

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 7 August 2019
at 6.00pm in Board Room, Corn Exchange, Dalkeith

PRESENT: David Bond
Glen Alexander
Donna Bogdanovic
Andrew Dougherty
Bob Jack
Clare Marshall
Barbara Shearer
Bill Takhar

IN ATTENDANCE: Andrew Noble, Chief Executive
Morag MacDonald, Chief Operating Officer
Neil Edgar, Development Manager (Item 3)
Mary Monteith, PA to Chief Executive (Minute)

D BOND IN THE CHAIR

1a. CHAIR'S OPENING REMARKS

**Action
Required**

In the absence of the Chair, the Vice-Chair welcomed all to the meeting, and advised that the Development Manager was in attendance for Item 3 on the Agenda.

Members were then advised that the Chief Operating Officer would leave the meeting after Item 10.

DECLARATIONS OF ANY OTHER BUSINESS

1b. Noted that there was no other business to be taken at the end of the meeting.

Noted

1c.	DECLARATIONS OF INTEREST	Action Required Note
	<p><u>Noted</u> that the Chief Executive and Chief Operating Officer declared that they sit on the Board of Directors for Ironmills Developments Ltd. The Secretary of the Board serves as a Tenant Representative.</p>	
1d.	APOLOGIES	Note
	<p>Apologies were received from Caron Quinn, Sean Gillespie, Paul Cameron and Emily Kasiera</p>	
2.	MINUTES OF PREVIOUS BOARD MEETING 19 JUNE 2019 AND MATTERS ARISING	
2.1	<p><u>Noted</u> that the Board agreed that these were a true and accurate minute of the meeting held on 19 June 2019. The minutes were <u>approved</u> by Clare Marshall and <u>seconded</u> by Barbara Shearer.</p> <p>Matters Arising</p>	Approve
2.2	<p><u>Noted</u> that there were no matters arising.</p>	Note
3.	DEVELOPMENT REPORT – PENTLAND GREEN BILSTON	
3.1	<p>Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive</p> <p><i>The Development Manager left the meeting at this point</i></p>	
4.	GOVERNANCE REPORT	
4.1	<p><u>Noted</u> that in the absence of the Chair, the Chief Executive highlighted the following:</p> <p>Regulatory Code of Governance/Notifiable Events – Small changes were made to these documents and the latest versions were available to members in the VBR Library.</p>	Note

Association Membership – Members agreed to the cancellation of one Association Membership: **Action Required**

Annual General Meeting – Members were reminded that this meeting takes place on Wednesday 11 September from 4.30pm. The four Members standing down by rotation but eligible for re-election this year are:

- David Bond
- Clare Marshall
- Bob Jack
- Sean Gillespie

All have indicated that they will be seeking re-election.

Post Meeting Note: Bob Jack advised after the meeting that as he has a new job, he has decided that he will stand down at the AGM and will not seek re-election.

4.2 The Board **noted** the contents of this Report **Note**

5. SECRETARY'S REPORT – RULE 68

5.1 **Noted** that Members were advised that this report is presented at the last Board Meeting prior to the AGM. It was confirmed that as per Rule 68 we have complied with the rules relating to Minutes, Seal, and Registers. **Note**

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

6. ANNUAL REPORT OF THE AUDIT COMMITTEE

6.1 **Noted** that it was highlighted to Members that this report outlines the activities undertaken by the Audit Committee in respect of the financial year to 31 March 2019. It was noted that this Committee has delegated authority to monitor Melville's internal controls, risk management processes and audit functions. The Audit Committee Remit was included in the Report for review. **Note**

