

Board of Management Minutes

Date of Meeting: 17th August 2020

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

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KINGDOM HOUSING ASSOCIATION (KHA) LIMITED

MINUTES OF THE BOARD OF MANAGEMENT MEETING

HELD ON MONDAY 17 AUGUST 2020

AT 5.30 PM

VIA VIDEO CONFERENCING

PRESENT:	Tom Barr	Laurie Naumann
	Freya Lees (Chair)	David Redpath
	Linda Leslie	Stephen Swan
	Graeme Mackay (<i>agenda 8 onwards</i>)	Guy Thomson
	Loretta Mordi	Carol Watson
IN ATTENDANCE:	Bill Banks	Ken Tudhope
	Calum Kippen	Julie Watson

Freya welcomed everyone to the virtual meeting and reminded everyone of the protocol for the meeting.

Freya welcomed Ken to his first KHA Board meeting and all Board members present introduced themselves to Ken.

Freya advised that questions have been submitted pre meeting and confirmed responses have been provided, copies are available in Admincontrol. They are attached as appendix A of these minutes.

ACTION BY

1. APOLOGIES

Laura Brotherton and Charles Oliver.

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.

**Board
Members**

The Board reviewed and approved the proposed treatments below;

Agenda Item 10, Chief Executive Report, - 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.

Agenda item 10, Chief Executive Report - Board of Directors of KI

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

It was **noted** that Mordi was spelt incorrectly on the Declarations of interest report.

Agenda Item 12a, Confidential Items

The Board agreed that all staff apart from Bill Banks and Ken Tudhope will be excused from the meeting whilst this item is being presented.

Agenda Item 12b & 12c, Confidential Items

The Board agreed that all staff apart from Bill Banks will be excused from the meeting whilst these items are being presented.

3. TO APPROVE THE MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 15 JUNE 2020

Laurie highlighted the following typo in the minutes;

Lesley

- Agenda item 8, section 2.2 'delighted' should read 'delegated'.
- Agenda Item 8, section 2.4 'second bullet point on page 6, 4th line 'conformation' should read 'confirmation'.

The minutes were **approved** subject to the above corrections by Linda Leslie and seconded by Stephen Swan.

4. MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON 15 JUNE 2020

The Board **noted** that all items are concluded or covered in the papers.

5. VERBAL UPDATE FROM THE AUDIT AND FINANCIAL COMPLIANCE SUB COMMITTEE HELD ON 10 AUGUST 2020

Guy provided a summary update of the key areas of the Audit and Financial Compliance Sub Committee meeting;

- Internal audit update was noted.
- The Group Audited Financial Statements for the year ended 31 March 2020 were reviewed and recommended for approval by the Board of Management. As agreed at previous Sub Committee meetings the Sub Committee members were not going to recommend the Subsidiary accounts for approval by the Subsidiary Boards, it was also noted that unfortunately the normal subsidiary representatives were not able to attend the meeting.
- The Audit Findings Report was recommended for approval and the proposed actions in response to the auditor's control recommendations were noted.

- The Sub Committee approves the representations made in the letter of representation, and recommends it to the Board for signing.
- The Sub Committee reviewed the Reserves Policy, and recommends it to the Board for adoption.
- The Q1 Management Accounts, Treasury Management reports for KHA, KI and KSC were reviewed and noted

6. **MATTERS ARISING FROM THE POLICY SUB COMMITTEE MEETING HELD ON 4 AUGUST 2020**

Bill presented the report and advised the Policy Sub Committee met on Tuesday 4 August 2020. The Sub Committee recommended the following policies for approval;

- Adaptations Policy,
- Unacceptable Actions Policy,
- Compensation Policy,
- Sustainability Policy,
- Empty Property Policy,
- Code of Conduct for Board Members,
- Communications Policy,
- Membership Policy.

It was **noted** that the front covers and formatting would be fully reviewed for consistency and the Unacceptable Actions Policy will include KSC in the introduction section as it's a Group Policy.

Calum

Following those minor amendments all the policies listed above were **approved** on behalf of KHA.

