



MARYHILL HOUSING ASSOCIATION LIMITED

MINUTES OF THE BOARD MEETING **HELD ON TUESDAY 7th MARCH 2016 AT 5.30PM** **IN THE ASSOCIATION'S OFFICES AT 45 GARRIOCH ROAD, G20 8RG**

PRESENT:

Board Member	Attended	Apologies
Lorain Mackinnon (LM) (Chair)	✓	
Betty Smith (BS)	✓	
Lynn Graham (LG)	✓	
Les Currie (LC)		✓
Alastair Goold (AG)	✓	
Cllr. Mohammed Razaq (MR)	✓	
David Brophy (DB)	✓	
Roger Popplewell (RP)		✓
Sandra Blair (SB)	✓	
Brian Trearty (BT)	✓	
Eleanor Brown (EB)		✓
Linda Duff (LD)	✓	

IN ATTENDANCE:

Staff Member	Agenda Item
Lynn Wassell (LW)	All
Donna Birrell (DBir)	All
Bryony Willett (BW)	All
Kim Grant (KG)	All

Item No.	Issue	Action by
1.0	OFFICE SAFETY PROCEDURES	
1.1	Getting home safely – Arrangements were made to ensure that everyone present at the meeting would get home safely.	
1.2	Apologies – Apologies were received on behalf of Roger Popplewell, Les Currie and Eleanor Brown.	
1.3	Declaration of Interests – None.	
2.0	UPDATE ON FEEDBACK FROM SHR AND APPROVAL OF MINUTES OF 9 FEBRUARY 2016	
2.1	The Chair circulated the feedback report received from the SHR following the MHA Board meeting of 9 February 2016. A member of the Board believed the comment on personal issues raised at the Board was not correct and that the issue raised was pertinent to the Board. It was asked that a letter be drafted to the Regulator.	KG
2.2	A copy of the report would be circulated by email to members not present.	KG
2.3	DBir asked that the Minutes be amended at Section 6.15 replacing Procurement Strategy with Procurement Policy.	KG
	With this amendment, the minutes of a Board meeting held on 9 February 2016 were proposed for approval by Sandra Blair, seconded by Alistair	

	Goold and agreed by the Board.	
3.0	ACTION TRACKER	
3.1	LW advised that a number of items on the Action Tracker were now included on Board and Committee Agendas for March 2016.	
3.2	<u>Board Meeting of 23 June 2015</u> Item 7.3 - the Annual Procurement Strategy does not now need to be approved until December 2016	DBir
3.3	<u>Board Meeting of 11 January 2016</u> Item 2.2 – All individual rent increase letters have been sent to tenants. One formal complaint about the process for the review of rents has been received and a response is currently in preparation. No other issues or complaints have been received.	
3.4	<u>Board Meeting 9 February 2016</u> Item 7.6 – A programme is in place and is being implemented for contacting those tenants most affected by the rent review. Item 10.2 – Strengthening works now agreed with Contractor for 15 of the 17 windows. 2 windows require to be replaced which involves a lead time of some weeks. The programme for all works is now being worked backwards from the installation of these windows so that both the replacement and remedial work are carried out together.	
4.0	COMMITTEE REMITS: POLICY & PERFORMANCE COMMITTEE; STAFFING COMMITTEE; AUDIT & RISK COMMITTEE	
4.1	<u>Policy & Performance Committee</u> LW advised that this item concerned Governance Structures and the need to try and balance delivering good governance whilst working efficiently and effectively.	
4.2	The proposal is that a Policy & Performance Committee replaces the current Programme Board. The Programme Board currently meets monthly to scrutinise performance but because of the timing of meetings, detailed performance papers have sometimes had to be tabled and there has been varied attendance of Board members.	
4.3	It is now being proposed that a Policy & Performance Committee would meet quarterly with the first meeting being held on 15 March at 4pm, which was the slot previously scheduled for the Programme Board. At this meeting the meetings schedule, meeting times and work plan for future meeting would be decided. The work plan would include policy reviews; performance and the new repairs contract scheduled for later this year.	
4.4	The remit for this proposed Committee is shown at Appendix 1 of the paper.	
4.5	<u>Staffing Committee</u> LW advised that, previously, the Committee did not have an up to date remit. A remit for the Committee is now proposed and is shown at Appendix 3 of the paper.	

