

## BOARD MINUTES

### Date of Meeting - 19 June 2023

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

# Board Minutes

Name of Meeting	Board Meeting	Date of Meeting	19 June 2023
Venue of Meeting	Scott Street, Motherwell	Time of Meeting	5.15pm

## 1. Welcome

### Attending in person

A McFarlane, C Boyd, K Gibb, S Dodson, M Gilfillan, S Watson, L Wilson

### Attending by Teams

L Macdonald

### In Attendance

L Wassell (Chief Executive), L Beresford (People Director), C Garmory (Finance & Corporate Services Director), F Smith (Customer Service Director), L Forrest (Property & Development Director), L Hughes (Minute)

### Apologies

E Walker, A Newlands

### Observers

Helen Barton (NorthStar Consultancy)

Billy Quinn (Customer Panel Member)

The Chair, A McFarlane introduced both observers and welcomed them to the meeting.

A McFarlane reminded Board that any questions raised on the portal should be asked during the meeting at the appropriate point and alerted Board to questions raised on the portal from members not in attendance will be raised by Chair at the relevant point if not already picked up during the discussion.

Board was reminded that if any points that would indicate non assurance during the meeting that these are raised. Board is also asked to consider if any points during the meeting could result in a notifiable event to raise this.

## 2. Declaration of Interest

2.1. Board was reminded that they can declare an interest at any point in the meeting.

2.2. Board was advised at Agenda Item 5.2 - People Policies all staff will leave the meeting with the exception of Lisa Beresford (People Director) who will present the paper and Lisa Hughes (minute taker). Board was also reminded that during this agenda item if they wish to have a discussion without any staff present then they can ask for both remaining staff to leave the room.

## 3. Strategy

### 3.1. Agenda Item 3.1 - 22/23 Corporate Plan Update – Confidential

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

### **3.2. Agenda Item 3.2 - 2023/24 Delivery Plan – Confidential**

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Board **approved** the Delivery Plan format and more importantly the priorities and outcomes and noted they looked forward to the quarterly updates.

## **4. Performance, Procurement and Risk**

### **4.1. Agenda Item 4.1 - New Supply Report – Confidential**

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### **4.2. Agenda Item 4.2 - Health and Safety Compliance Report – Confidential**

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

### **4.3. Agenda Item 4.3 - EICR Audit Report & Policy – Confidential**

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

### **4.4. Agenda Item 4.4 - Strategic Risk Register – Non-Confidential**

4.4.1.C Garmory introduced this report, informing Board that the Audit Committee had completed two detailed deep dives of the Strategic Risk Register as part of their meeting agenda covering 6 risks in total to date. She confirmed that by the end of 2023/24 year all strategic risk will have been subject to a deep dive from the Committee. She advised that these sessions have been detailed and have provoked much discussion amongst the Committee.

4.4.2. Members of Audit Committee in attendance agreed that these sessions have been invaluable and provided insight into key risk, mitigations, actions, controls and assurance.

4.4.3 In response to a question regarding cyber-attacks, C Garmory confirmed that the IT team are currently completing the Cyber Essentials self-assessment accreditation with an expected completion date of late August. At this stage she confirmed that they would be testing in respect of cyber-attacks and completing a full system attack simulation which would form part of the BCP testing programme. She agreed that TSG, our IT partners would complete this simulation over the coming months. **(Action Log)**

4.4.4. The Board thanked C Garmory for a comprehensive report and noted that the Chair is very pleased with actions and assurance the Board are now given in regards risk management systems.

4.4.5. With no further question Board reviewed the Strategic Risk Register, noting the ongoing improvements and also considered any potential risks to be included in the risk radar.

#### 4.5. **Agenda Item 4.5 - Annual Return on Charter – Board Assurance – Non-Confidential**

- 4.5.1. This report was prepared at the request of the Audit Committee to be updated to provide further commentary for Board. This relates to the recently submitted Annual Return on Charter (ARC).
- 4.5.2. C Garmory advised the purpose of the report is allow Board to have **oversight & monitoring** of additional commentary in respect of any further actions. Board commented that they were satisfied with the additional commentary and would like the Executive Team to consider the RAG coding of performance targets.
- 4.5.3. C Garmory reminded Board that Q1 performance will be part of the August Board agenda and RAG status will be considered and also at this benchmarking will be available via Scottish Housing Network.
- 4.5.4. L Wassell confirmed that the SHR queries regarding the ARC return had been responded to by C Garmory and accepted.
- 4.5.5. Board thanked C Garmory for this valuable report which allowed them **oversight & monitoring** of additional commentary that has been updated by EMT at the request of Audit Committee.

### 5. **Governance**

#### 5.1. **Agenda Item 5.1 - Annual Policy Register and Policy Approvals**

- 5.1.1. C Garmory presented this report, advising that for all policies a clean and a tracked change version was available for all to review in Decision Time. She confirmed that when approved all manuals and corresponding policies will be updated to reflect the approvals.
- 5.1.2. C Garmory advised Board that the policies dates that are red in the Policy Register are overdue in terms of review and revised dates for review and completion of the updated policy are included in the register. She highlighted to Board that all policies falling out with their review date will be reviewed and up to date by the end of March 2024. C Garmory advised all, that the date on the EICR Policy review dates are wrong in the register and are showing the wrong year, however she also reminded Board that they had approved the revised EICR policy under agenda item 4.3 and the register will be updated to reflect June 2023 as the new policy date with the review being 3 years from then, June 2026, unless any statutory changes indicate an earlier requirement for review.
- 5.1.3. With no further questions Board
- **Noted** Policy Register and the changes to policies made throughout the year
  - **Approved** Policies as detailed in the report.

