

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 17 March 2021
at 5.00 pm via Zoom Video Conference Call

PRESENT: Caron Quinn
Glen Alexander
David Bond
Donna Bogdanovic
Paul Cameron
Andrew Dougherty
Hailie Johnston
Clare Marshall
Christine Moore
Barbara Shearer
Lucy Stang
Bill Takhar

IN ATTENDANCE: John McMorrow, Chief Executive
Kirsten Dean, Head of Finance & Corporate Services
Neil Edgar, Development Manager
Mary Monteith, PA to Chief Executive (Minute)

C QUINN IN THE CHAIR

1a.	CHAIR'S OPENING REMARKS The Chair welcomed all to the meeting and explained that the Development Manager is in attendance for Item 4 and Head of Finance and Corporate Services for Items 7-9. One typo on the Agenda was highlighted – Item 9 Ironmills 10 year forecast refers to Morag – should in fact be Kirsten – apologies were given.	Action Required Note Note
1b.	DECLARATIONS OF ANY OTHER BUSINESS <u>Noted</u> that there was no other competent business to be raised.	Note

<p>1c.</p>	<p>DECLARATIONS OF INTEREST</p> <p>Noted that one Board Member sits on the tenants' Representative Panel. The Chair and Chief Executive declared an interest in Item 9 on the agenda. - QEF Benchmarking Membership.</p> <p>APOLOGIES</p>	<p>Action Required Note</p>
<p>1d.</p>	<p>There were no apologies.</p>	
<p>2.</p> <p>2.1</p>	<p>MINUTES OF PREVIOUS BOARD MEETING 27 JANUARY 2021</p> <p>Noted that the Chair invited the Chief Executive to lead on the minutes on behalf of the Secretary. Members agreed that these were a true and accurate minute of the meeting held on 27 January. The minutes were approved by Hailie Johnston and seconded by Clare Marshall.</p>	<p>Approve</p>
<p>3.</p> <p>3.1</p> <p>3.2</p> <p>3.3</p>	<p>MATTERS ARISING AND OUTSTANDING ISSUES</p> <p>Noted that the Chief Executive highlighted to members the list of completed outstanding issues that he was seeking approval to remove from the list.</p> <p>Noted that following agreement at the Ironmills Development Limited (IDL) meeting on 17 February, approval from the Board for the Chair and Chief Executive to join the Board of IDL was sought.</p> <p>The Board noted the contents of this report and approved the removal of the completed items from the Outstanding Issues list and the appointment of the Chair and Chief Executive to the IDL Board.</p>	<p>Note</p> <p>Note</p> <p>Note/ Approve</p>
<p>4.</p> <p>4.1</p>	<p>DEVELOPMENT UPDATE</p> <p>Limekilns</p> <p>Noted that the Development Manager gave a brief update on the Limekilns site, advising:</p>	<p>Note</p>

	<ul style="list-style-type: none"> ▪ He had attended a site progress meeting immediately prior to this meeting and that an Extension of Time submission for delays due to weather was requested. The contractor had asked for 3 weeks but we offered 1 week. ▪ Progress is good and the contractor is looking at increasing labour numbers on site. ▪ Our Clerk of Work is happy with quality of works to date. ▪ Scottish Government have confirmed they will review any request for additional funding for this project once we have exhausted any legal actions taken against the previous contractor. ▪ A virtual tour of the property will be arranged, and Members will be invited to view this. 	Action Required
	<p>Pinewood</p>	
4.2	Noted that we took handover of this co-joined property on Monday 15 March, but we are awaiting a Habitation Certificate to allow the tenant to move into the property. It was advised that this relates to approval of a soil verification report by a Council appointed external consultant.	Note
4.3	Noted that the tenant has viewed the property and is happy with it.	Note
4.4	Noted that remedial work required to neighbour's garden is underway.	Note
4.5	Noted that a virtual viewing for staff and Members has been circulated.	Note
	<p>Pentland Green, Bilston (Phase 1)</p>	
4.6	Noted that the Development Manager explained that we took handover of first 5 properties on 25 February with the next five due for handover on 25 March.	Note

4.7	<u>Noted</u> the scaffolding will be taken down from the flats this week.	Action Required Note
4.8	<u>Noted</u> that Virtual viewings for prospective tenants continue.	Note
Pentland Green, Bilston (Phase 2)		
4.9	<u>Noted</u> Members were told that the draft contract for the “golden brick” agreement for this site was awaited from Taylor Wimpey’s Solicitors for discussion/agreement. An April 2021 start on site is expected.	Note
4.10	<u>Noted</u> that Appendix 1 of the report was highlighted: Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive It was noted that this will be updated on a rolling basis.	Note
4.11	<u>Noted</u> that the Development Manager updated members on an approach he had received from Lovell (a contractor we have worked with previously) about a site in North Mayfield.	Note
4.12	<u>Noted</u> that it was reported that we have spoken to our surveyors Hardies regarding costs, and it been advised £140k per unit.	Note
4.13	<u>Noted</u> that this site is a long way off and would need Board, Scottish Government and Midlothian Council approvals before we could proceed, but the Development Manager was looking for in-principal agreement from the Board to have the relevant discussions.	Note
4.14	<u>Noted</u> that following discussions, the Board approved to in-principal agreement for discussion on the Lovell site.	Approve