	<p>The main role of this Committee is to deal with Human Resources related policies and Health & Safety for MHA's own buildings and staff.</p> <p>The Staffing Committee remit reflects the current Scheme of Delegation.</p> <p>4.6 <u>Audit & Risk Committee</u> Audit & Risk Committee's previous remit has been revised to incorporate the new Scheme of Delegation which was recently approved by the Board. The new remit is shown at Appendix 2 of the paper.</p> <p>Board members are asked to consider whether approval of fraud and anti-bribery policies should be included in this remit.</p> <p>4.7 <u>General</u> LW commented that it ideal that all members' serve on at least one Committee (though not more than two) and that membership is based on skills, interests and time available. If there are skills gaps in Committee membership we will use the Board Excellence Plan to provide the required training and support. The other option was to co-opt external professional advisors as needed.</p> <p>4.8 LW then asked the Board to consider if the Committee structure was now right.</p> <p>4.9 The Board believed the remits to be fit for purpose but asked if it was appropriate to delegate Performance to a Committee when the Board still has overall responsibility for MHA performance. Is it normal to have a Policy & Performance Committee? LW responded that quarterly Performance Reports will still be presented to the Board. The Policy & Performance Committee gives the opportunity for more scrutiny of performance and operational policies to be delegated – there are other examples of RSLs doing this.</p> <p>4.10 The Board thought that, from the proposed remit, the Policy & Performance Committee had a substantial workload and it may require more members than other Committees. LW agreed more members would be helpful and tenant members may be particularly interested in this type of scrutiny as it focuses upon the services to customers.</p> <p>4.11 A member of the Board thought that having 4 Board members who counted towards the quorum of 3 being proposed in the remits could be problematic. He had suggested at Audit and Risk Committee having 4 standing members and inviting others to attend one or more meeting where required. LW reported that this is still being checked out by a governance expert and she would report back. LW added that the skills sets of Committee members were important in identifying where their expertise could be useful was reasonable. However if there are ongoing problems with quorums, meetings will be moved to meet Committee member availability.</p> <p>4.12 The key question is who would be interested in joining present Committee members?</p> <p>The following is the proposed membership for Committees:</p> <p><u>Policy & Performance Committee:</u> Linda Duff Alistair Gould Roger Popplewell</p>	<p>LW</p>
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	<p>Eleanor Brown Betty Smith</p> <p><u>Staffing Committee</u> Sandra Blair Lorain MacKinnon Lynn Graham Roger Popplewell Alistair Goold</p> <p><u>Audit & Risk Committee</u> Les Currie Brian Trearty Lorain MacKinnon David Brophy Sandra Blair</p> <p>A member of the Board raised the issue of a Development Committee. There had been one working group previously in MHA which he had chaired. With the increased grant available from the Council, it was asked if it was not time to restore that Committee.</p>	
4.13	LM advised that if the Board agreed to the Committees and remits proposed would provide more opportunity for to Board to discuss new development opportunities at a strategic level.	
4.14	<p>It was proposed by AG and seconded by RM that:</p> <p>The Board approves the creation of a new Policy and Performance Committee, its members and its remit.</p> <p>The Committee appoints a Chair at the first meeting of the Committee to be held on 15 March 2016.</p> <p>The Board agrees that there is no longer a Programme Board.</p> <p>The Board approves the new remit of the Audit and Risk Committee and agreed that the fraud and anti-bribery policies be delegated to the Committee.</p> <p>The Board approves the new remit of the Staffing Committee.</p> <p>This was agreed by the Board.</p>	
5.0	ENTITLEMENT, PAYMENTS AND BENEFITS POLICY 2015	
5.1	KG introduced the paper on Entitlement, Payments and Benefits Policy which replaces the previous Schedule 7. The paper gives details of payments and benefits for both Board members and staff and covers them, members of their household and people they are closely associated with.	
5.2	<p>Discussions had been held with the Regulator concerning:</p> <ul style="list-style-type: none"> • Definition of Contractor/Supplier used by MHA • The minimum levels of spend by MHA with any MHA 	

