



**Please note compliance with Scottish Housing Regulator's Standards and Freedom of Information requirements at end of these minutes**

Minutes of the Committee of Management of Blue Triangle (Glasgow) Housing Association Ltd, held at Head Office, 100 Berkeley Street, Glasgow G3 7HU on 23 July 2020. COM members attended both physically and remotely via Microsoft Teams.

**1. Present**

Mr N Robinson (NR) (Chairman), Mrs F Miller (FM) (Vice Chair), Mr K Jones (KJ), Ms A Davis (AD), Mr S Mclvor (SMcl), Ms C Clark (CC), Mr M Trant (MT), Ms Heather Ward (HW), Ms E Campanaro (EC)

**Action  
By**

**2. In Attendance**

Mrs F Stringfellow (FS), Mr G Holmes (GH), Mr I Batt (IB), Mr D Stewart (DS), Ms D Thomson (DT), Ms K Irvine (KI) (Minutes)

**3. Apologies**

Mr S Dryburgh (SD), Ms D Simpson (DSm), Ms R Harper (RH)

No Apologies

Ms D McGuire (DMcG)

**4. Conflicts Of Interest**

None

**5. Minutes of the previous Committee of Management Meeting**

The minutes of the meeting held on 28 May 2020 were approved and it was noted that the appended "Record of Discussion" was for information only and not approval. The record of discussion referred to a virtual meeting of interested COM members to discuss the papers of the meeting which was held using Microsoft Teams on the 2<sup>nd</sup> June.

**6. Matters Arising**

**CEO Recruitment**

FS reported that the Recruitment Sub-Committee had selected a candidate from the recruitment process. As delegated powers to the sub-committee only extended to the selection of the successful candidate, the decision was required to be circulated to the rest of the COM for approval in order to move to the next stage which was to make a verbal offer. After due consideration the COM approved the sub-committee's decision and an offer was made



which the candidate accepted. FS indicated that the process and decision needs to be ratified and recorded as part of this minute, which was done.

FS explained the process going forward and noted that recruitment checks are now underway and once these have been satisfactorily completed and handover period and start date agreed, she will be able to provide the members of the COM with the incumbent's CV for their information as this was not currently possible due to data protection.

KJ asked that in light of COVID-19, how did FS anticipate introducing the new CEO to regulators and other stakeholders? FS advised that this would likely be remotely via Teams if face-to-face meetings are still not allowed but she was hopeful that at least some degree of in person meetings would be achievable.

### Board Recruitment

FS advised that an application had been made to join the board and the candidate was interviewed by the recruitment sub-committee with herself in attendance. She asked the members of the recruitment sub-committee to give the rest of the COM their views on the suitability of the candidate and also their recommendation whether to appoint or not.

EC gave a full update on the person and her skills. She indicated that in particular she had skills in fundraising and could demonstrate success in this area. As such, she would be an asset in assisting the new CEO to push forward with the diversification agenda. EC's assessment was endorsed by HW and MT.

The Committee of Management:

1. Approved the appointment of Karen Phillips to the COM with immediate effect.

## **7.0 Chief Executive Reports**

### **7.1 Letter of Representation**

FS explained that the representation letter is important, as it must be signed by a committee member on behalf of the association (which is generally the Chair) and in doing so provides the auditors with a signed statement of assurance around our systems for financial control and management.

FS highlighted the fact that the auditors have confirmed that, in their view, the association is a going concern and this was after taking into consideration the impact of COVID-19. FS indicated that this was a significant measure of assurance by the external auditor given the ongoing impact of COVID-19.

The letter of representation sets out clearly all matters, which the auditors are highlighting as significant areas of financial management and control. As the auditors have a responsibility to report any issues which they find either

during or post audit which are of concern to The Scottish Housing Regulator, it is important that the COM are assured that we have the required level of robustness in our processes and procedures of financial control to approve signing the letter.

