

Please note – these Minutes have been edited to remove any commercially sensitive or confidential discussions

ITEM 2

MELVILLE HOUSING ASSOCIATION LIMITED

Minute of the Board Meeting held on
Wednesday 3 October 2018
at 5.30pm in Board Room, Corn Exchange, Dalkeith

PRESENT: Caron Quinn
Donna Bogdanovic
Paul Cameron
Bob Jack
Emily Kasiera
Clare Marshall
Barbara Shearer
Bill Takhar

IN ATTENDANCE: Andrew Noble, Chief Executive
Morag MacDonald, Chief Operating Officer
Sean Dickson, Housing Services Manager (Minute)

C QUINN IN THE CHAIR

Election of Officer Bearers

Action Required

The Chief Executive welcomed all to meeting and advised that as this was the first meeting following the Annual General Meeting members needed to elect office bearers.

The Chief Executive outlined the current position and asked for proposals.

Chair: Caron Quinn– proposed by Clare Marshall seconded by Bill Takhar. Caron duly elected.

Vice Chair: David Bond – proposed by Paul Cameron seconded by a Bill Takhar. David duly elected.

Secretary: Secretary - proposed by Emily Kasiera

	seconded by Care Marshall. Barbara duly elected.	Action Required
	The Chief Executive then handed the meeting over to the Chair.	Note
1a.	CHAIR'S OPENING REMARKS	
	The Chair thanked everyone and welcomed all.	Note
1b.	DECLARATIONS OF ANY OTHER BUSINESS	
	<u>Noted</u> that there were various items of other business to be taken at the end of the meeting.	Note
1c.	DECLARATIONS OF INTEREST	
	<u>Noted</u> that the Chief Executive and the Chief Operating Officer declared that they sit on the Board of Directors for Ironmills Developments Ltd. The Secretary is a member of the Tenants' Representative Panel.	
	APOLOGIES	
1d.	Apologies were received from Sean Gillespie, David Bond, Glen Alexander, Andrew Dougherty and Mary Monteith	
2.	MINUTES OF PREVIOUS BOARD MEETING 08 AUGUST 2018 AND MATTERS ARISING	
2.1	<u>Noted</u> that Barbara led the Members through the Minutes of the above meeting. These minutes were <u>approved</u> by Donna Bogdanovic and <u>seconded</u> by Clare Marshall	Approve
	Matters Arising	
2.2	<u>Noted</u> that the Chief Executive will follow up and send info regarding Ironmills.	Chief Ex to action

3. GOVERNANCE REPORT

**Action
Required
Note**

3.1 **Noted** that the Chair highlighted the following from this report:

- Explained about regulatory code of governance. They pointed out that all Board members will be required to sign.
- Regulatory framework review – Draft framework will be out October 2018. It may be simpler than current one, but there will be a number of key changes. We will know more for Away Day and will cover during this. The Chair noted that we will be required to publish an annual assurance statement.
- There were no notifiable events and we currently have no complaints with SPSO.
- Code of Conduct has been circulated and those Board members present signed annual declaration.
- Board membership – the Chief Executive and the Vice-Chair have met 4 potential new Board members. There may be one other. There will be a session on recruitment and succession planning at away day. Board should read SFHA guidance on this.
- 4 Board members attended recent SFHA Governance Conference. Positive feedback was received from those Board members who attended. The Chair advised SFHA Finance Conference would be worthwhile attending.
- Board away day is 26 and 27 October at Barony. A facilitator has been appointed.
- Lots of positive feedback received from AGM. Members were asked to think about

**Chief Ex to
Action**

	improvements, if any, moving forward.	Action Required
	<ul style="list-style-type: none"> ▪ Events – Kevin Stewart, MSP visited Cala Development on 13 September. ▪ Staff – A Housing Officer recently celebrated 25 years service to organisation. The Chief Executive spoke about long service gifts and asked Board to consider re-instating. Board agreed this. ▪ The Chair advised Sleep in the park will take place 8 December and that it would be good to have a team. 	
	<ul style="list-style-type: none"> ▪ Board approved the cancellation of Association membership for a member who has moved house with no forwarding address. 	Approve
	<ul style="list-style-type: none"> ▪ A Member asked if any specific skill set was required for Board members recruitment. The Chair advised that this will be looked at and assessed at Board away day. 	Follow up at Away Day
3.2	The Board noted the contents of this report.	Note
	<i>Members agreed that Items 5, 6 and 7 could be brought forward to allow the Chief Operating Officer to leave the meeting early.</i>	
5.	VARIOUS BANK MINUTES	
5.1	Noted that the Chief Operating Officer explained that this report asked members to ratify decisions taken by members when they were emailed on 23 August regarding set up of online banking services with Clydesdale and to set up a third party client account for Ironmills.	Note
5.2	Noted that this authority was formally ratified in a Board meeting on 3 October 2018 where it was resolved that the Chief Operating Officer and the Finance and Corporate Services Manager are authorised to:	Note

