

## **BOARD MINUTES**

### **Date of Meeting - 22 August 2022**

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

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## Board Minutes

Name of Meeting	Board Meeting	Date of Meeting	22 August 2022
Venue of Meeting	Hybrid (Teams & Office - Scott Street, Motherwell)	Time of Meeting	5.15pm

### 1. Welcome and Apologies

In person: A Murray (Chair), A Baird, L Wilson, K Gibb, A McFarlane, M Gilfillan, S Watson  
Virtual: C Hendry

#### In Attendance

L Wassell (Chief Executive), C Garmory (Finance & Corporate Services Director), F Smith (Customer Service Director), L Beresford (People Director), R Pollock (Asset Manager), G Collie (Asset Project Manager), S McGleish (Finance Manager), L Neary (Corporate Services Officer), L Hughes (Minute)

#### Observers

L McDonald, S Dodson (potential Board nominees)

#### Apologies

I McGowan, C Boyd, E Walker

### 2. Declaration of Interest

2.1. No declaration of interest was stated by Board Members in attendance at meeting, A McFarlane advised Board Members that E Walker (a member not in attendance) had declared that S Dodson was a friend. It was confirmed that E Walker had not been involved in the recruitment process. The Chair stated that both observers would be required to leave the meeting for the decision on their share membership and a confidential Board discussion under Agenda Item 5.2.

### 3. Minutes of previous Meetings

#### 3.1. CVHA Minutes – 22 June 2022 - Confidential

3.1.1 The Board **approved** the minute of the meeting held on 22 June 2022 subject to amendments agreed later during the private Board discussion under Section 5.2.27 of these minutes.

## 4. Strategy Development

### 4.1. Delivery Plan Priorities 2022/23 - (Presentation) - Confidential Discussion

Information removed or edited due to information relating to personal/confidential Items or being commercially sensitive.

## 5. Governance

### 5.1. Action Log - Non-Confidential

- 5.1.1. C Garmory advised that all actions on the Action Log are either on the agenda, closed or not yet due and sought questions.
- 5.1.2. Board asked if a plan and date had been agreed for the Housing Intelligence training that would focus on academic research and foresight analysis for the housing sector.
- 5.1.3. K Gibb confirmed that he had met C Garmory to prepare a training plan and would host a session in the Autumn. He agreed to meet with C Hendry offline to review her suggestions for this training. **(Action Log)**
- 5.1.4. The Board **approved** the Action Log.

### 5.2. Governance Report - Non-Confidential

#### 5.2.1. Board Recruitment

Lindsay MacDonald and Stuart Dodson introduced themselves.

***L MacDonald and S Dodson left the meeting.***

- 5.2.2. A Murray provided a brief synopsis of the non-executive recruitment process and expressed confidence that the two new members met CVHA's requirements and addressed key skill gaps arising from September 2022 that Board Members had identified in January 2022. He also advised another potential Board Member had been interviewed with experience in housing finance and treasury management. This candidate is considering potential timing and personal commitments and plans to observe a meeting after the AGM. A Murray advised that CVPS Board was still recruiting for Board Members.

#### 5.2.3. Share Memberships

- 5.2.4. Board **approved** share memberships for S Dodson and L MacDonald.

***L MacDonald and S Dodson returned to the meeting.***

#### 5.2.5. Gifts and Hospitality Register

- 5.2.6. Board Members were reminded that delegations for approvals on the register are that declarations and invitations for Directors need approval by the Chief Executive, by the Chair for the Chief Executive and by the Chair of Audit Committee for the Chair. The register has been updated to reflect

these approvals.

- 5.2.7. Board reviewed and **approved** the Gift and Hospitality Register.
- 5.2.8. **Mobile Phone Use**
- 5.2.9. Board expressed concern with the proposal to recover personal charges for staff using mobile phone and requested more context. C Garmory explained that the reason for the proposal was to make it clear to staff that excessive personal usage was not permitted. It was intended that a full mobile phone policy was to be on the agenda for October Board. The reason for requesting approval in advance to deal with the potential for excessive personal use was so that this point was included as part of the staff declarations and annual return in September. C Garmory clarified that no staff member would be expected to pay costs retrospectively. There was some Board debate about whether a mobile phone policy should be an operational matter and the status of such a policy was an issue of governance or employee relations.
- 5.2.10. Board **did not approve** that excessive personal use could be defined ahead of a full policy and suggested value threshold limits were needed. This policy matter should be brought back to Board at a later date. **(Action Log)**
- 5.2.11. **Health and Safety Operational Group Remit**
- 5.2.12. Board reviewed the Health and Safety Operational Group remit and requested that section 1.1 is updated to include staff and contractors' safety as well as tenant safety. Board also requested that escalation of urgent and material health and safety matters to Board Members is included in the remit. **(Action Log)**
- 5.2.13. The Board **approved the remit subject to including the requested changes.**
- 5.2.14. **Chair of Audit Committee**
- 5.2.15. A Murray confirmed that CVHA Board Members had been invited to apply. E Walker's skills and experience met CVHA's approved requirements and an interview had taken place. It was confirmed that the process and requirements for the position were included in North Star's workshop on succession planning debated by Board at the Strategy Day in January 2022 and the final report was formally approved at the Board meeting on 28 February 2022.
- 5.2.16. The Board **noted** this update on the proposed Chair appointment post AGM.
- 5.2.17. **Health and Safety**
- 5.2.18. C Garmory explained that a full health and safety compliance report had been discussed in detail at the recent Audit Committee. This brief update summarised the issues and discussions to ensure all Board Members were being kept up to date.

