



KINGDOM

Housing Association

Board of Management Minutes

Date of Meeting: 16 March 2020

Please note that these minutes have been edited to remove any commercially sensitive or confidential discussions.

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HAPPY TO TRANSLATE

KINGDOM HOUSING ASSOCIATION (KHA) LIMITED
MINUTES OF THE BOARD OF MANAGEMENT MEETING
HELD ON MONDAY 16 MARCH 2020
AT 5.30 PM
AT SALTIRE CENTRE, GLENROTHES

PRESENT: Laura Brotherton (*via video conferencing*) Charles Oliver (*via video conferencing*)
Tom Barr David Redpath
Freya Lees (Chair) Guy Thomson
Linda Leslie Carol Watson
Laurie Naumann

IN ATTENDANCE: Bill Banks
Nick Pollard
Lesley Proudfoot

Freya advised that questions had been submitted pre-meeting and confirmed that responses have been provided. It was noted that copies are available in hard copy and on admincontrol.

1. APOLOGIES

Iain Connelly and Loretta Mordi.

Special leave of absence – Stephen Swan and Graeme MacKay.

2. DECLARATION OF INTEREST

Freya highlighted that Board members may have an association or working relationship with other organisations that work in partnership with Kingdom and whilst this may not be a direct conflict of interest the relationship should be declared as a standard declaration. It was noted that if Board members are in doubt about what to declare speak to Bill or Calum.

The Board reviewed and **approved** the proposed treatments below;

Agenda Item 8, Chief Executive Report, Section 3.1 - Board Directors of KSC

The Board **noted** that Linda Leslie is a Board member of KSC. It was **agreed** that Linda could remain at the meeting while this item is being presented, however will not participate in any decision taken.

ACTION BY

Board Members

Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive.

3. TO APPROVE THE MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 17 FEBRUARY 2020

The minutes were **approved** by David Redpath and **seconded** by Guy Thomson.

4. MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON 17 FEBRUARY 2020

Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive.

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5. MINUTES AND MATTERS ARISING FROM THE POLICY SUB COMMITTEE MEETING ON 11 FEBRUARY 2020

Bill advised that the Sub committee met on 12 February and the 4 policies identified in the report are recommended for approval.

It was noted that as part of the pre Board meeting questions, valid comments were received in respect of the change of title in the Car Loan Policy from Director of Finance & Digital to Director of Finance. The Board **agreed** these amendments and **approved** the 4 policies;

- Code of Conduct for Staff,
- Car Loan Policy,
- Vulnerable Adult Protection Policy,
- Child Protection Policy.

Bill highlighted that for various reasons some policies that were due to be reviewed required extensions to the review period.

The Board **approved** granting the following policy extensions to 23 June 2020;

- Intermediate Rent Policy,
- KI MMR Allocations Policy,
- Claims and Compensation Policy,
- Unacceptable Actions Policy,

- Recovery of Other Occupiers Costs Policy,
- Empty Properties Policy,
- Homeless and Disturbance Payments Policy,
- Defects Policy.

The Board also **approved** granting the following policy extension to 1 December 2020;

- Rent Services & Occupation Policy.

6. **GENDER PAY GAP REPORT**

Bill advised that he had agreed to present this report in the absence of Andrew Latto.

It was noted that there were also some helpful comments received as part of the pre Board questions and responses have been provided.

The non material amendments were approved and it was noted that they will be recognised in the final report before they are published.

After discussion it was agreed that KHA should publish the report this year and the Board delegated authority to management to publish the report for KHA in future years unless doing so would have a significant adverse affect on the reputation of the organisation. It was noted that the reports will continue to be provided to the Board each year for approval.

Bill

It was agreed that the dates on the reports are checked. It was requested that Bill should investigate if the Gender Pay Gap report could be presented to the Board earlier in the year given it is based on information as at April 2019.

Bill

7. **FINANCE REPORT**

Nick explained that this report covers the proposal for the mandating of a preferred funder for a Revolving Credit Facility for KHA.

The Board **approved** delegated authority to the Chief Executive and/or Director of Finance & Digital, or in the absence of the Director of Finance & Digital, one other Departmental Director, to mandate LBG as the preferred funder subject to satisfactory conclusion of loan agreements for £10 million, 5 year term Revolving Credit Facility with LBG.

Agenda Item 10 was then discussed to allow Nick to leave the meeting afterwards.

10. **Minute removed or edited due to information relating to**

personal/confidential items or being commercially sensitive.

Nick left the meeting at this point.

8. CHIEF EXECUTIVE & CORPORATE GOVERNANCE REPORT

Bill presented the report.

Section A – Items for Specific Approval and Consideration / Discussion

2.1 – Delegated Authority and Reserved Powers

Bill advised that full details are given in appendix B of the report.

The Board **noted** and **agreed** the report.

2.2 - Group Board Members and Management Strategy Study Day

Bill advised that it has not been possible to attribute comments to particular individuals or companies within the Group and it should be noted the notes from the discussion sessions are a record of issues raised not matters agreed.

The Board noted the notes from the event and they were agreed as an accurate record.

Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive.

2.4 - June Project Tours

Bill advised that work is continuing to be progressed by a project team for this event on Monday 15 June 2020.

