

**MINUTE OF MEETING
PARTICK HOUSING ASSOCIATION BOARD
HELD IN THE PHA BOARDROOM
UNIT 5, 22 MANSFIELD STREET
6.00 PM – 24 AUGUST 2016**

Present: Leslie Milne (Chair)
Annette Bonar
Margaret Burke
Alastair Firth
Alan Howie
Iain Mackenzie
Janet Napthine
Iain Nicolson (Vice Chair)
Helen Turner

Apologies: Eddie Jones
Jennifer Young

Attending: Stewart MacKenzie, Chief Executive
Eamonn Hughes, Finance Director
Georgina Kent, Operations Director
Marina Turner (Minute Secretary)

Item 1	<p>Chair's Welcome The Chair welcomed everyone to the meeting and outlined the evacuation procedure.</p> <p>Apologies Apologies were noted as detailed above.</p> <p>Declaration of Interests An interest under Item 10 Dec 7 was declared, the Board member concerned stated his intention to leave the meeting when this item was discussed, if required, and stated that he would not participate in the discussion.</p>
Item 2 Doc 1	<p>Approval of previous minutes – 22 June 2016 The minute of 22 June 2016 was proposed as a true record by AH and seconded by IM.</p> <p>The minute of the Special Board meeting held on 27 July 2016 was also presented for approval.</p> <p>Approval was proposed by MB and seconded by HT. Both sets of minutes were approved.</p>

<p>Item 3 Doc 2</p>	<p>Review of Action Tracker It was noted no items were outstanding. A number of items on the completed list were on tonight's agenda. The Chair updated Board at this point on potential new Board members.</p> <p>Board noted the Action Tracker.</p> <p>JN joined the meeting at this point.</p>	
<p>Item 4 Dec 1</p>	<p>Annual Board Appraisal Report The appraisal process was well received this year. The assessment outcome has been very positive.</p> <p>The relationship between Board and PWL is solid but some improvements have been proposed in terms of the independence of Partick Works Ltd.</p> <p>The Development Strategy Short Life Working Group (SLWG) has been looking at how we plan and manage projects, as well as the post management of contracts.</p> <p>Board felt it was a helpful report and it was good to have the information analysed for taking forward in line with the Corporate Plan.</p> <ol style="list-style-type: none"> 1. Board considered the suggestions put forward to strengthen the effectiveness of the Board and to formalise and put into effect those agreed. 2. Board agreed to provide a copy of this report to the Board of Partick Works Ltd for information. 	<p>SMK</p>
<p>Item 5 Dec 2</p>	<p>Annual Report from Audit Committee Chair This report covered the main areas which come under the remit of the Audit Committee. The Audit Committee remit had been reviewed and item 2.2.9 had been added and the revised remit was presented for approval this evening.</p> <p>The Audit Committee Chair, invited questions.</p> <p>The Chair referred to previous discussions around expanding the role of Audit and suggested the Broomlea project was one that could be reviewed by internal audit.</p> <p>JN and EH are meeting with consultants to draft a plan for forthcoming internal audit tender.</p> <ol style="list-style-type: none"> 1. Board noted the Annual report from Audit Committee Chair as set out in Appendix 1. 	

	<p>2. Board approved the updated Audit Committee Remit set out in Annex A, as recommended by Audit Committee and agreed that Audit Committee consider commissioning a New Build Process Audit.</p>	
<p>Item 6 Dec 3</p>	<p>Audited Accounts 2015/16 EH apologised for the lateness of the accounts due to work on the accounting standard known as FRS 102, refinancing, etc. These accounts were in final draft form.</p> <p>PHA has had a good set of results for the financial year past.</p> <p>PWL continued to absorb its share of group salaries and overheads.</p> <p>The Finance Director advised that the external auditor had agreed the figures; however, he noted that there are potentially some further minor changes to be made by the auditor in terms of wording or format.</p> <p>There is a new requirement that we have to include details of related party transactions for Board members. The submission is completed as a collective and not on an individual basis.</p> <p>An electronic copy will be made available to any shareholder member who might request one. Paper copies had been sent to all members in previous years but in line with our green agenda this has been suspended.</p> <p>EH was asked about the pension scheme deficit and advised that a revised deficit funding proposal has still to be agreed with the Pensions Regulator. EH advised Board that the expected payments up to 2022 are allowed for in our Business Plan.</p> <p>It was noted there appeared to be two pension schemes mentioned within the accounts. EH explained the background to this situation. JN asked for it to be noted in the <i>notes to the accounts</i> that the Growth Fund deficit related to former employees only. This was agreed.</p> <ol style="list-style-type: none"> 1. Board approved the audited 2015/16 financial accounts, subject to a final version being signed off, and authorised the Chair, one other Board member and the Secretary to sign them on behalf of Board. 2. Board approved the letter of representation and authorised a Board member to sign it on behalf of Board. 3. Board noted the external auditor's management letter and governance letter. 	<p>EH</p>