***CVHA Officers left the meeting, with the exception of Lisa Beresford People Director and Lisa Hughes minute taker.***

#### 5.2. **Agenda Item 5.2 - People Policy Approvals – Non-Confidential**

- 5.2.1. L Beresford introduced the report, she advised that all CVHA staff left due to the EVH terms and conditions and policy approvals, she advised that she would leave the meeting if Board requested, this was noted, and L Beresford continued.
- 5.2.2. L Beresford confirmed that the EVH terms and conditions have been updated to include the Mental Health First Aider payments and the enhanced Shared

Parental Leave Pay as approved by Board on 27 March 2023. The additional changes to the terms and conditions were also included for reference.

- 5.2.3.L Beresford provided a brief overview of the policies that were being presented for approval, confirming the Learning & Development Policy had been streamlined as to where CVG is as an organisation.
- 5.2.4.She currently advised no employees in the association required a PVG, which had been confirmed by Disclosure Scotland and for this reason the Disclosure Policy had been updated to reflect this.
- 5.2.5.Board enquired if any staff had been consulted regarding policy changes, L Beresford confirmed that yes, where appropriate. A number of staff and line managers had been involved in the Learning Needs Assessment and feedback sought on the process which aided the development of the Learning and Development Policy. Some of the proposed changes would not require discussion, for example, the removal of PVG but confirmed that the People team strive to do this where applicable. The Induction and Probationary Policy is currently under review and the People team have requested recent new starts to complete a short survey. If appropriate, CV Voice can be used as another mechanism for feedback.
- 5.2.6.Board discussed and **approved** the proposed changes to the policies outlined below:
- Learning & Development Policy
  - Gender Based Violence Policy
  - Recruitment & Selection Policy
  - Disclosure Policy
  - Menopause Policy
  - Reserved Forces Policy
  - Shared Parental Leave Policy

***All CVHA Officers returned to the meeting.***

### **5.3. Agenda Item 5.3 - Procurement Manual – Non-Confidential**

**Some of the Minute/information of the item removed or edited due to information relating to personal/confidential items or being commercially sensitive**

- 5.3.1.C Garmory introduced this report, advising that the current procurement arrangements in place will remain until a new CEO is appointed. She reminded Board that the Procurement Strategy presented to Board in March outlined the responsibilities of Procurement within CVG and at that time Board agreed this should remain as status quo until further review has taken place. Board agreed this review should be part of new CEO priorities.
- 5.3.2.She asked Board to review the procurement amounts on page 12, all agreed they were satisfied to remain with these levels and stated they were assured that the flowchart at 4.2 allowed for easier understanding of the process.
- 5.3.3.Board noted that the manual was beneficial, and it was important that it was followed by all staff, C Garmory confirmed that staff training sessions were being organised for late summer to fully embed the manual. She confirmed that Caughey Solutions would support this training.
- 5.3.4.L Forrest responded to a question asking if design and build (D&B) contract proposal was more favourable than an Invitation to Tender (ITT). She confirmed that with a new development proposal a D&B contract ensured that

the contractor held the liability and additional costs, and this is the least risky form of development procurement as costs are fixed and all statutory approvals are in place. She agreed to concerns that all contracts awarded moving forward would have to all guarantees in place, prior to presentation for board approval.

5.3.5. Chair asked Board if they were assured that the Procurement Manual was presented for approval and that the Board understands that relevant training will be provided to all staff involved in procurement within Clyde Valley Group.

5.3.6. Board **approved** the Procurement Manual for Clyde Valley Group.

#### 5.4. Agenda Item 5.4 - CEO Report – Confidential

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#### 5.5. Agenda Item 5.5 - Governance Report – Confidential

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

5.5.2. With no further questions Board.

- **Approved** the allocation of property to CVHA staff member, subject to a review of the bypass reasons by the Interim CEO
- **Approved** holding the AGM in person with venue to be advised
- **Approved** 1 share membership
- **Noted** the Internal Audit Plan for 2023/24

### 6. Strategic Finance

#### 6.1. Agenda Item 6.1 - 5-Year Viability Report and Loan Portfolio Return – Confidential

6.1.1. Board **noted** the submission of the 5-year Financial Viability Return and the loan portfolio for 2023.

#### 6.2. Agenda Item 6.2 - Annual Treasury Management Update – Confidential

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

6.2.2. Board **noted** the contents of this report.

### 7. Minutes and Action Log – Confidential

#### 7.1. Agenda Item 7.1 - Board Minutes

Board **approved** the contents of minutes of 27 March 2023.

Board **approved** the contents of minutes of 27 April 2023.

Board **approved** the contents of minutes of 23 May 2023.

Board **approved** the Action Log

7.2. Members **noted** the CVPS Draft Board Minutes – 1 June 2023

**All CVHA officers left the meeting.**

**8. Agenda Item 8 - Any Other Business**

8.1. F Smith provided an update on Douglas, he referred to the email he shared with Board on 16 June and asked if Board had any questions. All agreed that the email was clear and informative. He confirmed that the work had started on site today, Monday 19 June.

8.2. A McFarlane, Chair recognised the contribution that L Wassell has been to CVHA as the CEO in her six years at CVG.

**9. Date of Next Meeting**

CVHA Board Meeting 28 August 2023.