

<b>Report To:</b>	Management Committee Meeting
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<b>Agenda Item 4.1:</b>	Minutes of Pineview Housing Association Ltd Committee Meeting Held by remote access using MS Teams on 30 June 2020
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<b>Prepared By:</b>	Joyce Orr, Director
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<b>Date Prepared:</b>	7 August 2020
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<b>Meeting Date:</b>	25 August 2020 at 6.00pm
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<b>Minutes - Rule 62 - SFHA Charitable Model Rules (Scotland) 2013</b>
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62. Minutes of every general meeting, Committee Meeting and sub-committee meeting must be kept. Those minutes must be presented at the next appropriate meeting and if accepted as a true record, signed by the Chairperson of the meeting at which they are presented. All Minutes signed by the Chairperson of the meeting shall be conclusive evidence that the minutes are a true record of the proceedings at the relevant meeting.

<b>Item Details</b>
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<b>1. Sederunt</b>
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<b>Present:</b> Matthew Dillon (MD) Sharon Kane (SK) – joined 6.20pm Dan Martyn (DM) Winifred McPhail (WM) Victoria Phelps (VP) – Chair David Syme (DS)	<b>Apologies:</b>  <b>Special Leave:</b> Jean Black (JB) Josephine McGinty (JMc) Myra Frater (MF) Jim O'Connor (JO'C) Anna Welsh (AW)  <b>Absent Without Apologies:</b>	<b>In Attendance:</b> Karen Byrne (KB) – Housing Services Manager Isobel Ferguson – Finance & Corporate Services Officer Lucy Neilson (LN) - FMD Joyce Orr (JO) – Director & Secretary  <b>Guest Speaker/Presenter:</b> Jeremy Chittleburgh (JC) – Chiene & Tait, External Financial Auditor
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All papers issued in advance of meeting unless detailed in minute.  
Following connection issues, the meeting started at 6.10pm.

<b>2. Declaration of Interest</b>
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The Chair reminded everyone of the importance of keeping their Register of Interest entry up to date and declaring any interests and ensuring their ongoing committee eligibility status. The Chair reminded everyone of confidentiality and collective responsibility.  
- All confirmed no declarations and no updates.

The Chair advised that the External Financial Auditor would be invited to present first to allow him to then leave should he wish to.

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<b>3. Decisions / Approvals Summary Report</b>		
<p>The Chair referred members to the Decisions / Approvals Summary Report issued. The Chair advised that this report would be used to guide the meeting decisions / approvals required, and will be utilised with the assumption that members have read all the full reports and had the opportunity to raise comments in advance of the meeting.</p> <p><u>Decisions Made:</u></p> <p>Detailed below under each section to which they relate.</p>		
<b>5.1 Annual Financial Statements to 31/03/2020</b>		
<p>LN took the meeting through the overview of the annual financial statements for year ending 31/03/2020. The meeting considered the statements and the reconciliation to the quarter 4 management accounts. LN explained two amendment to the statements from those issued with papers - text errors (page 2 internal officer corrected to auditors; page 17 basis of consolidation from principle accounting policies replaced with going concern).</p> <p>JC took the meeting through the audit summary report produced by Chiene &amp; Tait. JC advised that there were no control weaknesses found, and that this can add to Committee assurance. JC advised there were no adjustments needed to the accounts, the auditor had reassurance of PHA as a going concern, and the auditor was assured in giving a “clean” audit opinion. JC thanked PHA for working with Chiene and Tait to enable the audit to go ahead during Covid19 remote working. JC advised that he was pleased to see PHA being prudent in providing for possible impacts of Covid19, including increased bad debts.</p> <p>LN took committee through the remainder of the report, seeking committee approval for annual financial statements; the letter of representation; the Clydesdale Bank covenant compliance certificate; and committee response to Chiene and Tait audit report.</p> <p>JO explained the proposed process for electronic signatures as set up by DPO. JC confirmed electronic signatures are acceptable.</p> <p>The date of 1 September 2020 for the AGM was discussed with the auditor, whom would be required to attend, and was advised that the date may change due to Covid19 related issues. JC noted the position and that any change to the date will be relayed to the auditor at the earliest opportunity.</p>		
<p><u>Decisions Made:</u></p> <ul style="list-style-type: none"> <li>- Annual Financial Statements for financial year to 31/03/2020 approved.</li> <li>- Signing arrangements approved.</li> <li>- Financial statement to be distributed to stakeholders in line with returns register and requirements, and to be made available on PHA website.</li> <li>- Approved Letter of Representation to be signed and issued to auditor.</li> <li>- Approved certificate of compliance to be issued to Clydesdale Bank.</li> <li>- Approved response to Audit Report for issue to auditor.</li> </ul>	<p>JO IF/LN/JO</p> <p>JO JO JO</p>	<p>10/07/2020 Various</p> <p>10/07/2020 27/09/2020 10/07/2020</p>