5.2.19. The Board discussed and **noted this update**

5.2.20. **AGM 2022**

5.2.21. A Murray advised Board that this year's AGM would be held the Pat Cullinan Community Centre in Motherwell. He confirmed that in accordance with CVHA Rules, four Board Members would retire this year. He and Alex Baird would be stepping down from the Board as planned. Ilona McGowan has very recently advised she will also be stepping down for personal reasons. This means only one current Board Member will need to stand for re-election and this is Campbell Boyd.

5.2.22. The Board **noted** this item.

5.2.23. **Tom Campbell**

5.2.24. A Murray asked Board to note that Tom Campbell a previous Board Member and Chair of CVHA had passed away, he noted the contribution Tom had made to CVHA during his many years on the Board and latterly the Customer Panel.

5.2.25. The Board **noted** this item and acknowledged Tom's invaluable contribution.

***CVHA Executive Team, Managers and Officers and both observers S Dodson and L MacDonald left the meeting to allow for a private board session.***

5.2.26. **Confidential Minute - Board only Session**

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

***CVHA Executive Team, Managers and Officers and both observers S Dodson and L MacDonald returned to the meeting.***

**5.3. Data Breach – Confidential Notifiable Event**

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

**5.4. Annual Audit Committee Report - Non-Confidential**

5.4.1. A McFarlane advised Board the report had been reviewed in detail by the Audit Committee at their meeting on 11 August 2022 and all Members of the committee were content with all aspects of the report which provided a comprehensive review of the work completed by the Committee in the year.

5.4.2. A Murray thanked all Audit Committee members for their work throughout the year and all **noted** the content of the report.

## 5.5. Annual Secretary Report – Non-Confidential

- 5.5.1. A Murray stated his thanks for this comprehensive Annual Secretary Report confirming that Rules 62-67 have been followed and **approved and recorded** this in the minutes of this Board Meeting.

## 6. Performance, Procurement and Risk

### 6.1. Q1 Performance Report - Non-Confidential

- 6.1.1. C Garmory introduced the quarter 1 Strategic Performance Report and invited questions from Board.
- 6.1.2. Board requested that the report includes 2021/22 Quarter 4 results carried forward to Quarter 1 for comparison purposes and that the report is reissued. **(Action Log)**
- 6.1.3. Board questioned why the North Lanarkshire percentage of lets to homeless applicants (14.9%) was significantly lower than South Lanarkshire applicants (58.6%). In response, F Smith advised that the Customer Success Team now work in 2 teams, one focusing on North Lanarkshire and one in South Lanarkshire. He confirmed that there had been significant amount of CVHA new build lets in North Lanarkshire which had impacted the figure considerably. He also advised that lets had increased in quarter 2 in South Lanarkshire, which would result in an increase in lets to homeless applicants in the quarter.
- 6.1.4. F Smith asked Board to note that North Lanarkshire are currently not letting new builds to homeless applicants. It was agreed that for quarter 2 there would be more context in the narrative of the performance report in regards homeless performance indicators. **(Action Log)**
- 6.1.5. Board discussed the request to approve the change in the target of 4 hours to complete emergency repairs. Board did not understand this change and why the numbers were so significantly different, so an explanation is needed **(Action Log)**.
- 6.1.6. The Board **Discussed** and **approved** the 2022/23 Quarter 1 Strategic Performance Report

### 6.2. Strategic Risk Register Report - Non-Confidential

- 6.2.1. C Garmory advised that both the CVHA and CVPS Strategic Risk Registers were reviewed and approved by Audit Committee on 11 August and currently a full review of both registers was being completed by Executive Management Team (EMT). She confirmed that both would be presented for approval to Audit Committee at the next meeting in November.
- 6.2.2. Board thanked C Garmory and requested if a high-level summary was available for them to review mitigations and controls. It was confirmed a copy of this is available in the Decision Time Resource Library, with a link on the Decision Time meeting agenda.
- 6.2.3. Board asked for confirmation of the timing to review risk appetite. C Garmory confirmed that a SharePoint survey would be sent to all Board

Members to ask them to consider and confirm their risk appetite. On completion it was confirmed that the survey results would be shared with Audit Committee in advance of their November meeting. (**Action Log**)

6.2.4. The Board **approved** the Strategic Risk Register.

### **6.3. New Supply Report – Confidential**

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

### **6.4. Annual Procurement Report – Non-Confidential**

6.4.1. G Collie, Asset Project Manager introduced this report and confirmed it is a requirement of Scottish Government and a copy would be shared with their procurement team.

6.4.2. With no questions Board **approved** the Annual Procurement Report.

## **7. Strategic Finance**

### **7.1. Statutory Accounts Sign off and Audit Findings Report – Confidential**

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

### **7.2. Pension Viability Report – Non-Confidential**

7.2.1. S McGleish presented this report and advised that Clyde Valley Group is classed as low risk and there were no concerns for Board to note.

7.2.2. The Board **noted** the contents of this report.

## **8. Group Parent Monitoring**

### **8.1. CVPS Minutes – 8 June 2022 – Confidential**

8.1.1. The Board **noted** the minute of the meeting held on 8 June 2022.

## **9. Any Other Business**

**9.1.** A Murray reminded Members that Alex Baird had made the decision to retire as a Board Member after nine years' services. He was thanked for his commitment to the Board and his membership of the Audit Committee and Health and Safety Board. A Murray said that his wit, commitment and detailed knowledge of the housing sector and planning would be missed.

**9.2.** A Baird accepted his gift and thanked all Members.

## **10. Date of Next Meeting**

**10.1.** Annual General Meeting is on Monday 19 September 2022 at 5.15pm.

**10.2.** The next Board Meetings are as noted below, will be held in Scott Street, Motherwell at 5.15pm

Board Members only – 10 October 2022  
Board Meeting – 24 October 2022

## **11. Check Out**