

**West of Scotland Housing Association
Minutes of the Management Committee Meeting
Wednesday 29th March 2017**

<p>Present: Ruth Simpson (Chair), Kelly Adams, Elaine Davidson, Robert Higgins, Ena Hutchison, Paul MacAninch, Colin Menabney, Clare Newton and Ann Reid</p> <p>In Attendance: Lynne Donnelly, Chief Executive Officer (CEO); Jennifer Cairns, Corporate Services Manager and Kari Archibald, Executive Assistant.</p>	
<p>1. Apologies Apologies were submitted by Jim Hayton, Katie McLeod, Michelle Meldrum; Simon Walker and Rab Morrow</p>	
<p>2. Disclosure of Interests No interests were disclosed.</p>	
<p>3. Approval of Minutes The approval of the minutes from the Committee Meeting on 22nd February 2017 was proposed by Robert Higgins and seconded by Clare Newton.</p>	Approved
<p>4. Matters Arising All matters arising were noted as complete</p>	
<p>5. Committee Briefing The CEO provided an overview and update on the information in the Committee Briefing. The CEO commented on the resignation of Jim Hayton.</p> <p>The Committee discussed options for replacing members who had recently left Committee. The Corporate Services Manager advised that the vacant places were for two general members and one tenant from the Lanarkshire area. The Corporate Services Manager confirmed the General vacancies would be advertised externally and we would write to all tenants, sharing owners and owners occupiers in Lanarkshire inviting interest. Committee approved the proposal.</p> <p>The CEO provided an update on the Gentoo disaggregation confirming the Director of Finance and Corporate services had finalised all financial projections and that the CEO will send these and the remaining information in support of the business case to the Regulator by 31 March 2017.</p> <p>The CEO gave an update on the roadshows that took place in the month of March with the highest turnout in the Cumbernauld area.</p>	

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<p>The committee noted that tenant feedback was positive and elected and political members had also confirmed support for the proposal.</p>	
<p>6. Draft Corporate and Draft Business Plan The CEO advised the committee that a corporate plan covering the period 2017-2020 follows the Gentoo format but had been rewritten in a more simple language and to reflect the discussions and priorities agreed by Committee and staff over several months. The Committee agreed the proposal and approved the Corporate Plan 2017-2020</p> <p>The CEO presented the draft business plan and supporting strategic action plans to committee and made a request that members discuss, make any required amendments and approve the document. The CEO confirmed the plan reflected discussions over the last year, the new staff structure, revised services put forward, anticipated branding, proposed KPI's and development priorities.</p> <p>After consideration the Committee agreed that the business plan reflected the priorities agreed and discussed over recent months, it was presented in straight forward English, as requested, and agreed and approved the business Plan and supporting strategic Action plans</p>	
<p>7. Procurement</p> <p>The Corporate Services Manager presented the Procurement Policy and Strategy report.</p> <p>The Committee heard of the details about the revised areas of the policy and how it outlines key changes such as parameters in pricing and quality.</p> <p>The Committee noted the content of the report with the subject of section 13 with the reference to “you” should read “we” and agreed to approve the new policy.</p>	<p>Approved</p>
<p>8. Review of Governance Documents The Corporate Services Manager informed Committee that the Governance document was reviewed and that the Probity Code and Internal Regulations be removed as they predate other documents with the manual.</p> <p>The Committee noted the report and agreed the removal of both the Probity Code and Internal Regulations.</p>	<p>Approved</p>
<p>9. Governance Structure Review 2016 – 17</p>	