4.15	<p>Noted that it was suggested that it would be helpful to have the costs per unit provided in the table. The Development Manager agreed to this and commented that he would provide price per bed space also.</p>	<p>Action Required Note Dev Man to action</p>
4.16	<p>The Board noted the contents of this report.</p> <p><i>The Development Manager left the meeting at this point.</i></p>	<p>Note</p>
5.	<p>GOVERNANCE REPORT</p>	
5.1	<p>Noted that the Chair reported that she would provide a summary of the Governance report and advised that the Chief Executive would update members on the various appendices.</p>	<p>Note</p>
5.2	<p>Noted that the Chair highlighted the following:</p> <p>Notifiable Events</p>	<p>Note</p>
5.3	<p>Nothing new to report and we still have two ongoing notifiable events:</p> <ul style="list-style-type: none"> ▪ Limekilns – Awaiting response from last update but hope to close this event. ▪ COVID-19 – two closed off and one remaining, although all three are showing as open again, it is thought that this is clerical error. <p>Freedom of Information Requests</p>	<p>Note</p>
5.4	<ul style="list-style-type: none"> ▪ No further requests received. <p>Subject Access Request (SAR)</p>	<p>Note</p>
5.5	<ul style="list-style-type: none"> ▪ One Subject Access Request has been received. This is a confidential item and has been minuted separately. 	<p>Note</p>

5.6	<p>Board Away Days</p> <ul style="list-style-type: none"> Acknowledged that this event has still to be arranged but that it will take the usual 2 day format Covid situation permitting. 	<p>Action Required Date to be circulated</p>
5.7	<p>Schedule of Board Report and Regulatory Returns</p> <ul style="list-style-type: none"> Highlighted that the Scottish Housing Regulator has now reverted back to original timescales for majority of returns. 	<p>Note</p>
5.8	<p>SFHA Membership</p> <ul style="list-style-type: none"> Membership costs up slightly on last year, but it was commented that this was still good value give the services provided. The Board approved the membership renewal. 	<p>Note Approve</p>
5.9	<p>Insurance Broker Review</p> <ul style="list-style-type: none"> It was noted that Current contract with AJG requires one year notice. Board asked to approve a two year extension on following grounds: <ul style="list-style-type: none"> Excellent service No procurement implications (costs approx. £5k p/y) Indications that there are no significant premiums increases despite covid. The Board approved this extension. 	<p>Note Approve</p>
5.10	<p>Annual Assurance Statement</p> <ul style="list-style-type: none"> Due for submission by 31 October 2021. Agreed to more Board involvement and Agreed that training session will be arrange for late spring. Agreed that Members would complete and return the Pre-Assurance Questionnaire. 	<p>Agree Agree PA to send to Members</p>

5.11	<p><u>Noted</u> that the Chief Executive then went through Appendices with Members.</p> <p>Appendix 1 – Summary of Action Points</p>	Action Required
5.12	<p><u>Noted</u> that certain items were highlighted for removal to allow members to focus on bigger items. Chief Executive requested approval to remove this and condense the document - Approved.</p> <p>Appendix 2 – Minutes of Audit Committee July 2020</p>	Note
5.13	<p><u>Noted</u> that the minutes of the Audit Committee held 27 July 2020 were presented for information and noting.</p> <p>Appendix 3 – Notifiable Events Policy</p>	Approve
5.14	<p><u>Noted</u> that the notifiable Events policy was presented to the Audit Committee on 8 February, and they were recommending the Board approve this policy – Approved.</p> <p>Appendix 4 – Scheme of Delegated Authority</p>	Note
5.15	<p><u>Noted</u> that the Chief Executive explained that this document provided clarification on the roles/authority of the Board and Audit committee and what was delegated to staff. The Board approved this document.</p> <p>Appendix 5 – Key Performance Indicators (KPI)</p>	Approve
5.16	<p><u>Noted</u> that members were advised that most of the targets will be met and it was noted that this testified to the hard work of staff. The following KPIs were highlighted:</p> <ul style="list-style-type: none"> ▪ Gas Servicing – although we have completed 100% of the services, some were outwith the 12 month timeframe since the last service (due to COVID). Anticipated that this will be the same for majority of RSLs. 	Note

