



DRAFT MINUTES OF THE MANAGEMENT COMMITTEE MEETING

HELD ON WEDNESDAY 31 AUGUST 2022 at 6.30p.m.

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

1. SEDERUNT

PRESENT:

P Waddell (Chair), A Cushingam, B Hartness (attended via Zoom), D Barnes, C Douglas, C Harvey, G McNaught, J Gracey

IN ATTENDANCE:

K. Mollins – Interim Director; A. Ali – Governance & Business Improvement Manager;
J. Meechan – Temporary Housing Manager

Apologies: Caroline Cooper

Leave of absence: M. Davidson

2. MEETING OF THE MANAGEMENT COMMITTEE

a) 27th July 2022

i) Minute

The minutes of the Management Committee meeting on 27 July 2022 were approved by D Barnes and seconded by A Cushingam.

ii) Matters Arising:

- Section 5 Year End Audit of Accounts – SHAPS Pension

The Interim Director presented a report and overview of the correspondence from SHAPS on the court case in relation to members' benefits in the Scheme. He advised there is narrative in the account, although no additional provision for this as the court case is not expected to conclude until 2024.

A member asked if this meant our liability could increase, to which they were advised that as a member, that is a possibility.

- Section 10 – 30th Anniversary Gala Day

The Interim Director advised the Committee that the total net cost of Gala Day was £10,392 against a budget of £11k. He further stated that the staff have received a very positive response from the community for the event.

Committee concurred with the positive views from community and staff.

b) 10 August 2022

i) Minute

The minutes of the Management Committee meeting on 10 August 2022 were approved by J Gracey and seconded by A Cushingam.

ii) Matters Arising:

- **Section 4 Maintenance Term Contract**

The Interim Director gave an update on the Maintenance Term Contract, specifically

- The service from Turners was seen to be deteriorating, and agreement had been reached with Gas Sure to continue to deal with our out of hours and emergency service.
 - Progress continues to be made in procuring other contractors and a report would come to Committee in September about this.
- There was some discussion around the contact details changing for the out of hours repairs service, however Committee was reassured that the contact details and arrangements would remain unchanged for tenants as Gas Sure was already dealing with this service on behalf of Turners.
 - On a question about who the new contractors may be, Committee were advised that the aim was to secure a number of local contractors for each trade and we would continue to look at procurement arrangements going forward.

c) Master Tracker:

The Interim Director advised there has been good progress on key tasks on the Master Tracker in recent months and gave an update on on-going matters.

3. MEETING OF THE AUDIT & FINANCE SUB-COMMITTEE ON 16 AUGUST 2022

i. Minute

The draft minutes are for the Management Committee's information only. They will be considered for approval at the next meeting of the sub-Committee.

ii. Matters Arising

a) Proposal for Depositing Cash Reserves

The Interim Director advised the Committee that FMD had discussions with the Audit & Finance Sub-Committee about depositing cash into a high interest account from the cash reserves. The Audit & Finance Sub-Committee are agreeable to the proposed deposit of £1m for a 12 month, but it is not in their remit, hence the report to the Management Committee.

The Interim Director presented his report and referred Committee to section 2.3 and rates from lenders to deposit £1m in a high interest account. The Bank of Scotland has provided the highest interest rate and is seen as the most preferable rate to deposit a portion of our cash reserves.

He gave the Committee an overview of the financial implications and risk factors associated with the cash deposit, and detailed the recommendations for consideration for approval

The Management Committee raised the comments or questions on the proposed deposit of our cash reserves.

- There was some discussion about whether there was a clause or some restrictions around moving more than £500k at one time. It was advised that there were no such limits in the Financial Regulations and for assurance, the Treasury Management Policy would be checked.
- The Interim Director asked if Committee would be agreeable to recommendation subject to checking the Financial Regs and Treasury Management Policy for any such restrictions, Committee agreed.

The Committee's decision was to proceed with recommendation subject to checking of any restrictions within Financial Regs and Treasury Management Policy.

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 the confidential agenda item 18 as directed by the Chairperson.

