

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 20 June 2018  
at 5.30pm in Board Room, Corn Exchange, Dalkeith

**PRESENT:** Caron Quinn, Chair  
Glen Alexander (via telephone)  
Donna Bogdanovic  
Paul Cameron  
Andrew Dougherty  
Sean Gillespie  
Bob Jack  
Clare Marshall  
Allan Murphy  
Barbara Shearer  
Bill Takhar

**IN ATTENDANCE:** Andrew Noble, Chief Executive  
Morag MacDonald, Chief Operating Officer (Minute)

#### C QUINN IN THE CHAIR

**1a. CHAIR'S OPENING REMARKS**

The Chair welcomed all to the meeting.

**Action  
Required  
Note**

**1b. DECLARATIONS OF ANY OTHER BUSINESS**

**Noted** that there were various items of other business to be taken at the end of the meeting.

**1c. DECLARATIONS OF INTEREST**

**Noted** that the Chief Executive and the Chief Operating Officer declared that they sit on the Board of Directors for Ironmills Developments Ltd. One member sits on the Tenants' Representative Panel.

**Note**

|            | <b>APOLOGIES</b>   | <b>Action Required</b> |
|------------|--|------------------------|
| <b>1d.</b> | Apologies were received from David Bond, Emily Kasiera and Mary Monteith   | <b>Note</b>            |
| <b>2.</b>  | <b>MINUTES OF PREVIOUS BOARD MEETING 23 MAY 2018 AND MATTERS ARISING</b>   |                        |
| <b>2.1</b> | <b>Noted</b> that the minutes were <b>approved</b> by Paul Cameron and <b>seconded</b> by Clare Marshall   | <b>Approve</b>         |
|            | <b>Matters Arising</b>   |                        |
| <b>2.2</b> | <b>Noted</b> that that there were no matters arising from this minute.   | <b>Note</b>            |
| <b>3.</b>  | <b>GOVERNANCE REPORT</b>   |                        |
| <b>3.1</b> | <b>Noted</b> that the Chair highlighted the following from this report: <ul style="list-style-type: none"> <li>▪ SHR – Annual Risk Assessment – Still low level of engagement with us from Regulator.</li> <li>▪ SHR – ARC return submitted on time.</li> <li>▪ SHR - We have no Notifiable Events.</li> <li>▪ No complaints under investigation with SPSO</li> <li>▪ Board – a member has a new job and has submitted his resignation from the Board. We have accepted their resignation. The Chair and the Chief Executive have passed on their thanks for his contribution to the Board. Noted that we will require a new chair for the Audit Committee.</li> <li>▪ Board – consideration will be given to future Board recruitment – Vice-Chair assisting with this.</li> <li>▪ Board Training – Two members gave very positive feedback on the recent SFHA Annual Conference</li> </ul> | <b>Note</b>            |

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|            | <p>and highlighted the main themes of the conference, including the importance of housing for wellbeing and health. Both noted the networking opportunities and recommended this conference to other Board members. Members then had a general discussion on the development of digital communication and interaction with tenants versus personal contact on the back of a member's feedback.</p>  | <p><b>Action<br/>Required</b></p> |
|            | <ul style="list-style-type: none"> <li>▪ Board Training – Members were reminded that the PA is the point of contact if anyone wants to attend a training event.</li> <br/> <li>▪ Board Attendance – slightly below target and lower than last year to date. Use of digital means such as Skype or conference calls to join meetings were highlighted.</li> <br/> <li>▪ Before and after photographs of void property visited during stock tour were shown.</li> <br/> <li>▪ SFHA Board election – the Chair highlighted and urged members to consider becoming involved in the SFHA Board.</li> </ul> |                                   |
| <p>3.2</p> | <p><b><u>Noted</u></b> that a brief update on GDPR and document retention policy was given and members were advised the policy had been reviewed by our solicitors. A member acknowledged that his organisation had a very similar policy.</p>  | <p><b>Note</b></p>                |
| <p>3.3</p> | <p>The Board <b>noted</b> the contents of this report and <b>approved</b> the Document Retention policy.</p>  | <p><b>Note<br/>Approve</b></p>    |
| <p>4.</p>  | <p><b>FIVE YEAR FINANCIAL PROJECTIONS 2018-2023</b></p>   |                                   |
| <p>4.1</p> | <p><b><u>Noted</u></b> that the Chief Operating Officer explained that that this is an annual return to be submitted to the Regulator by 30 June 2018. The information is generated from our 30 year plans which are updated 3 times per annum: at budget, for this return and at our</p>   | <p><b>Note</b></p>                |