7.	BAD DEBT AND CREDIT WRTE-OFFS	Action Required
7.1	Noted that Head of Finance and Corporate Services advised the Board that approval was being sought for the write-offs as detailed in the report and the accompanying table.	Note
7.2	The Board noted the contents of this report and approved write-offs detailed.	Approve
8.	MANAGEMENT ACCOUNTS TO 31 DECEMBER 2020	
8.1	Noted that the Management Accounts to 31 December 2020 were presented and discussed by the Board in detail and the contents of the report were noted.	Note
8.2	The Board noted the position as detailed in this report.	Note
9.	IRONMILLS DEVELOPMENTS LTD (IDL) TEN YEAR FORECAST	
9.1	Noted the ten year forecast (2021-2031) for Melville's subsidiary, IDL, was presented to Board for approval at their meeting on 17 February 2021.	Note
9.2	Noted that it was also reported that the IDL Board had approved a 1% increase in Rental and Service Charges.	Note
9.3	Noted that the IDL Board agreed that any surpluses be covenanted to Melville.	Note
9.4	The Board noted the contents of this report and agreed the IDL Ten year Forecast. <i>The Head of Finance and Corporate Services left the meeting at this point.</i>	Note Approve
10.	REGISTERS	Action Required
10.1	Noted that there were the following entries made in the Registers: Declaration of Interests – There have been 27 Entries since this Register was last presented to the Board.	Note

	<p>26 were the Staff Annual Returns.</p> <p>1 related to the declaration of interest noted by the Chair and Chief Executive at tonight's meeting.</p>	Action Required
10.2	Noted that there were no new entries in any of the other Registers.	Note
10.3	Noted that Registers will be signed at first available opportunity.	Note
11.	CONFIDENTIAL REPORT	
11.1	Noted that this item has been minuted separately.	Note
12.	ANY OTHER COMPETENT BUSINESS	
12.1	Noted that there was no other competent business.	Note
13.0	DATE OF NEXT MEETING	
13.1	Noted that the next scheduled meeting of the Board is Wednesday 19 May 2021 at 5pm (via Zoom).	Note
13.2	Noted that at Members' request, an additional meeting has been arranged for Wednesday 28 April to discuss the Corporate Strategy Framework.	Note
6.	BENCHMARKING – QUALITY EFFICIENCY FORUM (QEF)	
6.1	Noted that the Chief Executive gave some background on the QEF to allow discussion on the possibility of Melville joining this forum.	Note
6.2	<p>Noted that it was highlighted that:</p> <ul style="list-style-type: none"> ▪ This forum is made up of 21 RSLs ▪ Quarterly Meetings held ▪ Personalised benchmarking ARC report outlining performance against current membership ▪ Production of Good Practice Notes ▪ High calibre guest speakers 	Note

	<ul style="list-style-type: none"> ▪ Access to “QEF Basecamp” discussion boards/ documents by multiple staff ▪ Open discussions on failures to allow for lessons learned ▪ The Chief Executive was a founding member of this Forum and following his move to Melville, we have been asked if we would like to join ▪ Cost per Annum is £790 	<p>Action Required</p>
6.2	<p><u>Noted</u> that there were two conflicts of interest which the board needed to address:</p> <ul style="list-style-type: none"> ▪ Following a competitive procurement exercise, our chair was appointed to service the group and receives a payment (via membership fees) from QEF for this work. ▪ The Chief Executive is a Board Member of a charity that receives £1,280 per annum for holding the meetings and providing catering. 	<p>Note</p>
6.3	<p><u>Noted</u> that it was advised that if members agree to Melville joining this forum, to ensure proper probity, the following actions would be undertaken:</p> <ul style="list-style-type: none"> ▪ Conflicts would be recorded in our Declaration of Interests Register ▪ Payments to QEF would be recorded as benchmarking group within the Annual accounts ▪ Melville staff would not be involved in any review of services provided by the Chair ▪ Review the position with the Scottish Housing Regulator 	<p>Note</p>
6.4	<p><u>Noted</u> to allow the Board to discuss this properly, the Chair left the meeting at this point.</p>	<p>Note</p>
6.5	<p><u>Noted</u> that the Board discussed this proposal and had a number of questions for the Chief Executive:</p>	<p>Note</p>

<p>6.6</p>	<ul style="list-style-type: none"> ▪ Were the RSLs involved comparable to Melville – it was noted that there was a mixed bag of Associations who were members. ▪ Would it be possible to have the list of organisations who were members circulated to the Board – the Chief Executive agreed and will action this. ▪ Clarification was sought that the fees for this forum would not impact on the Board Training budget – it was confirmed that this would not be the case. Board also pointed out that it would be useful to see the Board training budget. Agreed that this could be provided. <p>The Board agreed unanimously to support the joining of the QEF Benchmarking forum.</p> <p>The Vice-Chair closed the meeting</p>	<p>Action Required</p> <p>CE to action</p> <p>Training Budget to be Circulated – HOF/CE</p> <p>Approve</p>
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