Committee Members P. Waddell, J. Gracey –

- Agenda Item 6 - Wider Role Report
- Agenda Item 15 – ERA Wider Role Grant

The Interim Director advised Committee there were no recent notifiable events to the Scottish Housing Regulator, since the issue of the Notifiable Events Register to the Committee in May 2022.

5. RBS LOAN AGREEMENT – AMENDMENT TO LOAN COVENANTS

The Interim Director presented a report from R. McGinlay in relation to an amendment to the loan covenants with RBS, which takes account of FRS102 and component accounting.

The proposed amendments and new covenant definitions provide adequate headroom in annual budget and 30-year financial projections

He advised that the Co-operative's Solicitors, TC Young had been appointed to deal with Brodies and they proposed the Committee were required to decide on the following:

- To approve the RBS covenant amendment agreement, which would be signed off by agreed authorised signatories;
- A list of authorised signatories for loan covenant documentation; and
- Delegate the Interim Director and/or FMD to finalise arrangements with TC Young and RBS or their legal advisors, Brodies.

The Management Committee raised the comments or questions on the amendment to the Loan Covenants

- There was a question about who the authorised signatories were, and this was confirmed to be P Waddell, J Gracey, A Cushingam and D Barnes and was proposed to continue with these signatories for loan covenant documentation.

The Committee agreed with the proposals.

P. Waddell, J. Gracey left the meeting. A. Cushingam chaired the meeting.

6. REPORT ON WELFARE RIGHTS SERVICES

The Interim Director presented a report on the provision of welfare rights services and covered the following:

- The background, specifically the decision to partner with E.R.A to provide welfare rights services;
- The low response of unsuitable candidates for the role,
- The efforts to provide welfare rights services via other agencies
- The proposed arrangements for the Co-operative to fill the post within our staff structure i.e. Part time post between 17.5 - 21 hours per week, at an EVH Grade 7 on a permanent basis
- The need for the service and current impact on our tenants and our housing team.
- The temporary Housing Manager provided Committee with an update on the option of delivering this service via GEMAP over two days on-site and the costs involved.

The Management Committee raised the comments or questions on the Welfare Rights Services

- Committee discussed the costs of each of the options available to them and the service that would be provided to tenants under each option
- There was some discussion around the merits of the welfare rights service being provided via ERA or GEMAP against the benefits of direct recruitment at grade 7 via EHP
- Some consideration was also given to the disadvantages of direct employment however Committee agreed to appoint a part time welfare rights officer at Grade 7
- Committee agreed that the welfare rights service was required as a matter of urgency for our tenants in light of the economic climate

Committee agreed to appoint an in-house WRO due to costs and for more control over the service. The Committee further agreed to engagement with GEMAP in the event the Co-operative was unable to recruit an in-house WRO.

15. E.R.A. WIDER ROLE GRANT

The Interim Director presented his report on the wider role grant to Easthall Residents Association and covered the following:

- The Committee approved a budget of £25,000 for wider role services by ERA to our tenants and their families;
- ERA have submitted a proposal for wider role services in 2022-23, which includes:
 - Homework club
 - Youth club
 - Access to the My Life, My Choices programme for residents of Easthall / Kildermorie
 - A contribution towards the Annual Xmas Fayre
- The monitoring arrangements through quarterly progress report by ERA.

After consideration, Management Committee approved the proposed wider role services by Easthall Residents Association associated with the grant award by the Co-operative.

P. Waddell, J. Gracey re-joined the meeting. P. Waddell chaired the meeting

7. REPORT ON MEMBERSHIP

The Governance & Business Improvement Manager presented the report and sought Committee approval for the memberships issued and cancelled.

- New Shares – Member Numbers 1461,1462,1463
- Cancelled Shares – Member Number 546, 1197, 1247, 1389, 1451.

The Committee approved the report.