7. **DEVELOPMENT REPORT**

Julie presented the report in Scott's absence. Julie highlighted there were no matters for approval in the report, the Board **noted** the report and appendices.

Julie provided the Board with an update on the new Scottish Government guidance.

Tom asked if we are confident that the current new development timescales can be met, Julie advised we remain confident with the timescales and they are under constant review to manage the programme and costs.

David enquired if we have any concerns over the lower satisfaction for new builds and if there are any trends of dissatisfaction identified, Julie highlighted that there was nothing that was of major concern or any trend identified.

Linda asked which actions we are taking to try and increase the satisfaction survey return rate, Julie advised that the survey was being re-written; we are considering incentives for completing the survey and making completing the survey easier by taking online or by text for example.

The Development report was **noted**.

8. **FINANCE REPORT**

Ken presented the report.

Graeme joined the meeting at this point.

1.1 - Group Audited Financial Statements for the year ended 31 March 2020

Ken summarised and provided an overview of the accounts. Based on the Audit and Financial Compliance recommendation the Board **approved** the accounts for 2019-20, and **approved** the Chair signing the accounts on behalf of the Board.

1.2 - Audit Findings Report

The Board **noted** the auditors' findings.

1.3 - Letter of Representation

The Board **approved** the Chair signing the Letter of Representation. The Board also confirmed they will support the subsidiaries over the next year.

Ken highlighted that RSM have advised the Audit fee has overrun due to;

- Information not being made available by KHA in a timely manner,
- Covid -19.

RSM has indicated that an additional fee would be appropriate; the Board discussed in detail the reasons for any increase and the amounts to consider.

Minute removed due to containing sensitive information

1.4 - KHA Reserves Policy

The Board **approved** the Reserves Policy and noted a further review may be presented later this year after a further review of the policy.

2.1 - Q1 Management Accounts

The Board **noted** the accounts for Quarter 1 2020-21.

2.2 - Treasury Management Report

The Board **noted** the Treasury Management Report for Quarter 1, 2020-21.

3.1 - KSC & KI Annual Accounts

The accounts were provided for information and it was noted that both KI and KSC had **approved** their accounts.

9. **CORPORATE GOVERNANCE REPORT**

Calum presented the report.

2.1 - Rule Change and Special General Meeting

The Board called a Special General Meeting (SGM) for Monday 21 September 2020 at 6:00pm before the AGM at 6:30pm.

Guy enquired if the times between the SGM and the AGM would be too long without anything being presented to the membership; Calum explained that this had been discussed internally as the SGM could take anything from 5 minutes to 25 minutes so we would prepare a presentation to play to the membership between the meetings.

Calum

The Board **approved** the model rules with two optional amendments to be presented to the membership for approval at the SGM.

2.2 - Annual General Meeting Planning

The Board **approved** the agenda for the AGM on 21 September 2020 at 6:30 pm.

2.3 - Board Appraisal process, feedback and recruitment priorities

The Board appraisal findings were **noted**.

The Board reviewed the training requirements and key findings, Freya advised that she had discussed the findings from the 1-1 meetings with Linda and highlighted the following areas;

Training:

- Digital,
- Finance,
- Risk Management,
- Governance,
- Tenant Participation,
- iPad, google and digital equipment from Kingdom.

Strategy Day:

- Partnerships,
- Group structures,
- RSL subsidiary,
- Transfer of engagements.

Other/ Maybe briefing sessions or focus groups:

- Pre-construction phase of development including finding and negotiating land,
- Housing, Asset Management and Development (key customer facing services),
- Support & Care,
- Customer Service,
- Partners Views of Kingdom.

The Board **approved** the basis of the report to form an appraisal action plan for 2020/21 based on Board members feedback.

Key Minute

The KHA Board **approved** a recruitment exercise for new KHA Board

members to be co-opted to the Board based on the following skills /experience as priorities in late 2020;

Key Minute

- 1st Digital,
- 2nd Legal,
- 3rd Construction/Maintenance.

