- Model policy developed by the SFHA and endorsed by the SHR.
- An overview of main principles of the Code; reference to other policies which require similar principles; the declaration and management of personal interests
- There are minor amendments in the draft policy

The Committee approved the Code of Conduct Policies for Staff / Committee members

d) Performance Management Framework

The Director presented the draft Performance Management Framework Policy and highlighted key areas:

- A new policy setting out the considerations and arrangements for performance management systems;
- A definition of performance management and details the purpose, principles and culture we aim to achieve
- Key features of the performance management framework
- Reporting arrangements to various stakeholders e.g. tenants, lenders, regulators, etc
- Roles and responsibilities of the Management Committee and staff

The Committee approved the Performance Management Framework

e) Factoring – Written Statement of Services Policy

The Director confirmed this was delayed due to on-going discussion with Co-operative's solicitors. The draft Policy will be issued in September for assessment by the Committee at October's meeting.

## **8. SECRETARY'S REPORT**

The Director in his role Secretary presented his report on compliance with Rules 58-63 in the management of minutes, seal, registers and books throughout the year.

The Committee noted the content of the report.

## **9. STAFF STRUCTURE REVIEW REPORT**

The Director presented his report on the Staff Structure

The content of this agenda item has been redacted due to the confidential nature of the report.

The Committee approved the Staff Structure and implementation Plan

F. Nicholl left the meeting.

## **10. COMMITTEE SUCCESSION PLAN 2023-24 – PROGRESS TO JUNE 2023.**

The Director presented his report on progress against the Committee Succession Plan to June 2023 and highlighted the following:

- The review of members subject to the 9 year rule;
- Development of a Committee Training Plan
- Progress with the review of the fully mutual status to strengthen governance arrangements.
- Committee members attendance at sector conferences
- Committee members' involvement in key strategic tasks e.g. tenders, staff structure review and development of the Committee mini-conference
- The membership is currently 11 members on the Management Committee

The Committee noted the content of the report

## **12. REVIEW OF FULLY MUTUAL STATUS**

The Director presented his report on the review of the fully mutual status and requirement to seek lenders' consent for a change of Rules to become a charitable housing association.

The Director highlighted the following:

- The Royal Bank of Scotland are agreeable to the proposed change of Rules
- The Nationwide have given 'in principle' agreement subject to approval and signing of the following documents:
  - Officer's Certificate and signatories (Chairperson, Vice Chairperson, Director and Temporary Housing Manager) for the Consent Letter and minute of the transaction.
  - Consent Letter to be signed by the Chairperson; and an
  - Overview of the key requirements of the Consent Letter.

The Committee approved the documents and signatories and delegated the signing of the Consent Letter to the Chairperson.

The Director presented a mandated form of key signatories to attend to business matters with the Nationwide Building Society. The Committee approved the Mandated Form and signatories.

## **13. ANNUAL GENERAL MEETING / SPECIAL GENERAL MEETING**

### **i. Annual General Meeting**

The Director presented a report on the AGM:

- He confirmed that the members standing for re-election were:
  - Paul Waddell; Alison Cushingam and Caroline Cooper

- Arrangements for nominations to the Management Committee, which were to be submitted by 28 August 2023 . He confirmed there was one nomination from F. Lavery.
- The agenda for the Management Committee meeting post the AGM:
  - Election of the Office Bearers
  - Appointment of members to the sub-Committee
  - List of Authorised Signatories 2022-23

ii. Special General Meeting

The Director reaffirmed arrangements for the SGM following the AGM.

The Committee noted the content of the report and were agreeable to the nomination to the Management Committee

#### 14. COMMITTEE MINI-CONFERENCE

The Director presented the draft programme for the Committee Mini-Conference and highlighted the following:

- The conference was scheduled to be held in the Holiday Inn (Edinburgh) between 29 September -1 October
- The Senior Management Team would attend the conference on Friday 29 September
- The training programme with details of each session
- The current attendance and booking arrangements.

The Management Committee raised the following queries or questions in relation to the Committee Mini-Conference

- It was agreed to invite any new members appointed at the AGM to the conference

The Committee noted and approved the draft programme for the Committee Mini-Conference event.

#### 15. CORRESPONDENCE

##### a) Glasgow Fireworks

The Director advised that correspondence had been received from Cllr Kelly and Cllr Burke seeking a donation from the Co-operative in relation to the annual firework display at the Glasgow Fort in November 2023.

The Director provided advice on the Donations Policy

The Committee discussed the donation request and decided not to provide a donation.

P. Waddell left the meeting and D. Barnes chaired the meeting.

b) Development Opportunity

The Director advised he was contacted by GCC in relation to a potential development opportunity at Arnisdale. He has informed GCC that this site is owned by ERA and he is seeking Committee's agreement to progress discussions with GCC, ERA to regenerate this area of Kildermorie.

The Management Committee discussed the development opportunity at Arnisdale / Kildermorie., in particular the ownership of the site; regulations for new house building from 2025 and the viability of development; and opportunities to regenerate the site.

The Committee were agreeable for the Director to progress discussion on the regeneration of the development and thereafter to prepare a report for the Committee.

P. Waddell re-joined and chaired the meeting

B. Hartness declared an interest as a staff member of a housing association

K. Mollins declared an interest.

.c) Staff Salary Increase 2024-25

The Director presented EVH's consultation document on the staff salary increase for 2024, which sought employer's views to inform their negotiations with Unite. He covered the following:

- Background
- Employer considerations
- EVH's consultation question
- How to respond

It was agreed that the consultation document would be e-mailed to all members for them to provide their views to the Director by 8 September 2023. The Director would present a report to the Management Committee on the 27 September to approve the response to EVH by their deadline of 28 September 2023

## 17. ANY OTHER BUSINESS

**a) Councillor boundaries**

A member asked about Councillor members within the Co-operative's housing stock. The Director advised the Co-operative's stock was separated into 2 Council wards. He will arrange for Ward Councillors' and surgery details to be published on the website and in the newsletter'.

K. Mollins left the meeting

**b) Xmas Festivities**

The Committee agreed Committee and staff should have a festive event in recognition of their sterling work, commitment and achievements up to the value of a maximum of £50 per person.

**16. CONFIDENTIAL BUSINESS**

**a) Minute of Confidential Business – 28 June 2023**

The minute of the confidential business was approved by the Committee

**b) Matters Arising**

There were no matters arising

**18. DATE OF NEXT MEETING**

Management Committee -

- Monday 4 September 2023 at circa 7.15p.m. (Following the AGM/SGM).
- Wednesday 27 September 2023 at 6.30p.m. 30 August 2023 at 6.30p.m.

(Meetings will be held in the Committee room in the Co-operative's office.)

Chairpersons Signature: \_\_\_\_\_

Date: \_\_\_\_\_