The Board **noted** the update and **agreed** the proposed list of invites.

2.5 – NHT Properties, Crail

Bill confirmed that the purchase price has now been agreed with Fife Council and it is in line with the price we had assumed. It was noted that the grant submission has been made to the Scottish Government and approval is expected this week.

It was noted that the lease from KHA to KI needs to be finalised and a further update will be circulated when the final draft is received.

The update was **noted** and the Board **approved** that the properties can be

leased from KHA to KI and agreed **delegated authority** to the Chief Executive to agree the final lease agreement, following any comments from the Board when the proposed lease is provided by our Solicitors.

Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive.

2.7 – Senior Management Remuneration & Succession Planning (SMR&SP)

Sub Committee

The Board **noted** the draft minutes from the Senior Management Remuneration & Succession Planning meeting which was held on 17 February 2020 and **approved** the revised remit, as presented.

2.8 – Rent and Service Charge Increase

Bill advised that this report provides details on the procurement savings made to our energy costs.

The Board **noted** the update and **approved** passing on the communal electric supplies saving of **£22,882** to customers in the current year, as a reduction in service charge costs.

Section B – Highlighted items, including areas for noting

Bill advised that the information in section B is highlighted for update.

3.1 – Kingdom Support & Care (KSC) update

The Board **noted** the update and minutes.

3.2 – Kingdom Initiatives update

The Board **noted** the update.

3.3 - Board Member Focus Groups

The Board **noted** the update.

3.4 – SFHA Affiliation Fee

The Board **noted** the update.

3.5 – Annual meeting with the SHR

The Board **noted** the update.

3.6 – Allia Scottish Government Charitable Bond Donation

The Board **noted** the update.

3.7 - HMO Licence – Fife Council

Bill confirmed that a meeting has been requested in relation to the personal details required for HMO licenses.

The Board **noted** the update and accepted that further updates will be provided as matters develop.

3.8 – Interim Management Arrangements

The Board **noted** the update.

3.9 – Climate Change

It was **noted** that climate change was an area that featured a few times as part of the strategy sessions and Bill has included an update on some of the initiatives that are being taken forward to contribute to this agenda.

A couple of Board members suggested initiatives that Kingdom could become involved in, i.e. the Community Orchard Scheme in Newburgh and confirmed that they would pass details onto Bill for him to follow up.

The Board **noted** the update.

3.10 – Innovation Priorities

The Board **noted** the update.

3.11 – Coronavirus (COVID-19)

Bill explained that everything is changing on a daily basis and the report provided gives a summary update on the issues we are addressing which should give the Board assurance that we are managing matters.

Bill highlighted that the main item for the Board to consider related to business continuity in relation to Board meetings and the proposal in respect of the arrangements for Board meetings and Standing Orders.

Bill advised that as the position escalates it might become necessary to cancel KHA Board meetings in the future. Therefore we have proposed an amendment to the current standing orders to give a clear process for holding electronic meetings and gaining electronic approvals if this situation arises.

It was noted that where meetings are going ahead we have the digital technology for Board members to join the meeting electronically, however advance notification should be provided.

Bill advised that we would like to propose an ‘emergency measures’ amendment to be added to allow electronic meetings/approvals at the recommendation of the Chief Executive and the approval of the Chair using

**Board
Members /
Bill**

emergency powers in extreme circumstances. The Board **approved** this approach.

Bill to check our rules and establish if the standing orders allow the Vice Chair to use emergency powers, in the absence of the Chair. If this is not included at this stage, the Board **agreed** it should be recognised in the amendment to the standing orders.

The Board **noted** the update.

Section C of the report was **noted**.

Section D of the report was **noted**.

Section E – Corporate Governance Report

Bill advised that Section E is the Governance update for information and update.

All items within this section were **noted** by the Board.

9. **CONFIDENTIAL ITEMS**

Minute removed or edited due to information relating to personal/confidential items or being commercially sensitive.

10. **ANY OTHER BUSINESS**

It was noted the next Board meeting would be 20 April and the arrangements for the meeting would be confirmed in advance.

It was noted that an Audit & Financial Compliance Sub Committee meeting is scheduled for the afternoon of the 20 April. It was agreed that Nick and Guy, as Chair of the Sub Committee, would discuss and agree if this meeting should be through video conferencing.

11. **DATE OF NEXT MEETING**

Monday 20 April 2020

3.00 pm – Audit & Financial Compliance Sub Committee Meeting

5.00 pm – An overview of Kingdom’s Tenant participation strategy and the steps we are taking to consult with our tenants and customers within Housing and Asset Management. Matthew Busher and Alan Simpson to present.

5.30 pm - KHA Board meeting

Bill

Signed _____
Chair

Signed _____
Secretary

ITEMS CARRIED FORWARD

Date of Meeting	Minute Ref.	Item	Scheduled Meeting Date
20 August 2018	11	Management Salary, Terms & Conditions Benchmarking Review	August 2023 (or earlier if required)
20 May 2019	9	ARC - The Board asked that in the future an external validation exercise is carried out every year; previously validation exercises were carried out every 2-3 years.	May 2020
17 February 2020	7	It was agreed a more comprehensive strategic management structure review should be carried out during 2020. It was agreed Bill should commence this during the summer of 2020.	August 2020