	<ul style="list-style-type: none"> ▪ Complete and sign the Royal Bank of Scotland plc's Bankline Third Party Mandate ▪ Instruct the Bank to disclose information relating to its Accounts to Melville Housing Association and authorise the Chief Operating Officer and the Finance and Corporate Services Manager on behalf of Melville to give instructions (including payment instructions) in relation to Accounts ▪ Accept the Bankline terms 	Action Required
5.3	The Board noted the contents of this Report.	Note
6.	IRONMILLS DEED OF COVENANT	
6.1	Noted that the Chief Operating Officer advised IDL Deed of Covenant needs formalising and the Board need to agree the Deed of Covenant and that they are happy for the Chair to sign.	Note
	The Board noted the contents of this report and approved the Deed of Covenant for signing by the Chair.	Note Approve
7.	REVISION TO FINANCE POLICIES	
7.1	Noted that the Chief Operating Officer explained that FIN002 Treasury Management Policy – Treasury Code has been updated in line with revised guidance and reviewed by our Treasury specialists.	Note
7.2	Noted that it was highlighted that the Board need to be satisfied that sufficient controls are in place.	Note
7.3	Noted that GOV10 and GOV11 are now combined into one document to improve clarity and ease of reference.	Note
7.4	Noted that the Chair advised that she had reviewed in some detail and these policies are in line with sector best practice	Note
7.5	The Board noted the contents of this report and approved the revised policies FIN 002 and GOV 011	Note Approve

The Chief Operating Officer left the meeting at this point **Action Required**

4. NEWBYRES REMEDIATION TESTING UPDATE

4.1 **Noted** that the Chief Executive told the meeting that we were now in test phase, phase 3 and that we would leave this for a few weeks. **Note**

4.2 **Noted** that the proposal in place with BRE is – continue running or to test with less fans running. It was pointed out that if we continue running, this will increase data collection. **Note**

4.3 **Noted** that Extract mode has produced the most positive results. **Note**

4.4 **Noted** that the Chief Executive and the Property Manager attended the last IMT meeting recently. The Chief Executive explained that they will now write report. He noted that this won't endorse our research but will provide info that others may be able to piggy back on. **Note**

4.5 **Noted** that it was highlighted that Energy costs of running fans is very low. **Note**

4.6 **Noted** that there was a discussion about reports on equipment – the Chair advised that there are a number of varying reports. **Note**

4.7 **Noted** that a Member asked if the pumps/fans run all day every day – the Chief Executive advised that they did. **Note**

4.8 The Board **noted** the contents of this Report. **Note**

8. REGISTERS

8.1 **Noted** that the Board were advised that there had been no entries in any of the Registers since they were last presented to the Board. **Note**

		Action Required Note
8.2	<u>Noted</u> that all Registers were available for review and were signed by the Secretary at the end of the meeting.	
9.	ANY OTHER COMPETENT BUSINESS	
	Job Evaluation	
9.1	<u>Noted</u> Para 9.1 – Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive	Note
9.2	Board Away Day	
	<u>Noted</u> that a Member asked if everyone would be attending the Board Away Day – there will be one member not in attendance.	Note
9.3	Award	
	<u>Noted</u> that the Chair told the meeting that one of the Members had recently received an award and handed over to the Member to explain	Note
	<ul style="list-style-type: none"> ▪ The Member advised that she had received an award for 40 years service to the NHS. ▪ They were congratulated by all and the Chief Executive advised that we would send the Communications Officer out to take some pictures and prepare an article for our Newsletter. 	Chief Ex to action
10.	DATE OF NEXT MEETING	
10.1	<u>Noted</u> that the next scheduled meeting of the Board is Wednesday 21 November 2018 at 5.30pm, but the PA will contact members to rearrange this to allow the Consultant to present her proposals regarding the Job Evaluation exercise.	Note