

**West of Scotland Housing Association  
Minutes of the Management Committee Meeting at Western House  
Hotel, Ayr  
Wednesday 30<sup>th</sup> August 2017  
PUBLIC MINUTES**

**Some Information has been removed for confidentiality**

<p><b>Present:</b> Robert Higgins (Interim Chair), Elaine Davidson, Ena Hutchison, Katy McLeod, Clare Newton, Ann Reid and John Shearer</p> <p><b>In Attendance:</b> Lynne Donnelly, Chief Executive Officer, Stewart Gibb, Director of Housing and Customer Services, Jennifer Cairns, Corporate Services Manager, Susan Samson, Finance Manager, Kari Archibald, Executive Assistant and Simon Walker, Solicitor (Gentoo Group).</p>	
<p><b>1. Apologies</b> Apologies were submitted by Colin MacCallum, Kelly Adams, Colin Menabney, Paul MacAninch, Ian McGibbon and Rab Morrow</p> <p>Simon Walker of the Gentoo Group confirmed John Shearer's application for share membership had also been approved by the parent.</p>	
<p><b>2. Approval of Shareholder Application</b> The Committee approved John Shearer's application to become a Shareholder for West of Scotland Housing Association</p>	
<p><b>3. Disclosure of Interests</b> There were no disclosures of interest.</p>	
<p><b>4. Appointment of Chair for meeting</b></p> <p>The CEO invited the committee to grant leave of absence to Ruth Simpson and that Robert Higgins stands in to Chair the meeting.</p> <p>The Committee granted Ruth's leave of absence and agreed that Robert would chair this meeting.</p>	<b>Approved</b>
<p><b>5. Appointment of Committee Member</b> John Shearer was appointed as a member of the Management Committee as a representative for the Lanarkshire constituency. This is currently a casual vacancy. John was welcomed to the meeting.</p>	<b>Approved</b>

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<p><b>6. Approval of Minutes</b>                  The approval of the minutes from the Committee Meeting of 28 June 2017 was proposed by Elaine Davidson and seconded by Clare Newton.</p>	<p><b>Approved</b></p>
<p><b>7. Matters Arising</b>                  All matters arising were noted.</p>	<p><b>Noted</b></p>
<p><b>8. Committee Briefing</b>                  The CEO provided an overview and update on the information included in the Committee Briefing. The CEO informed committee of the staffing updates.</p> <p>The CEO referred Committee to the item on Universal Credit advising that additional information would follow and provided an outline of the information contained in the Gas Safety Issues letter which was issued by the Scottish Housing Regulator.</p> <p>The CEO drew attention to the positive customer satisfaction survey results received for the Camlachie Phase 10 development.</p> <p>The CEO provided an update to committee on the Willowacre Trust Away Day which took place on 3 August 2017 and that there were positive views and a strong desire to continue developing closer relationships with the Management Committee.</p> <p>The Committee was asked to note the diary dates and that plans are under way for the Staff and Committee Away Day in October.</p>	
<p><b>9. Annual Willowacre Business Plan</b>                  The CEO referred to the Annual Willowacre Business Plan summarising the main changes to the plan and highlighting areas where it reflects the Association's strategic priorities.</p> <p>The Committee noted the revised strategic key themes of; Tackle Poverty, Employment, Training and Education, Improve Health and Wellbeing, Community Development and Enhance the Environment.</p> <p>The CEO informed committee of the Operating Priorities and highlighted the objectives and aims of this plan.</p> <p>The Committee noted the content of the plan.</p>	<p><b>Noted</b></p>
<p><b>10. Tenant Ballot - Results</b>                  The Corporate Services Manager informed committee that due to the Ballot closing on 28<sup>th</sup> August the outcome report would be tabled and presented at the meeting.</p>	

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<p>The Corporate Services Manager provided an overview of the results which showed that the turnout for the Ballot was 42.7% of West of Scotland Housing Association tenants and 96.7% of those tenants voted to end the partnership with the Gentoo Group.</p> <p>The Corporate Services Manger outlined the next steps to the Committee advising how the Association would move forward with the disaggregation and of how information would be communicated to tenants and the purpose and requirements of the upcoming Special General Meeting.</p> <p>The Corporate Services Manager outlined the changes that would be made to the rules; removal of parent and amendments to update the rules to the 2015 SFHA model. The Committee agreed these changes.</p> <p>The Committee agreed to move forward with the next steps of the disaggregation and noted the tenant ballot results.</p> <p>The Committee also took the opportunity to thank the staff and members involved for their hard work throughout the campaign and in particular for those involved in the door knocking campaign.</p>	<p><b>Agreed</b></p>
<p><b>11. Demerger Agreement</b></p> <p>The CEO presented a report tabled to committee on the proposed disaggregation agreement with the Gentoo Group, confirming the content had been reviewed and approved by the Association’s legal advisors and the Gentoo Group.</p> <p>The Committee considered the information provided in the report and agreed to approve the disaggregation agreement including the costs outlined in the report. The Committee noted and agreed the terms of the disaggregation.</p>	<p><b>Approve</b></p>
<p><b>12. SLWG – Compliance with Standards of Governance &amp; Financial Management</b></p> <p>The CEO provided the Committee with an overview of the outcomes from the Short Life Working Group the final meeting of which took place on the 8 August. The CEO summarised the recommendations made by the Group including the introduction of an ongoing self assessment process; a proposal to introduce a 15 minute pre-meeting session to allow members to meet in private to discuss items and raise any issues, points of clarification with any of the papers. It was considered this would also be beneficial to support new members who join Committee.</p> <p>The Committee discussed a recommendation by the internal auditor and Audit Committee to change the term “Management Committee” to “Board” as this would more accurately reflect members’ role and responsibilities. It was suggested that this may</p>	