<p>The CEO informed the Committee that the staffing sub-Committee convened on 17th March to consider a proposed change to the governance structure. Following detailed discussion the staffing sub agreed the proposed structure agreeing it would support and improve arrangements for tenant scrutiny and engagement.</p> <p>The CEO also advised that the staffing sub-Committee agreed that Management Committee members currently represented on TAG should either resign from TAG with immediate effect or remain on TAG in a support role for new members until the AGM scheduled for September 2017. Prior to the AGM members should decide whether they wish to remain on the Management Committee or transfer to TAG.</p> <p>The Committee supported the decision and agreed</p> <ul style="list-style-type: none"> • to adopt the proposed Governance structure; • that existing members resign as members of TAG at it next meeting in May 2017;and • every effort is made to prioritise the development of the new TAG and ensure it works effectively and reports findings to the Management Committee 	<p>Agreed</p> <p>Decision</p>
<p>10. Review of Whistleblowing Policy</p> <p>The Corporate Services Manager advised the Committee on the changes made to the Whistleblowing Policy.</p> <p>The Committee noted the changes and agreed to approve the policy.</p>	<p>Approved</p>
<p>11. Vice Chair Role Description</p> <p>The CEO updated the Committee on the proposed role of Vice Chair advising that an error was made under the succession planning which should state ‘five years’ in line with the Association’s standing orders.</p> <p>The Committee noted the role description with this amendment to five years and approved.</p>	<p>Approved</p>
<p>12.SHR Governance Review – Verbal Update</p> <p>The CEO gave a verbal update to Committee and informed that she and Ruth Simpson (Chairperson) met with representatives from the SHR who presented their opinion on the recent review of Committee performance against the Regulatory Standards of Governance and Financial Management.</p> <p>The CEO and Chairperson reported that there were some positive aspects and in general the opinion was that the Association was</p>	

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<p>improving performance against the standards.</p> <p>The CEO confirmed that the SHR would write to the Chairperson formally confirming the outcome of the review and this would be distributed in due course.</p>	<p>Action</p>
<p>13. Audit Committee Annual Report</p> <p>Kelly Adams, Chair of Audit Committee advised the Committee of the annual report and asked Committee to note the content of the report and the information provided in Appendix 1.</p> <p>The Committee approved the report</p>	<p>Noted</p>
<p>14. Risk Management Policy</p> <p>The Corporate Services Manager presented the new Risk Management Policy which has been approved by Audit Committee to the Committee and asked the Committee to note the new policy.</p> <p>The Committee approved and noted.</p>	<p>Approved</p>
<p>15. SHR Regulation Plan</p> <p>The CEO advised the Committee of the Scottish Housing Regulator's (SHR) draft Regulation plan for 2017-18. The CEO highlighted to Committee that the plan is issued annually, the Association has been subject to 'Medium' engagement for several years, 2017-18 it remained under 'Medium' engagement with the addition that it was categorised as being of "systematic importance". The CEO provided a brief definition of 'systemic importance' confirming the information requested is relatively standard, the main addition being the request for Management Committee and Audit Committee minutes. The CEO confirmed that organisations categorised as being of systemic importance held joint meetings with the SHR and she considered this to be a positive approach to networking and building relationships.</p> <p>The CEO explained the implications of being noted as being of 'systemic importance' she also confirmed that the draft plan may be subject to some changes and the final plan would be issued in due course.</p> <p>The Committee agreed with the CEO to view this as a positive change and that it showed that WOSHA is considered to have an important contribution to make to the housing sector in Scotland .</p> <p>The Committee noted the content of the report.</p>	
<p>16. Staffing Sub Committee Minutes</p> <p>The minute of the Staffing Sub Committee meeting on 17th March 2017 was noted.</p>	<p>Noted</p>

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<p>17. Willowacre Trust The minute of the Willowacre Trust meeting on 15th November 2016 was noted.</p>	Noted
<p>18. TAG Minutes The minute of the TAG meeting on 27th February 2017 was noted.</p>	Noted
<p>19. Resolutions None.</p>	
<p>20. Notifiable Events None.</p>	
<p>21. AOCB The Chair informed all that the CEO had her annual Appraisal on 17th March and that it has now been signed off.</p> <p>The Committee raised a point that due to the decrease of TAG membership, Committee may not be advised of issues of concern for residents. The Chairperson confirmed that the new Governance Structure will address this and that any member who had a concern regarding their area, which was not on a personal level, could raise the issue with the Chairperson in writing prior to a meeting. The chairperson can consider the information and, if appropriate, raise the issue under AOCB.</p> <p>The Chair advised that she would invite nominations for the role of Vice Chair to the Management Committee Meeting at its next meeting scheduled for May 2017.</p> <p>The Chair invited Committee to approve a proposal to bring the May meeting forward from 31 May to 24 May to ensure the Annual Return on the Charter was considered, approved and processed by the 31 May 2017 deadline. Committee approved the proposal.</p>	Approved
<p>Date of next Meeting Wednesday 24th May at 5:45pm</p>	