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<p><i>The Chair invited the External Financial Auditor to remain or leave the meeting. JC thanked committee for their time and advised he would leave. Committee thanks JC for all the work in respect of the audit. The Internal Auditor left the meeting at this point (18:30).</i></p>		
<p><b>4. Minutes of Previous meetings</b></p>		
<p>4.1 Minute of the Management Committee Meeting of 2 June 2020 noted, no changes requested.</p> <p>4.2 Previous Minutes Decisions Action Implementation Report noted and agreed. Committee noted items either complete; to be considered at meeting; or not yet due. KB updated on Item 4.2 from 12 May 2020, advising insurers update that HMO and Office maintenance and servicing requirements (e.g. fire alarm etc.) be undertaken as soon as practicable to do safely.</p> <p><u>Decisions Made:</u></p> <p>4.1 - Minute of 2 June 2020 approved - proposed by DM, seconded by WMc. Minute to be signed by Chair when Covid19 restrictions lifted.</p>		
<p><b>5. Items Requiring Decision / Approval</b></p>		
<p><b>5.1 Annual Financial Statements to 31/03/2020</b> Item dealt with after Item 2 – please refer above.</p> <p><b>5.2 SHR Five Year Financial Projection (FYFP)</b> The meeting Chair introduced the report and asked LN if any updates to the report. LN advised no updates. All matters within report noted. LN took the meeting through updated 30 year projections, explaining the proposed changes from the budget approved in January 2020 and the follow on impact. Committee considered the updated assumptions used and the stress testing applied to the financial model. Committee noted outcome position in respect of surplus, cash, net assets, and loan balances over the 30 years on the proposed projections. Committee also noted the chart showing the differences from the Jan 2020 position. LN presented the FYFP advising that year 0 is from audited accounts and years 1 – 5 from the updated 30 year projections as proposed. Committee noted outcome FYFP and associated ratios.</p> <p><u>Decisions Made:</u></p> <ul style="list-style-type: none"> <li>- Approved the updates and assumptions used for updating the 30 year projections (and therefore the FYFP), and these projections to replace previous version.</li> <li>- Approved the FYFP, as presented, for submission to SHR.</li> </ul> <p>LN left the meeting at this point.</p> <p><b>5.3 Business Plan General Report:</b> The meeting Chair introduced the report and asked JO if any updates to the report. JO advised updates as per notes in Decision Time regarding Model Rules and virtual AGMs; calculation of “traditional” interest cover as being different from the covenant measurement; and that finance KPI document had been updated to include SHR medians for 2018/19.</p>	<p>LN</p> <p>JO</p>	<p>10/07/2020</p> <p>31/07/2020</p>