The Board **noted** sections B and C of the report after Calum highlighted that there was an update at Section 4.2 regarding notifiable events, the recent storm damage has resulted in a notifiable event being submitted to the regulator and has been closed with no additional information needed.

10. **CHIEF EXECUTIVE AND CORPORATE GOVERNANCE REPORT**

Bill presented the report.

Section A – Items for Specific Approval and Consideration / Discussion

2.1 - Delegated Authority and Reserved Powers

The update and the report was noted and agreed.

2.2 - Electronic Decisions and Decisions through Delegated Authority

The Board noted the report and ratified the approvals under delegated authority.

2.3 - Working from Home Expenses

The Board **approved** that the working from home allowances should continue meantime, for eligible staff and from end September they should only be paid on a pro rata basis, based on the number of days it is planned that someone works from home each month.

Bill

The Board granted delegated authority to the Chief Executive to implement the above, with updates provided as part of the Chief Executives monthly Board reports and a further formal review carried out in three months' time, as part of the November Board report.

2.4 - Allocations (E-signing of Tenancy Agreements)

Bill advised that the proposal states that we will only use electronic signatures in urgent situations and then follow up with wet signatures.

The Board **noted** the update confirmed approval to the proposed approach.

Section B – Highlighted items, including areas for noting

Bill advised that various updates have been provided in Section B and all items within this section were **noted** by the Board.

3.2 - Coronavirus Funding

Bill highlighted that we have been very successful in securing funding to assist tenants and tenants of partner organisations.

3.3 - SHR Updates

Bill advised that the August SHR Coronavirus update has been submitted and comparison details are provided as part of the update.

3.7 - Corporate Plan

Bill advised that all our Corporate Plan Strategies are available from the links in the updated report.

3.10 - Investors in People Assessment

Bill highlighted that we have obtained the Gold Investors in People Accreditation.

3.11 - PA Housing Leicester

Bill highlighted that PA Housing in Leicester have adopted the Naumann Initiative and the Board welcomed the news.

3.12 - Virtual Tenant Gathering

Bill advised that a successful virtual Tenant Gathering was held and a further event is being planned for Scottish Housing Day on 16 September.

3.13 - Scrutiny Panel

Freya welcomed the scrutiny panel proposals and looks forward to the Board receiving the report in October.

3.14 - Equality and Diversity

Bill highlighted the report that provided a fairly comprehensive update on our approach to Equality and Diversity.

Lorretta acknowledged the good work being done in relation to equalities and social justice however felt the Board were perhaps not provided with the information in a collated format to fully appreciate the work being done. Bill suggested an annual report could perhaps be provided to the Board.

Bill

The updates in Section B were noted, and the approach in respect of waiting to establish the SFHA approach in relation to Equality and Diversity was agreed. It was also agreed that an Annual Equality and Diversity Report should be presented by the Chief Executive to highlight the range of actions that had been progressed during the year.

Sections C and D of the reports were **noted**.

11. SECRETARIES REPORT

Bill in his role as secretary confirmed that a system of regular checks has been implemented to audit the various minutes, registers, and he was happy to confirm, in accordance with the requirement of rule 68, that rules 62–67 have been followed till March 2020.

From March 2020, he advised we have been unable to get wet signatures from the Chair and the Secretary on minutes of the Board meetings and sub committees. Bill

Bill

confirmed he will ensure that when the Covid-19 restrictions are lifted and we can return to face to face meetings an exercise to sign all of the minutes will be undertaken and an interim Secretary report will be produced in February 2021, at which time we expect to present full compliance with the requirements of the Rules.

12. CONFIDENTIAL ITEMS

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

13. ANY OTHER BUSINESS

None.

14. DATE OF NEXT MEETING

Monday 21 September 2020

5.00 pm - KHA Board meeting

6:00 pm - SGM

6:30 pm - AGM

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)
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
20 April 2020	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. Update: Due to the Coronavirus a full validation will be postponed until 2021.	May 2021
15 June 2020	8 – 2.3	The Board noted and approved the revised budget for 2020/21, with a further review to be undertaken in September.	September 2020
17 August 2020	11	Interim report from Secretary.	February 2021