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|     | re-forecast in October. It was explained that the underlying assumptions, as presented to the Board in January, had not changed. The plans had been rolled forward by 1 year and development details updated. The Chief Operating Officer highlighted one change to the Return since the Board pack was published – stock units owned and stock units managed should match.   | <b>Action Required</b> |
| 4.2 | The Board <b>noted</b> this and the contents of the report and <b>approved</b> the submission to the Regulator.   | <b>Note Approve</b>    |
| 5.  | <b>TREASURY REPORT FOR THE YEAR ENDING 31 MARCH 2018</b>  |                        |
| 5.1 | <b><u>Noted</u></b> that the Chief Operating Officer outlined the 4 key sections of the Treasury Report: <ul style="list-style-type: none"> <li>▪ how we have complied with our Treasury policy,</li> <li>▪ how we have complied with our loan conditions</li> <li>▪ information on ISDA agreements</li> <li>▪ the Loan Portfolio Return (the LPR) which had to be authorised for submission to the Regulator.</li> </ul> | <b>Note</b>            |
| 5.2 | <b><u>Noted</u></b> that the Chief Operating Officer advised that the LPR format attached at Appendix 2 was a regulatory report that the Regulator was consulting with us and others, on how to improve the presentation of this information. One member commented that he had reviewed the information in detail and was satisfied with the content.   | <b>Note</b>            |
| 5.3 | The Board <b>noted</b> the contents of this report and certified and <b>approved</b> the Return for submission to the Regulator.  | <b>Note Approve</b>    |
| 6.  | <b>ANNUAL COMMUNICATIONS REPORT 2017/2018</b>   |                        |
| 6.1 | <b><u>Noted</u></b> that the Chief Operating Officer summarised this positive report.   | <b>Note</b>            |
| 6.2 | <b><u>Noted</u></b> that a member commented on the highest number of hits on Facebook being for an article on   | <b>Note</b>            |

|           |   |                        |
|-----------|---|------------------------|
|           | bogus workmen. They asked if the article could be refreshed to keep it at the top of the Facebook page as this was obviously important for tenants.   | <b>Action Required</b> |
| 6.3       | <b>Noted</b> that the Board asked that their thanks be passed on to the staff for their excellent efforts in fundraising.   | <b>Note</b>            |
| 6.4       | <b>Noted</b> that it was suggested that the garden competition would be better moved forward as gardens looked better earlier in the summer.  | <b>Note</b>            |
| 6.5       | The Board <b>noted</b> the contents of this report.   | <b>Note</b>            |
| <b>7.</b> | <b>NEWBYRES UPDATE</b>  |                        |
| 7.1       | <b>Noted</b> that the Chief Executive highlighted main points of this report and explained: <ul style="list-style-type: none"> <li>▪ that we were on track with our plan of action.</li> <li>▪ that there was a need to test the measures in different weather and atmospheric conditions.</li> <li>▪ Unlikely to have meaningful information for August meeting but will report back early in Autumn.</li> </ul> | <b>Note</b>            |
| 7.2       | <b>Noted</b> that a member queried whether staff physically needed to be there to do the testing in different conditions. The Chief Executive explained that the monitoring equipment is monitored remotely by BRE and staff intervention would only be required if the equipment needed to be re-set. We may also use weather forecasts to ensure testing is completed across a range of conditions.             | <b>Note</b>            |
| 7.3       | <b>Noted</b> that a member queried the floor construction in these properties – it was advised that it’s concrete slab.   | <b>Note</b>            |
| 7.4       | The Board <b>noted</b> the contents of this report.   | <b>Note</b>            |
| <b>8.</b> | <b>ELECTRONIC BOARDPACKS</b>  |                        |
| 8.1       | <b>Noted</b> that it was agreed that this item would be taken   | <b>Note</b>            |

at the end of the meeting.

**Action  
Required**

**9. REGISTERS**

9.1 **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**

9.2 **Noted** that all Registers were available for review and were signed by the Secretary at the end of the meeting.

**Note**

**10. ANY OTHER COMPETENT BUSINESS**

**Elizabeth Smith**

10.1 **Noted** that members were advised that Elizabeth Smith, who served as a tenant Board Member from 2006-2014, had recently passed away. The Chief Executive explained that Elizabeth was laterally a Midlothian Council tenant, but had stayed on the Board and remained committed to Melville. The Chief Executive and the Property Services Manager would represent Melville at the funeral.

**Note**

**Bank Mandate**

10.2 **Noted** that the Chief Operating Officer explained that approval was being sought to vary our bank mandate to add the Chair as a signatory. Members **approved** the addition of the Chair as a signatory as noted below.

**Approve**

**Resolution**

It was resolved that a banking relationship will be maintained with The Royal Bank of Scotland plc (the bank) in accordance with the existing mandate and that the authorised signatories in the current mandate, for all of Melville's existing and future accounts with the bank, will be changed to include the Chair, Chair of Melville Board, and the current mandate will continue as amended.

**Approve**

|            |   |                                     |
|------------|---|-------------------------------------|
| 10.3       | <b>Make a Stand</b>   | <b>Action<br/>Required<br/>Note</b> |
|            | <p><b><u>Noted</u></b> that the Chief Executive explained that we had signed up to Make a Stand against domestic violence. The Chair asked about the practical implications of this. The Chief Executive advised that we would provide staff training to raise awareness and highlighted our work with Women’s Aid. He noted that the Property Services Manager, would “Champion” this.</p> |                                     |
| 10.4       | <p><b><u>Noted</u></b> that a member supported the sign up to the pledge but highlighted some inconsistency with practice between RSLs and Councils.</p> <p><i>The member participating via Conference Call left the meeting at this point.</i></p> <p><i>As previously agreed, Item 8 was taken at this point</i></p>  | <b>Note</b>                         |
| <b>8.</b>  | <b>ELECTRONIC BOARD PAPERS</b>  |                                     |
|            | <p><b><u>Noted</u></b> that members were given their iPads and the Chief Executive presented an overview of VBR App. Members were then given the opportunity to review and annotate a published Boardpack.</p>  | <b>Note</b>                         |
| <b>11.</b> | <b>DATE OF NEXT MEETING</b>   |                                     |
| 11.1       | <p><b><u>Noted</u></b> that the next scheduled meeting of the Board is Wednesday 8 August 2018 at 5.30pm.</p>   | <b>Note</b>                         |