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<p>All matters within report noted.</p> <ol style="list-style-type: none"> <li>1. Returns - noted the Returns update and all met on time to date.</li> <li>2. SWOT analysis – committee considered the SWOT analysis undertaken by staff (in absence of committee and staff strategy day this year). The meeting discussed the suggestion from DM about reviewing the PEST(LE) separately and looking at ‘winds of change’ for the 2021 review. There were no suggested changes to the reviewed 2020 SWOT analysis presented.</li> <li>3. Priorities – Outcomes to 31/05/2020 considered and the comments noted regarding the 5/29 not completed by target date due to Covid19 impact on these and other priorities. Committee were satisfied, and in agreement with, the explanations given.</li> <li>4. Finance KPIs - noted that the Finance KPI outcomes to 31/03/2020 had been calculated from Item 5.1 Annual Financial Statements and projections were from Item 5.2 FYFP.</li> <li>5. Annual General Meeting (AGM) and Rule Change – JO updated that the Corporate Insolvency and Governance Bill had received Royal Assent. Committee discussed AGM format and timing of Rule change. It was thought that due to the AGM being virtual it was best to keep it simple this year. Committee considered the proposed timeline for the AGM if held on 01/09/20. Committee discussed the staff recommendation to delay Rule change until 2021, and the supportive position of SHR regarding this.</li> <li>6. Kendoon – Committee noted update on transfer due diligence and business case work. Committee noted the current workplan timeline and agreed the need for Pineview to hold a special management committee meeting to consider the proposed business case and associated financials, and for committee to make decisions regarding progressing. JO advised committee of Kendoon request for Pineview to consider providing services in advance of transfer process starting, due to staff changes at Kendoon. Committee determined that this was not appropriate as it could create a conflict of interest and give tenants the wrong impression that the transfer was a “done deal” rather than subject to their voting.</li> <li>7. HUB/SDM Reconciliation – committee noted the HSM will provide validation report to Aug CoM meeting.</li> </ol>		
<p><b>Decisions Made:</b></p> <ol style="list-style-type: none"> <li>5.3.2 SWOT analysis – approved for business plan update.</li> <li>5.3.3 Priorities – approved c/fwd requests.</li> <li>5.3.4 Finance KPIs – approved Business Plan be updated with KPI outcomes and forecasts from annual financial statements and FYFP.</li> <li>5.3.5 AGM and Rule Change - <ul style="list-style-type: none"> <li>– Approved virtual AGM to be held 01/09 and re held 08/09 if not quorate.</li> <li>– Determined Rules change to be delayed until 2021 - to be added to Period A and B Governance Priorities for 2021.</li> </ul> </li> <li>5.3.6 Kendoon – agreed special CoM meeting to be held 21/07/2020 to consider proposed business case and associated financials, and make decision on progressing further.</li> <li>5.3.7 HUB – HSM to provide reconciliation validation report to Aug CoM meeting.</li> </ol>	<p>JO JO/LN/IF JO  JO JO JO KB</p>	<p>31/07/2020 31/08/2020 31/07/2020  01/09/2020 2021 21/07/2020 25/08/2020</p>