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<p>also benefit the Association when recruiting new members.</p> <p>The Corporate Services Manager confirmed the revised rules which would be presented at the forthcoming SGM will be amended to reflect the Management Committee's decision to rename as 'Board'. This was agreed by Committee.</p>	<p><b>Agreed</b></p>
<p><b>13. Performance Against Business Plan – Q1</b></p> <p>The CEO provided a report on the progress against the Business Plan objectives to 30 June 2017.</p>	
<p><b>14. Performance Results – Q1 (Performance against KPIs and Carillion Performance against KPIs)</b></p> <p>The Corporate Services Manager presented performance against KPIs and highlighted that staff sickness had now stabilised, more information would be available reviewing the impact of Universal Credit and that repairs and maintenance was still an area for focussed improvement.</p> <p>The Committee noted the performance results to the end of June 2017.</p>	<p><b>Noted</b></p>
<p><b>15. Tenant Engagement Update</b></p> <p>The Corporate Services Manager updated the Committee on the progress of with tenancy engagement activities under the revised Governance structure confirming the recently appointed Tenant Engagement Officer has settled into his post and has been fully involved with informing tenants on the proposal of ending the Gentoo partnership.</p> <p>The Committee heard that the composition of TAG had changed and that four new members had joined and a Chair along with two Vice Chairs had been appointed.</p> <p>The Corporate Services Manager provided an update on the next steps going forward with Tenant Engagement.</p> <p>The Committee noted the report. Members suggested that the previous door knocking exercise was a great opportunity to meet with tenants and that this could be adopted as a communication style going forward.</p> <p>The content of the report and extensive range of tenant engagement activities was noted</p>	<p><b>Noted</b></p>
<p><b>16. Management Accounts for the Quarter ended June 2017.</b></p>	

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<p>The Finance Manager presented the report of the Management Accounts for the quarter ending 30 June 2017.</p> <p>The Committee noted the report.</p>	<p><b>Noted</b></p>
<p><b>17. Nationwide Mandate</b></p> <p>The Corporate Services Manager advised Committee that at the meeting of 28 June 2017 the resolution was signed and submitted in relation to consent letter from Nationwide for the disaggregation. Following this Nationwide requested a mandate to be signed and the committee was asked to approve the Chief Executive, Lynne Donnelly and Director of Finance and Corporate Services, Colin MacCallum to act on behalf of the Association as authorised signatories for Nationwide.</p> <p>The Committee approved the authorised signatories and agreed that mandate authorised the signatories in relation to the operation of investment accounts, loan draw down declarations and requests, interest period rollovers, entering into fixed rate loans, security documents loan documentation and/or other transactions. The mandate holders are also authorised to provide wider notices of communication on behalf of West of Scotland Housing Association.</p>	<p><b>Approved</b></p>
<p><b>18. Briefing for AGM</b></p> <p>The Chair informed committee of the plans for the Annual General Meeting (AGM) and Special General Meeting (SGM) scheduled for Tuesday 26 September 2017 at 4.30pm. The committee noted the notification process and that of the four retiring members, all of whom had noted interested in being re-elected to committee. The Committee noted the date and time of the meeting along with the plans and retiring members.</p>	<p><b>Noted</b></p>
<p><b>19. Gentoo Disaggregation</b></p> <p>The CEO provided a report to committee which had been presented to the Gentoo Group providing an update on the disaggregation plan and the activities underway along with a timeline to achieve formal separation. The Committee noted the content of the report.</p>	<p><b>Noted</b></p>
<p><b>20. Willowacre Minutes</b></p> <p>The minutes of the Willowacre meeting of 13 June 2017 was submitted and noted. The Committee commented that it was advantageous that the Trust had adopted the same minute style format as the Association.</p>	<p><b>Noted</b></p>

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<p><b>21. TAG minutes</b> The minutes of the Tenant Advisory Group meeting of 31 July 2017 was submitted and noted.</p>	<p><b>Noted</b></p>
<p><b>22. SLWG Minutes</b> The minutes of the Short Life Working Group meeting of 8 August 2017 was submitted and noted.</p>	<p><b>Noted</b></p>
<p><b>23. Resolution</b> <b>None.</b></p>	<p><b>Noted</b></p>
<p><b>24. Notifiable Events</b> A confidential item was discussed and approved.</p>	<p><b>Approved</b></p>
<p><b>25. AOCB</b></p> <p>The Corporate Services Manager informed committee that the Audit Committee had agreed that the Committee would be strengthened by the addition of an ICT specialist and agreed to co-opt an individual with relevant skills and experience. The Corporate Services Manager had brought this to Management Committee to seek approval.</p> <p>The Committee approved for the co-opted member to join Audit Committee.</p> <p>The Committee enquired if there had been any other interest of other members joining the Management Committee. The Corporate Services Manager advised there were no successful General applicants arising from the last recruitment drive and that a further recruitment drive would be undertaken following the SGM.</p>	<p><b>Approved</b></p>
<p><b>Date and time of next meeting</b></p> <p><b>25<sup>th</sup> October 2017 at 5:45pm</b></p>	