8. HEALTH & SAFETY PROGRESS REPORT – JUNE 2022

The Governance & BI Manager presented her quarterly report on Health & Safety and covered the following:

- Overall, significant progress has been achieved against the action plan with most action points complete within target timescales. Unfortunately, the H&S audit did not go ahead in July as planned due to staff absence however Committee can be assured that it is booked for September.
- Some of the key achievements highlighted by the Governance and BI Manager in the action plan included:
 - The review and update of the Control Manual

- Staff training in various H&S courses
- Completion of fire evacuation drill in June – everyone safely evacuated and accounted for in 2mins 25 seconds
- Fire Safety Risk Assessment carried out in May
- The Governance and BI Manager the key findings from Fire Risk Assessment, noting there were a number of positives in the risk assessment, and that *the management of fire safety was generally satisfactory with satisfactory records being maintained and retained*
- Whilst the overall fire risk level in the building was assessed to be Moderate, Committee was assured if all the recommendations from the risk assessment were actioned, the fire risk level would be low
- Committee was assured that of most the nine recommendations have already been actioned
- The Server room was seen to be the single biggest fire risk area due to the amount of paper sitting next to electrical equipment. Significant progress had been made with clearing out paper and other combustible material from this room however work will continue over the next two months to complete. The Committee was further assured that the maintenance manager was exploring the possibility of installing a fire suppressant system in the server room to further manage the risk of fire in this area.

The Management Committee raised the comments or questions on the Health & safety Report

- Committee expressed some disappointment that server room risk had not been reduced since the last fire risk assessment. Committee were assured progress had been made since the current risk assessment was received and that efforts will continue to reduce the risk level in this area.
- Another Committee member noted that the fire doors in place would contain the fire for up to an hour in any case and with an evacuation recently achieved in under 3 minutes, the risk posed to staff is limited.

The Committee noted the content of the report.

9. OPERATIONAL PLAN 2022-23 – PROGRESS TO JUNE 2022

The Interim Director presented his report on progress against the Operational Plan 2022-23 to June 2022 and outlined the following:

- There has been excellent progress against the work programme as outlined in appendix 1, specifically in policy development, tendering of contracts on the procurement schedule,
- Good progress in key areas of the performance scheduled (appendix 2), which were void management, gas servicing, cash position and our employability work.
- There are a few areas of slippage, which are being progress i.e. review of staffing policies, development of the website, housing management tasks due to the vacant post.

The Management Committee noted progress against the Operational Plan 2022-23 to June 2022 and achievement against the strategic objectives and vision of the Business Plan 2021-24.

10. STRATEGIC OPTIONS APPRAISAL – ACTION / IMPROVEMENT PLAN

The Interim Director presented his report to develop an action / improvement plan for the recommendations in the Strategic Options Appraisal report. He referred Committee to:

- Draft action / improvement plan at appendix 1 for key recommendations. He asked Committee to consider a timescale for the review of mutual status, as well as actions and timescales to attend to other recommendations.
- The letter from the Regulations Manager on our Engagement Plan following the outcome of the Strategic Options Appraisal, which covered the background to their engagement, recent progress, recommendations from the SOA, succession planning to recruit a senior officer, and continuing assurance to attend to governance matters.

The Management Committee discussed and raised the following comments or questions on the Operational Plan:

- There was some discussion around when the last tenant satisfaction survey was (March 2019 for full survey and a Covid survey in 2020), and Committee was assured that this is planned to be complete by the end of March 2023, with procurement in November 2022.
- Committee members discussed the Regulator's continued involvement in light of the outcome of the options appraisal. The interim Director assured Committee that this would be expected given that the organisation has still to conclude on key milestones such as appointment of director and staff structure review.
- On the matter of the organisation's fully mutual status, there was discussion around the implications and benefits of potentially becoming a Housing Association instead of a Co-operative. Committee discussed the timescales for the review of the organisation's status and agreed that TC Young could potentially commence a review in November

The Committee noted the content of the report and approved the action / improvement plan of recommendations from the Strategic Options Appraisal report by Arneil Johnston

11. STAFFING POLICIES

The Governance & Business Improvement Manager presented the draft policies for: **Flexi Time, Overtime, Toil and Annual Leave, and Homeworking** and outlined the following:

- A version of these policies was last approved in August 2019 and now due to review. The Governance and BI Manager pointed out that the essence of the policies remained much the same as before, however they had been improved to ensure fairness and consistency for all staff and also to ensure a quality service is maintained for customers.
- Some of the key changes highlighted from each draft policy were:
 - The Flexi-time policy limits the number of hours that can be carried over to the next month to 14 hours from 21 hours, noting that no staff member had accrued more than 14 hours therefore none would be disadvantaged
 - Flexi time can be taken as flexi leave of half days or full days, and this is limited to two days flexi leave per month

- TOIL will generally apply to staff attending evening /weekend meetings - there is a maximum of 14 hours carry over for TOIL
 - The annual leave policy permits staff to carry over up to one week's annual leave to the next year, with prior agreement with their manager
 - The Homeworking policy builds on EVHs standard policy by setting out parameters for home working. Homeworking will generally be limited to two days per month with prior arrangement with the manager based on the needs of the business and service. The Co-operative will not pay any domestic running costs or allowances with homeworking.
- The Governance and BI Manager assured committee that staff were consulted on the draft policies and were given a three-week period to respond. There were no significant comments or questions – staff were generally in agreement with the changes.

The following points were raised by Committee:

- A Committee member asked if there was a restriction in the policy around taking flex-time if not accrued. It was confirmed that section 5 in the draft policy covered this and that flexi-time had to be accrued before it can be used. It was highlighted that the draft policies had built in a level of control and set parameters so that there was clarity for all staff and consistency.
- Another Committee member asked if the five days carry over for annual leave had always been there, and it was pointed out that it had been and was part of the EVH T&Cs for staff.
- It was suggested by one Committee member that such staff policies did not need to be presented to Committee for approval as they were seen to be operational matters and that managers should consider dealing with them as such. The Interim Director will consider this within the impending review of the Standing Orders and delegated authority arrangements.

On consideration of the draft policies Committee's decision was to approve all four policies.

12. REPORT ON AGM

The Interim Director presented a report on the AGM:

- He confirmed that the members standing for re-election were:
 - Mary Davidson; Joe Gracey and David Barnes
- Arrangements for nominations to the Management Committee, which were to be submitted by 5 September 2022 and these would be circulated to them with their eligibility prior to the AGM
- Appointment of the Auditor, where it is proposed that, 'Alexander Sloans be re-appointed for the 2022-23 audit, although the contract is tendered in the year for a decision by members at the AGM in September 2023
- 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

The Management Committee raised the following comments or questions on the AGM.

- a) A member asked if another Committee Member's leave of absence affected their re-election to Committee, it was confirmed that this was not the case.
- b) On a question about whether any nominations for Committee had been received. It was advised that none had been received so far. The deadline is 5th September and Committee would receive notification by email if any were received for consideration
- c) A member asked about the appointment of Alexander Sloans and it was clarified that it was for the members to approve the re-appointment of Sloans for 2022-23 and that the Committee are being asked for the recommendation to members to re-appoint, with a tender process carried out next year.
- d) Another member raised some concerns with Sloans in the last year. The interim Director clarified that the payroll service from Sloans was quite separate from the audit side and that the payroll contract was not related to the external audit contract.

The Committee noted the content of the report and decided on the following:

- To agree to a recommendation to the members at the AGM to re-appoint Alexander Sloans as the external auditor for 2022-23 and to tender the external audit contract in the year;
- They agreed to the draft agenda for the Management Committee meeting on 12 September 2022 (post AGM)

13. SECRETARY'S REPORT

The Governance & Business Improvement Manager in her role Secretary presented her report on compliance with Rules 58-63 in the management of minutes, seal, registers and books throughout the year. She noted that there has been some slippage with the signing of approved minutes since hybrid meetings were in place but assured Committee that all approved minutes had been signed since April.

The Committee noted the content of the report.