Item 7 Dec 4	2016/17 Quarter 1 Performance Update Generally performance is good and on track. There are three key performance indicators where performance is outwith target and this was explained by exception. 1. Board noted the content of the Quarter 1 performance update.	
Item 8 Dec 5	Policy Reviews Five policies were presented to Board for approval, some were new model policies from Employers in Voluntary Housing (EVH) and another was being revised due to changes in legislation. Human Resources Sub Committee had met on 3 August 2016 and discussed these in depth. These policies will be made available to staff via the intranet. Board noted the importance of effective and regular One-to-One meetings between managers and staff to address any human resources issues. 1. Board approved the policies. Board took a 10 minute break.	
Tabled item	Refinancing arrangements - confidential This paper was tabled by EH who gave a verbal update. 1. Board agreed that the refinancing document be signed by the Chair after the meeting.	
Item 9 Dec 6	Corporate Membership Reviews Board had requested a review of Corporate Memberships to provide assurance that they meet our business needs and provide value for money. A review of existing memberships had been carried out by the Corporate Services Manager and also suggestions made of potential memberships we should perhaps be considering for the future, with recommendations detailed in the paper. SMK noted that the review highlighted that we had been members of a number these organisations for many years, but the Association needed to be clear that our continued membership met our current and future business needs. Board noted the content of the report and awaited further information from the CEO/Corporate Services Manager. Other memberships are being considered and a proposal will come to Board, but these are likely to involve relatively modest fees depending upon what we decide to do.	MT

Item 10 Dec 7	<p>CEO Report SMK highlighted the following by exception.</p> <p>PHA is due to retender for the reactive maintenance contract in 2017 and a Maintenance Short Life Working Group (SLWG) was proposed to review the scope of works and tendering process for this and associated works.</p> <p>The updated Gifts & Hospitality Register was included for Board information.</p> <p>A tenant Board member had become eligible for a house transfer. Board was advised that members are entitled to apply to join the transfer list.</p> <p>The Board member affected excused himself and did not participate in the discussion.</p> <p>Following discussion, it was confirmed that due process had been followed in relation to our allocation policy and processes. Board approved the transfer subject to any final required checks by house letting staff.</p> <p>Notices for the AGM on 14 September 2016 had been issued to Shareholder Members and it was confirmed to Board that the requirements of Rules 62-67 have been carried out.</p> <p>A detailed Health & Safety report will be presented to Board in November 2016.</p> <p>A proposal was included to hold a Board and Staff away session as there are some new Board and staff members in place.</p> <p>The meeting schedule for 2017/18 was included for Board consideration.</p> <p>Discussion took place around the EVH Member Consultation 2016 and clarification was provided that it was the Association's view that any pay rise should be for a two-year period and limited to the Consumer Prices Index.</p> <p>1. Board noted the content of the report.</p>
Item 11 Info 1	<p>PWL Board Minutes – 11 May 2016 Board noted the PWL Board minutes of 11 May 2016.</p>
Item 10 Mem 1	<p>Shareholder Membership Applications Board approved one Shareholder Membership application.</p>

L. Miche

21/09/2016

CONFIDENTIAL

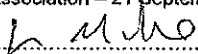
partick
HOUSING ASSOCIATION

It was noted that future PHA Board meetings would start at the later time of 6.15pm.

The Chair thanked everyone for their attendance and the meeting closed at 7.55pm.

Partick Housing Association – 21 September 2016

Signed:.....
Chairperson



Date:.....
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