

Board of Management Minutes

Date of Meeting: 15th March 2021

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 15 MARCH 2021
AT 5.30 PM
VIA VIDEO CONFERENCING**

PRESENT:	Tom Barr Laura Brotherton Freya Lees (Chair) Linda Leslie Graeme Mackay Loretta Mordi	Laurie Naumann David Redpath Stephen Swan Guy Thomson Carol Watson
OBSERVERS:	Ian Crocker	Alan Hobbett
IN ATTENDANCE:	Bill Banks Matthew Busher <i>(left after agenda item 6)</i> Scott Kirkpatrick	Andrew Latto Bryan Livingston <i>(left after agenda item 6)</i> Lesley Proudfoot

Freya welcomed everyone and thanked Scott for his pre Board briefing session on the overview of the Development programme. It was noted that Lesley will upload the presentation to admin control for information.

Freya welcomed Alan Hobbett and Ian Crocker to the meeting. It was noted that both Alan and Ian had already met with Freya, Linda and Bill as part of the Board member recruitment process and advised that they have joined us today as observers and are interested in joining the Board.

Freya advised that the Board will hear more about Alan and Ian later in the meeting, however at this stage welcomed them both to the meeting and asked everyone present to briefly introduce themselves.

Questions received prior to the meeting are highlighted in the minutes and a copy of the full questions and responses is held on admin control along with the papers for the meeting.

1. APOLOGIES

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.

ACTION BY

**Board
Members**

The Board reviewed and approved the proposed treatments below;

Agenda Item 9, 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 9, Chief Executive Report - Board of Directors of KI

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

Agenda 9 - Chief Executive Report, Agenda Item 10 - Introduction by Potential New Board Members, Agenda Item 11b Board Recruitment

The Board noted the relationship and no further actions are required.

Agenda Item 11 - Confidential Items

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

3. **TO APPROVE THE MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 15 FEBRUARY 2021**

Subject to the 2 amendments highlighted prior to the meeting (at 7 2.1 - Frechie should read Freuchie and at 8, 5.5 - amendment to read 'review complaint and closure reasons'); the minutes were **approved** by Laura Brotherton and Carol Watson.

Lesley

4. **MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON 15 FEBRUARY 2021**

The Board **noted** that all items have been completed, or covered in the papers.

5. **TO RECEIVE THE MINUTES OF THE SUB COMMITTEE MEETINGS SINCE THE LAST BOARD MEETING**

The minutes from the Sub Committee meeting held on 9 February 2021 were **noted**.

6. **TENANT SCRUTINY PANEL REPORT**

Matthew presented the report.

The pre Board questions and comments covered areas related to;

- It was felt Section 2 provided a really good description of the methodology undertaken by the Scrutiny Panel and it was suggested the panel include something like this in future reports.
- It was suggested that at Recommendation 1, if there was an issue with when letters went out after the appointment time, we should acknowledge this and provide a response.

Matthew

Matthew

Matthew confirmed the meeting with the Board and Scrutiny Panel is being held on Tuesday 23 March at 6.00 pm.

After discussion the Board noted the management response to the scrutiny panel and gave **approval** to progress the proposals at sections 5.8 and 5.9 of the report.

Matthew

7. **INTERIM DEVELOPMENT REPORT; LANDBANK ACQUISITION PROPOSAL**

Scott presented the report.

Section A; Items for Approval

The pre Board questions and comments covered areas related to;

- Landbank acquisitions for Alliance transfer projects,
- Funding arrangements and timing of drawdown,
- Liability for conditions in purchase agreement and grant offers,
- The wording re 'the Council' will be checked and amended,
- Timing for payment of project management fee,
- Recovery of full costs,
- Risks associated with the project.

Scott

Full details on the queries and responses are provided on admin control.

**MINUTE HAS BEEN REMOVED DUE TO CONTAINING
CONFIDENTIAL/COMMERCIAL SENSITIVE INFORMATION**

Section B; Highlighted Matters

The Board **noted** this section.

8. **GENDER PAY GAP REPORT**

Prior to the meeting it was highlighted that the bullet point at top of page 3 is slightly difficult to read grammatically.

The following rewording was agreed:

Our Management Development Programme will include specific interventions that focus on development, learning and support for women who aspire to managerial and leadership roles at Kingdom.

Andrew

Andrew highlighted that it was disappointing that the gap has grown, particularly given the measures introduced to address this.

Subject to the above amendment, the Board **approved** the KHA report and **agreed** to publish the report this year.

Andrew

9. **CHIEF EXECUTIVES REPORT**

Bill talked through the report.