The Committee of Management:

1. Approved the chair to sign the letter of representation on their behalf.

## 7.2 Internal Management Plan

FS advised that she had updated the Internal Management Plan to reflect the current position and highlighted the tasks that were currently delayed and behind schedule (category red) as follows:

### **Planning Activity 1**

HR strategies that assist us to recruit and retain the best people taken to next level (recruitment strategy, performance management framework, competency framework, reward and retention, talent management, wellbeing strategy, management and leadership development programme) (HR Man) (Quality of staff):

- Implement the competency based performance management framework with training on coaching as the first stage (Quality of staff)
- Implement a recruitment strategy based on the association's values and best practice (Quality of staff)
- Implement a reward and retention strategy (Quality of staff)
- Implement a talent management strategy, including a succession plan (Quality of staff)
- Implement a wellbeing strategy (Quality of staff)
- Implement a management and leadership development programme (Quality of staff)

Timescale Nov 2018 – March 2022

### **June 2020 position**

Most activities have been delayed due to long-term absence of HR Manager, departure of Learning and Development Officer and COVID-19 public health crisis. There has been excellent groundwork in developing new performance management framework based on values and there has been coaching training carried out some time ago that needs developing. A paper was produced by the HR Manager on leadership and development strategy that needed resourcing and consideration by senior team.



#### **Planning Activity 4**

Review our recruitment pack and process to focus on values and best practice (HR Man) (Quality of staff)

Timescale April – June 2019

#### **June 2020 position**

This task is part of the overall Recruitment strategy but was part of modernising our approach to ensure applicants could apply on line etc. as well as integrate our values into everything we do. We have done some work on modernising systems but due to long-term absence of HR Manager as well as COVID-19 we have lost momentum. On completion of the new processes and procedures, we will need to train staff.

#### **Planning Activity 7**

Commence roll out of an IT investment strategy with priority given to provision of Wi-Fi to service users (Quality of infrastructure, systems and processes)

Timescale April 2019 – April 2022

#### **June 2020 position**

Digital Transformation Manager recruited in Feb 2019. A number of improvements have taken place such as all staff now have individual e-mail addresses, improved hardware in services and service users have access to Wi-Fi. With COVID-19 we have had to move onto much more digital ways of working using Office 365. We are working on data protocols for compliance with GDPR. We have established a Digital Transformation Working Group to progress a strategy for investment and transformation but this has not met due to COVID-19. We also need to align various contracts under our procurement strategy such as broadband, phones, cabling and IT support.

#### **Planning Activity 9**

Develop a Procurement Policy and procedure (CEO/Fin Dir/Prop Man/HR Man) (Quality of infrastructure, systems and processes)

Timescale July – Dec 2020

#### **June 2020 position**

Systems in place and we have an overall procurement strategy covering all functions. Further work needs done on the maintenance services to comply fully with the Regs as we are currently not fully compliant. Further delay in completing works due to COVID-19. This needs to be addressed to demonstrate to COM satisfactory progress so that they can sign-off the assurance statement for submission to the Regulator.



### **Planning Activity 16**

Develop a Trauma Informed Care approach across the whole organisation including HQ (AM (KM) and L&D Off) (Innovation) **\*New task May 2019**

Timescale May – Sept 2019

#### **June 2020 position**

Desktop review of policies and procedures was due take place May – Sept and thereafter strategy developed and rolled out. Training on trauma informed care materials were due to be provided to develop a t4t approach to roll out. This was provided by another agency and we are still waiting for these. This task forms part of the Future Proofing Working Group. This approach is essential to deliver our services and is a change programme covering all functions across HQ and projects

### **Planning Activity 18**

Consider the best way to develop our managers as leaders (HR Man) **(Quality of relationships in staff teams)**

Timescale Sept 2019 – March 2020

#### **June 2020 position**

A paper was developed by the HR Manager on a management and leadership programme for our Managers. This was not due to be taken forward until the completion of the performance management pilots as this would feed into the strategy after evaluation. With the absence of the HR Manager the performance management pilots have been delayed.