14. FESTIVE CLOSURE OF OFFICE

The Governance & Business Improvement Manager presented her report on the proposed arrangements to close the office between Xmas / New Year in 2022-23 and the following two years 2023-2025

The Governance & Business Improvement Manager outlined the following:

- The previous arrangements for office closure during festive period
- Public holiday arrangements
- Arrangements for emergency repairs and services through our contractors and senior staff call-out arrangements.

A Committee member asked what would happen if a staff member was opposed to the closure on grounds of their beliefs. The Governance and BI Manager assured Committee that staff had

been consulted on this prior to Committee approval and staff were happy to use their leave for the two-week closure and looked forward to the break.

The Management Committee considered the content of the report and approved the proposals for office closure during the festive period in 2022 and the following two years.

16. DUTY TO CO-OPERATE

The Interim Director presented a report on the Co-operative's 'duty to co-operate' with Responsible Authorities in MAPPA in the management of offenders.

The interim Director advised the Committee there were 2 parts to the report:

- The duty to co-operate to manage the risk of offenders on key stakeholders, where we would share information with the Responsible Authorities and others;
- The allocation of accommodation to offenders and it is proposed this is deferred until we have a greater understanding of the process, management arrangements and our administration system through the Common Housing Register,

There was a lengthy discussion around this report and Management Committee raised the following comments or questions on the report on the Duty to Co-operate.

- a) The Committee agreed that as part of their duty of care to Easthall Park's people (tenants, residents, staff, contractors etc), it was important that the Co-operative worked with MAPPA. There was consensus that we could only protect our people better through working with MAPPA.
- b) There was discussion around the process, admin and management arrangements. Committee were advised that two nominated persons within the organisation would have access to information about offenders and that relevant agencies would have the responsibility to manage and monitor. We would work alongside the agencies to protect our tenants and people

The Committee noted the Co-operative's obligations as a Registered Social Landlord to co-operate and work with Responsible Authorities in Multi Agency Public Protection Arrangements (M.A.P.P.A) in the National Accommodation Strategy for Sex Offenders (N.A.S.S.O).

17. CORRESPONDENCE

- i) SHR – Annual Assurance Statement

The Interim Director referred to a letter from the SHR on the Annual Assurance Statement, which covered:

- Updated guidance following the Covid period
- The need to identify any remaining non-compliance due to the pandemic
- The collection of equalities and the need to assure the SHR we have or are in the process of collecting equalities information and adopting a human rights approach in our work

- Information on the updated toolkit for self-assurance

The Interim Director gave the Committee an update on progress of the Annual Assurance Statement, which will be reported to them on 26 October 2022

It was agreed there would be a meeting of the Management Committee on 10 October 2022, specifically on the Annual Assurance Statement. This would allow Committee to assess the evidence bank and inform the Assurance Statement.

A Committee member asked about progress with the EICR programme and was assured that the previous backlog in in the programme had been cleared.

19. A.O.C.B

a) Policies

The Interim Director advised the Committee there are a number of policies subject to review across the organisation and he proposed these be attended to through electronic business, as opposed to during Committee meetings. He proposed the following timeline:

- | | | |
|---|---|------------------|
| • Draft Policies issued to the MC | - | 7 October 2022 |
| • Committee Response | - | 11 November 2022 |
| • Collective Senior Staff response to questions | - | 18 November 2022 |
| • Decision by the Committee | - | 25 November 2022 |

Committee agreed to attend to these policies electronically as proposed.

b) Business Planning Day

The Interim Director advised the Committee that a Business Planning Day required to be held in October to commence the process to re-set the Business Plan. He proposed Friday 28 October 2022 in a city centre venue for all staff / committee

K. Mollins, A. Ali and J. Meechan left the meeting

18. CONFIDENTIAL BUSINESS

The Committee attended to confidential business

20. DATE OF NEXT COMMITTEE MEETING

- Management Committee - Monday 12 September 2022 at 7.00p.m. to be held in the Committee room in the Co-operative's office
- Wednesday 28 September 2022 at 6.30p.m. to be held in the Committee room in the Co-operative's office