	<p>Contractor/Supplier</p> <ul style="list-style-type: none"> The level of spend from a Board member/staff member with relevant Contractor/Supplier <p>However, there was little room for manoeuvre but where possible, we have taken a pragmatic solution and only included those MHA Contractors/Suppliers where there is a likelihood of them working in sectors that could be used, on a personal basis, by Board members and staff.</p> <p>5.3 The main area where there was a difference was in how the use of Contractors/Suppliers was managed. The Regulator had proposed the adoption of a process that would require the permission of the Approving Officer before engaging Contractors'/Suppliers used by MHA. GWSF had proposed an alternate which would require a declaration to be made after delivery of the goods/service. The Regulator is happy that their own proposal or the alternative GWSF proposal to be adopted.</p> <p>5.4 The policy, the introduction of which is required by the Regulator, is being introduced on a one year pilot basis.</p> <p>5.5 The Board believed that the proposed policy was too cumbersome to work well for Board members. KG advised that at this stage, the effect on Board members and staff cannot be assessed but would be one area that would be carefully watched during the pilot period.</p> <p>5.6 The Board asked if an over-arching statement about general market transactions at commercial/open market rates could be included to lessen the need to declare some expenditure, particularly of a minor nature. Without this it is difficult to see what benefit there will be to Board members in this policy.</p> <p>5.7 LW advised that the policy would help protect individuals and MHA from issues with perception and reputation, particularly where large pieces of work were commissioned.</p> <p>It was agreed that declarations should be at a sensible level and this would be written into the guidance which would be provided to both Board members and staff.</p> <p>It was proposed by LM and seconded by BS that:</p> <p>The Board adopt the GWSF suggestion for the process of recording Entitlements, Payments and Benefits Policy.</p> <p>That the Board Approve the agreed Entitlements, Payments and Benefits Policy.</p> <p>This was agreed by the Board.</p>	<p>KG</p>
	<p>6.0 REVIEW OF MHA STRATEGY AND POLICY SCHEDULE</p>	
<p>6.1</p>	<p>LW introduced the paper, advising that MHA had a large number of policies, a high proportion of which had not been reviewed in the last 3 years, as good practice would dictate. In addition, there are a number of current policies documents which are not policies but procedures.</p> <p>A 'state of the nation' report on policies is given in the appendices:</p>	

<p>6.2</p> <p>6.3</p> <p>6.4</p>	<ul style="list-style-type: none"> • Appendix 1: What polices and strategies we should have • Appendix 2: What policies we actually have. <p>In Appendix 2, all policies listed have been assessed and incorporated into the list given in Appendix 1 or, where they are highlighted in green, have been deleted because they are no longer relevant or are procedural. From this, new policies, or where appropriate strategies, will be developed and presented to the Board or relevant Committee for approval.</p> <p>LW advised that this was still a work in progress and if the recommendations were agreed by the Board, the proposed list of policies and strategies, along with the current policy details which are to be translated into procedures, would be the subject of consultation with managers and staff. At this time, the timescales for developing the new policies and strategies would be agreed.</p> <p>The Board asked that if policies would only be reviewed every 3 years. It was noted that things changed and the policies would then be out of date. LW advised that if law or regulation changed for example, the policy would be changed to reflect this prior to the 3 year review date.</p> <p>It was proposed by MR and seconded by AG that</p> <p>The Board Approves that the review of MHA policies is completed</p> <p>The Board Approves that future policies will be rewritten based on being high-level and, where appropriate, cross-cutting and reviewed at least every 3 years</p> <p>The Board Approve that policies be presented to the Board or appropriate Committee for approval, in accordance with the Board decision on the Committee structure and remits elsewhere on this agenda</p> <p>This was agreed by the Board</p>	<p>KG</p>
<p>7.0</p>	<p>PLAN OF BOARD ACTIVITIES AND CALENDAR FOR 2016 AND TRAINING AND DEVELOPMENT PLANS (INCLUDING COACHING)</p>	
<p>7.1</p> <p>7.2</p> <p>7.3</p> <p>7.4</p>	<p>KG introduced the Board Activities advising that this listed the main items for Board Agendas over 2016/17. This would be amended as new items were identified but gave the main strategic issues for the Board.</p> <p>The Board agreed the Board Calendar.</p> <p>It was agreed that the Calendar and proposed Board dates would be circulated to members.</p> <p>The proposed Training and Development matrix was presented. The proposals were agreed by the Board. KG advised that in addition to the items listed in the matrix, the agreement of the Board Activities would enable development of Board Champions over the coming months.</p> <p>The Chair introduced the issue of the coaching proposal prepared by</p>	