6.2 **Noted** that Members agreed that this Report gave the required information and assurances to allow the Board to **Noted**

	approve the Internal Control statement in the annual accounts.	Action Required Note
6.3	The Board noted the contents of this report.	
7.	EXTERNAL AUDIT, ANNUAL REPORT AND ANNUAL ACCOUNTS	
7.1	Noted that the Chief Operating Officer explained that no fundamental changes were made to the annual accounts as a result of the audit and that the draft accounts which were circulated to the Board in May 2018 were unchanged and that the final financial results as presented to the Board in May were likewise unchanged.	Note
7.2	Noted that Members were also advised that Chiene + Tait were in attendance at the Audit Committee Meeting on 29 July and went through the report in detail with Members. The Audit Committee Members also met with the Auditor in private.	Note
7.3	Noted that the Audit Committee recommended that the accounts and the Letter of Representation be approved and signed by the Board at this meeting.	Note
7.4	The Board noted the contents of this Report, approved the accounts, nominated and authorised the signing of the Letter of Representation and the accounts by the relevant Board members and submission of the accounts and annual return to the Scottish Housing Regulator.	Note/ Approve
8.	MANAGEMENT ACCOUNTS TO 30 JUNE 2019	
8.1	Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive	
9.	BAD DEBT AND CREDIT WRITE-OFFS	
9.1	Noted that the Chief Operating Officer advised that all of the debts being written off (£6,191) had been previously provided for within the management accounts.	Note

		Action Required
9.2	<u>Noted</u> that the Members acknowledged the reasons for writing these sums off and approved their write-off.	Note
10.	MINUTES OF AUDIT COMMITTEE OF 11 MARCH 2019	
10.1	<u>Noted</u> that members were advised that these minutes were approved at the Audit Committee held on 29 July 2019 and were circulated to the Board for information.	Noted
	<i>The Chief Operating Officer left the meeting at this point.</i>	
11.	ANNUAL ASSURANCE STATEMENT	
11.1	<u>Noted</u> that the Chief Executive advised the Board that from October 2019 they will be required to submit an Annual Assurance Statement. He provided some background and highlighted the requirements on the Board to demonstrate compliance or areas of non-compliance for each of the seven standards. It was also noted that the SFHA recently published their Toolkit for this exercise and this has been published in VBR for members' information.	Noted
11.2	<u>Noted</u> that Members were advised that using the Scottish Housing Network (SHN) toolkit, the Chief Executive and his PA had gone through the Standards and as a starter had identified and listed documents (and created a database of the documents) which help provide assurance in line with the guidance published by SHN and the SFHA. They have also identified areas of where it was felt that we did not fully comply (based on a high level review).	Noted
11.3	<u>Noted</u> that the Chief Executive explained that whilst it was thought that we had sufficient evidence to provide the necessary assurance, this will be presented to Senior Staff to review. It will then be circulated to the Board and it will be over to Members to take ownership of this. Members will be asked to review the information and to let staff know if they feel that anything has been missed or did not provide assurance.	Note

		Action Required
11.4	<u>Noted</u> that it was pointed out that once Members were fully satisfied with the evidence an Assurance Statement would be prepared for submission to the Regulator.	Note
11.5	<u>Noted</u> that Members discussed the Statement and the Chief Executive was asked if there was a template for this. It was acknowledged that there were some general Statement templates available and this would be addressed in more detail when we were at this stage.	Note
11.6	<u>Noted</u> that a Member queried who would sign the Statement. It was explained that every Board Member needed to be satisfied with the evidence produced and this will then be presented to the Board for approval for the Chair to sign the Statement.	Note
11.7	<u>Noted</u> that the Chief Executive told the meeting that the work undertaken to date would be circulated to Members in the next few weeks following the staff review.	AN to action
11.8	<u>Noted</u> that it was suggested that following submission of the first statement, this be looked at again and feedback from Members on any changes they would like to make for the next Statement be taken into account. It was also noted that Internal Audit would review this exercise prior to next year's submission.	Note
12.	REGISTERS	
12.1	<u>Noted</u> that there was one entry in the Entitlements, Payments and Benefits Register.	Note
12.2	<u>Noted</u> that there no entries in any of the other Registers.	Note
12.3	<u>Noted</u> that all Registers were available for review and were signed by the Secretary at the end of the meeting.	Note
13.	ANY OTHER COMPETENT BUSINESS	
13.1	<u>Noted</u> that there was no other competent business.	Note

14. DATE OF NEXT MEETING

**Action
Required**

14.1 **Noted** that the next scheduled meeting of the Board is Wednesday 20 November at 6.00 pm.

Note

14.2 **Noted** that Members were reminded that the AGM takes place on Wednesday 11 September at the Corn Exchange with Registration and refreshments from 4.30pm.

Note