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<p><b>5.4 Regulatory Compliance Self-Assessment Action Plan Update</b>  The meeting Chair introduced the report and asked JO if any updates to the report. JO advised updates as per notes in Decision Time, being further delay to action open meetings / coffee mornings due to Covid19 restrictions; and advising that Decision Time has been added as compliance evidence in respect of Standard 4, section 4.1. All matters within report noted.</p> <ol style="list-style-type: none"> <li>1. Action Plan Update - JO highlighted progress on action plan and requested that Action 1.7 on committee member background information, and Action 6.5 on streamlining committee induction, be put on hold until later in the year given other more pressing priorities and no inductions due (as well as current system being effective but just requiring some streamlining).</li> <li>2. 2020 Standards Compliance Review – JO advised that report paragraph 2.3 mistakenly made no reference to Standard 4 but that Standard 4 was included as a tracked changes document within papers (committee confirmed). Committee considered the self-assessment against the Standards, the compliance evidence, and the proposed changes for Standards 2/3/4/7.</li> </ol> <p><b>Decisions Made:</b></p> <p>5.4.1 Action plan update – approval for Actions 2.4 (coffee mornings), 6.5 (streamline committee induction) and 1.7 (committee profile information) be delayed and reconsidered during quarter 3 (Oct – Dec 2020). No changes to reporting systems at present.</p> <p>5.4.2 2020 Standards Compliance Review – the review of standards compliance was approved for updating the audit of compliance record, and contributing to 2020 annual assurance statement (AAS). Draft AAS to 29 September CoM meeting as per business planning timeline.</p> <p><b>5.5 Covid19 Summary Impact Report</b>  The meeting Chair introduced the report and asked JO if any updates to report. JO advised no additional updates. All matters within report noted. Committee considered the Scottish Government Covid19 Route Map update and the Restarting Services Guidance from the Scottish Housing Resilience Group, and the associated work being undertaken by the staff team. Committee considered the office closure and staff working arrangements and agreed that the Association should follow the Scottish Government Route Map guidance.  Committee discussed that alternative ways of working will incur unbudgeted for spend (these include items such as video conferencing facility set up within the office to allow wider committee involvement in committee meetings; additional online security set ups such as multi factor authentication and cyber security options; remote soft phone system, or alternative, to enable remote phone answering; alterations to office to ensure premises as covid secure as feasible for when allowed to return (screens, signage, alterations to office entrance door and CCTV etc.); PPE purchases, etc.  Committee noted updates on impact of Covid19 on business continuity, including service delivery, staff welfare, legal and regulatory requirements,</p>	<p>KB/JO</p> <p>JO</p>	<p>31/12/2020</p> <p>29/09/2020</p>

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<p>finance and scenarios, contractual obligations, and implementation of delegated authority.            Committee noted that HSM will present Item 5.8 report on covid19 related refund request to committee later in meeting.            Committee noted SHR dashboard report for sector as at end of May 2020.</p> <p><b>Decisions Made:</b></p> <ul style="list-style-type: none"> <li>- Association to follow the Scottish Government Route Map guidance on keeping the office closed and office staff working from home where possible until guidance changes.</li> <li>- Delegated authority to staff to incur unbudgeted spend for covid19 related matters, with spend update in each monthly covid19 report from 25/08/2020.</li> </ul> <p><b>5.6 Committee and Membership Report:</b>            The meeting Chair introduced the report and asked JO if any updates to the report. JO advised no updates other than those within Decision Time regarding committee standing down and election requirements.            All matters within report noted.            Governing Body AGM requirements - JO advised that the following committee members have agreed to stand down and seek re-election: Victoria Phelps, Winnie McPhail, Myra Frater, Josephine McGinty.            Discussed Rule 39.4 allowing resigning members to stand for re-election without being nominated. Discussed Rule 43.11 and position regarding those members who had served in excess of nine years and the resolution decision taken at the 28 April 2020 CoM meeting in relation to the continued effectiveness of the contributions made by those committee members with nine or more years' experience.            DM advised that he had been unable to attend the SHR event on 18/06/2020 on post lockdown regulation – JO and KB provided update as they had both attended.            Noted committee diary to end of September and the vital requirement for members to advise in advance if able to attend to ensure quorum can be reached (quorum 4).</p> <p><b>Decisions Made:</b></p> <ul style="list-style-type: none"> <li>- Approved retirement and re-election process without nomination in accordance with Rule 39.4.</li> <li>- Approved that retiring members with more than 9 years continuous service (Winnie McPhail, Myra Frater and Josephine McGinty) are permitted to seek re-election at the 2020 AGM.</li> </ul> <p><b>5.7 Tenant Satisfaction Follow Up Report and Action Plan:</b>            The meeting Chair introduced the report and asked KB if any updates to the report. KB advised no updates other than those within Decision Time regarding pre and post inspections and risk of over survey.            All matters within report noted.            Committee discussed the timing of the survey and the potential impact of early Covid19 service restrictions on satisfaction results. Committee discussed the proposed Action Plan and the additional proposal in respect of ongoing independent survey work for an initial two year period.            JO updated on tenant satisfaction and engagement tool from CX Feedback, which has been shared with the staff team to consider.</p>	<p>JO</p> <p>JO</p>	<p>Ongoing</p> <p>Ongoing</p>