	<p>Alexander McKenzie. Alexander had been liked and appreciated by Board members when he supported the Board appraisals last year. He had now made a proposal for providing coaching for up to 6 Board members and LW advised the costs. This was a substantial proportion of the annual Board training budget of £20,000. The Chair believed coaching to be very helpful for some but was concerned about cost.</p> <p>7.5 LW detailed what the costs included:</p> <ul style="list-style-type: none"> • An initial presentation to the Board • 4-6 Board members to meet with Alexander and Board Chair to agree objectives • 1 meeting per month for each with telephone support in between meetings • A wrap up meeting with Board members who had received coaching, Alexander and Board Chair <p>7.6 LM noted that this proposal would not benefit all Board members and that there could be other ways of achieving the same outcomes. The Board agreed with this statement.</p> <p>7.7 The Board asked what else we could spend this money on and how would the benefits compare. LW advised that last year the Board Training Budget had been spent on, amongst other things:</p> <ul style="list-style-type: none"> • Board Strategy weekend • National Conferences • META Training • Governance training for whole board • Individual training etc. <p>7.8 This year, the budget would be spent on similar training and development but there would be flexibility for, for example, the Board to work with a facilitator independent of staff; working with other HAs; supporting Board Champions etc. In addition, training identified from individual appraisals scheduled for May, would help identify additional training needs, including coaching and mentoring where required. A Board member advised that she would feel happier being mentored by existing Board members. KG advised that this is something that is being considered.</p> <p>7.9 A Board member noted that Board members varying in confidence and require different support and training. SHARE and others offer this and KG would be advising members in the near future what was available from them. KG also mentioned the new e-Board training and would provide details.</p> <p>7.10 LM asked the Board to consider the importance and benefits of coaching compared to the costs proposed by Alexander McKenzie. The Board agreed that the proposal from Alexander McKenzie would not be progressed and he would be advised.</p>	<p>KG</p> <p>KG</p> <p>KG</p>
8.0	ANY OTHER BUSINESS	
8.1	LW reported that the SHAPS pension scheme was re-valued every 3 years. A new valuation had been received which, over 30 years, shows substantial	

	savings for Housing Associations.	
8.2	<p>LW advised that staff would be attending a presentation of possible new MHA branding on Monday 14 March 2016. Eight managers and staff were involved from across MHA. It was proposed to present the preferred option to the Board on 22 March 2016.</p> <p>The Board felt that the selection of the new branding was important and they would want to have input by seeing the full range of options and hearing feedback from staff. It was agreed that the range of options and staff feedback would be presented to the Board on 22 March 2016 where the Board meeting would start at 5pm (rather than 5.30pm) to allow sufficient time. The Board would make the final decision on the preferred branding.</p>	KG
8.3	The Board was advised of the opening of the Community Garden and Play Park at noon on Saturday 12 March 2016 to which all Board members were invited.	
8.4	BT submitted his apologies for the meeting on 22 March 2016.	
8.5	There being no further business, the meeting closed at 7.10pm.	