Section A – Items for Specific Approval and Consideration / Discussion

2.1 - Delegated Authority and Reserved Powers

The Board **noted** the following approvals, under the delegated authority to the Chief Executive/and or Executive Management Team, are highlighted;

- On 16 February the Kingdom members on the KHA / FHA Project Board agreed to hold the Shared Services charge levels at the 2020/21 level. The decision was approved by the Chair using emergency powers. This allowed the 2021/22 budgets to be progressed.
- Temporary full time Administrative Officer, within the Capital Investment Team for a period of 12 months.
- Wayleave or servitude to Last Mile Electricity Limited at Park Road, Kirkcaldy,
- Wayleave or servitude to Scottish Gas at Primrose Place, Alloa,
- Alliance Transfer Model to Glen Housing Association, there are 8 units at Wilmington Drive, Glenrothes.

2.2 - Electronic Decisions and Decisions through Delegated Authority

The Board **noted** that there was none.

2.3 – Furlough / Job Retention Scheme

Andrew advised that staff being terminally ill is a policy area that we need to consider further and agreed to look at some options which could be presented to a future Policy Sub Committee meeting.

Andrew

The Board **noted** and **ratified** the furlough arrangements as provided in the update.

2.4 - Shared Services Agreement with Fairfield Housing Association

Prior to the meeting a query was raised in respect of the wording in the termination clause. It was agreed the wording should be amended to state that the 3 months notice period can be extended, or reduced, through the agreement of both parties.

The Board **approved** the following;

- The Shared Services Agreements are renewed based on the existing costs and services for a 12 month period, or until the Transfer of Engagements takes place if this is before the end of the 12 month period.
- The Agreements are between KHA and FHA.
- Delegated authority is granted to the Chair and Chief Executive to progress and sign the Agreements.

2.5 - Working from home allowances

The Board **agreed** that the current arrangements are continued meantime with delegated authority granted to the Chief Executive to amend the arrangements if required to reflect working practices.

2.6 - Lease Approval - 6 Ferniebank Court, Dunipace

The Board **approved** to grant a lease for the property at Ferniebank Court, Dunipace to KSC using the standard lease.

2.8 - Treasury Management Update

Bill advised that he was presenting this item on behalf of Ken.

The Board **approved** that delegated authority is granted to Ken Tudhope, Director of Finance, to authorise each of KHA's lenders to facilitate the change from LIBOR to SONIA within loan agreements.

Ken

2.9 - Memberships

The Board agreed to defer the discussion of this item until the Confidential discussion at agenda item 11.

Section B - Highlighted items, including areas for noting

3.1 - Purchase of NHT Properties (Coalsnaughton and Crail Phase 2)

Bill advised that the NHT properties at Coalsnaughton and Crail Phase 2 have concluded.

3.5 - Board Member Focus Groups

The Board **agreed that** based on feedback from the recent survey future Focus Group meetings will be arranged on a Wednesday or Thursday at 5.30 pm.

It was highlighted that the Focus Group meetings are not decision making groups and they are not part of the governance structure.

3.7 – Annual SHR Regulation Meeting

Bill highlighted that the note from the Annual SHR Regulation meeting had been provided and asked if there were any queries or comments on this to come back to him.

**Board
Members**

3.10 - Subsidy Review Meeting

Bill advised that the first meeting of the subsidy review meeting took place this morning and advised that it was really an introductory meeting and more information should be available in April.

Section C - Items for Update / Information

The Board **noted** Section C.

Section D – Quarterly updates

The Board **noted** Section D.

Section E – Corporate Governance Report

6.1 – Updated Governance Documents

Bill advised that the SFHA have recently published updated model role descriptions for the;

- Chair (appendix F)
- Vice Chair (appendix G)
- Board Member (appendix H)

It was noted that the Governing body members guide has also been updated and a copy is provided as appendix I.

Prior to the meeting a query was received in respect of the remit for the Vice Chair

It was agreed the remit should be amended to clarify that as part of the process all Board members would be eligible to be nominated as Vice Chair and Chair through the normal nominations process.

The Board thereafter **approved** the above Governance documents.

The Board **noted** Section E.

10. INTRODUCTION BY POTENTIAL NEW BOARD MEMBERS

Before leaving the meeting Freya invited Alan and Ian to introduce themselves and say a bit about what attracted them to Kingdom as a Board Member, what contribution they felt they would be able to make to the Board and what they would gain from Board Membership.

Alan and Ian introduced themselves and gave an overview of the above to Board Members and staff in attendance.

Both Alan and Ian confirmed that following this meeting they were still interested in joining the Kingdom Board

Freya thanked Both Alan and Ian for attending the meeting and advised that Bill will contact them after the meeting to update them.

Both Alan and Ian left the meeting at this point.

11. CONFIDENTIAL ITEMS

Not for circulation

12. ANY OTHER BUSINESS

Not for circulation

13. DATE OF NEXT MEETING

Calum

Bill

Monday 19 April 2021

3:00 pm - Audit & Financial Compliance Sub Committee

5:00 pm - Pre Board Briefing Session - an overview of Universal Credit and Rent Affordability by Matthew Busher

5:30 pm - KHA Board Meeting

Signed (Chair)

Signed (Secretary)