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<p>Committee discussed the importance of going back to tenants a number of months after component replacements to check if still satisfied – this would cover snagging process and also feed into decisions for future contracts regarding components and/or contractors used.</p> <p><b>Decisions Made:</b></p> <ul style="list-style-type: none"> <li>- Approved TSS Action Plan – progress update to be included in housing services committee report quarterly from Oct 2020 or sooner if deemed required.</li> <li>- Research Resource to be appointed for ongoing independent satisfaction survey work for period 2020 – 2022.</li> <li>- Association to consider CX Feedback system and bring recommendation to committee for either pursuing or not pursuing.</li> <li>- In respect of major works/component replacements, Association to undertake satisfaction survey on completion, and then diary in to re survey again 6 months after completion, analyse results and feed into future programming decisions.</li> </ul> <p><b>5.8 Covid19 Related Refund Request Report:</b>  The meeting Chair introduced the report and asked KB if any updates to the report. KB advised no additional updates.  The HSM presented the report to committee who discussed in detail, considering all factors.</p> <p><b>Decisions Made:</b></p> <ul style="list-style-type: none"> <li>- Approved ex-gratia payment as proposed and recommended.</li> <li>- Arrange and ensure implementation for all affected.</li> </ul>	<p>KB</p> <p>KB</p> <p>KB</p> <p>KB</p> <p>KB</p> <p>KB</p> <p>KB</p>	<p>27/10/2020</p> <p>01/09/2020</p> <p>29/09/2020</p> <p>Ongoing</p> <p>31/07/2020</p> <p>31/07/2020</p>
<b>6. Items For Update</b>		
<p>The Chair reminded members these item reports are for updating and should simply be noted unless staff have any updates and/or members require more information/clarification.</p> <p><b>6.1 Director's Report:</b>  The Chair introduced the report and asked if any updates to the report. JO advised no additional updates.  Committee advised all items noted with no further detail required.</p> <p><b>6.2 Staffing &amp; Health &amp; Safety Report:</b>  The meeting Chair introduced the report and asked IF if any updates to the report. IF advised no additional updates. The Chair asked IF to present policy review for decision by Committee..  IF explained that the Pineview Stress Management Policy is not due for review until September 2020 but that EVH had introduced some updates to the model policy in May 2020. IF explained the EVH model policy updates and recommended that Pineview adopt these and review the policy again in September 2023.  Committee advised all other items noted with no further detail required.</p> <p><b>Decisions Made:</b></p> <ul style="list-style-type: none"> <li>- Approved review of Stress management Policy to incorporate EVH updates as applicable to Pineview.</li> </ul>	<p>IF</p>	<p>31/07/2020</p>

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<p><b>6.3 Gift, Hospitality and Donations Report:</b>  The Chair introduced the report and asked if any updates to the report. IF advised no additional updates. Committee advised all items noted with no further detail required.</p> <p><b>6.4 Equal Opportunities Report:</b>  The Chair introduced the report and asked if any updates to the report. IF advised no additional updates. Committee advised all items noted and asked if any updated timeline for production of SHR guidance on equalities. JO advised that no update from SHR as yet.</p> <p><b>6.5 Housing Services Report:</b>  The Chair introduced the report and asked KB if any updates to the report. KB advised no additional updates. Committee advised all items noted with no further detail required.</p>		
<b>7. Policy Reviews</b>		
Nothing in addition to Stress Management Policy considered at 6.2 above.		
<b>7. Correspondence</b>		
Committee noted correspondence issued and nothing further to add.		
<b>8. A.O.C.B</b>		
There being no other business, the meeting closed at 7.40pm		

Minute Approved by: \_\_\_\_\_

Seconded by: \_\_\_\_\_

Signed by Chairperson: \_\_\_\_\_

Date: \_\_\_\_\_