### **Planning Activity 20**

Develop a system which evaluates the outcomes of training in terms of positive change in staff performance and staff feelings about their ability to do their job (L&D Off) **(Quality of relationships in staff teams)**

Timescale Sept 2019 – Dec 2020

#### **June 2020 position**

This was under the remit of the Learning and Development Officer but was not progressed. New L&D Officer due to commence with us and this will be a key priority to establish measurement of outcomes from training

### **Planning Activity 22**

Develop a strategy for succession for both Committee (CEO) and staff (HR Man) **(Quality of relationship between staff and “customers”)**

Timescale July 2019 – August 2020



### **June 2020 position**

Succession strategy for Committee is in place as skills are reviewed on an annual basis or as and when COM members move on. Succession discussions have taken place in terms of senior staff but not progressed any further. Absence of HR Manager means that this has been further delayed alongside COVID-19

### **Planning Activity 23**

Increase engagement with staff through Working Together Group (HR Man/Ops Dir) (Quality of relationship between organisation and staff) (Quality of relationship between staff and “customers”) \* new task May 2019

Timescale commence summer 2019

### **June 2020 position**

Initiative has been on hold for some time due to absence of HR Manager. Initiative needs re-booting.

FS asked if there were any questions.

AD asked about the Future Proofing Working Group and how the association will be affected by the Unsuitable Accommodation Order? Would it be possible to get a better idea as to the number of our properties impacted and whether HAG is involved? AD would also like to see (at future meetings) the plans for Digital Transformation and also Learning and Development. She wondered as to whether there were any issues behind the moving on of the L&D Officer and also what plans are in place going forward.

FS advised that the Unsuitable Accommodation Order is new legislation to ensure people don't spend significant amounts of time in unsuitable B&B and temp accommodation while waiting for longer term accommodation. The potential impact for us is in terms of the requirement to have ensuite facilities. FS advised, however, that there is the possibility that the association is exempt from being included in this legislation as we are a housing association but this needs to be explored fully.

DS noted that the properties that are potentially affected by this that we own are Chalmers Court, Hamilton Clydesdale Street, SOLAS, and Viewpark although he noted that the leased properties at Holland Street and Sauchiehall street could also be affected and agreed that we urgently need clarity on how we will be affected. FS also noted that in practice this will likely vary between local authority areas as well, given local authorities interpret guidance differently.

FS confirmed in answer to the other questions raised that the Internal Management activities and plan would be a standing item on the Agenda to the Quality and Performance sub-committee (quarterly) and thereafter



outcomes and progress would be reported to the COM to ensure that performance was monitored regularly.

The Committee of Management:

1. Accepted the CEO Reports as noted above.

### 7.3 Internal Audit Report on Regulatory Standards

The internal auditor was appointed to carry out a review of our controls and processes around producing the Assurance Statement for submission to the Scottish Housing Regulator every October. The Assurance Statement looks at the association's compliance with the Scottish Housing Regulator's Standards of Governance and Financial Management. In order to comply with the standards, the association must demonstrate effective governance, sound financial management and good outcomes for service users.

FS explained that Internal Audit was a different process to External Audit in that it didn't focus on financial controls and compliance but instead focused on best practice, processes and procedures. The internal audit schedule was initially targeting high level governance and would then drill down into different functions.

FS explained that the audit highlighted that we had a number of strengths such as our template that we use to report on compliance to the Committee, the clear responsibility of the CEO to prepare the statement and the extent of information that the committee receive in order to authorise the submission of the Assurance Statement.

There were a number of improvement actions which they assessed as being of moderate risk:

1. That the COM schedule is expanded to include a more detailed breakdown for each meeting which schedules the reports to be presented to the COM and sub-committees in relation to Assurance compliance
2. That within each COM and sub-committee meeting the view of the COM members present is recorded in regard to compliance.

These actions will prevent duplication of reporting and provide clarity on which matters being reported relate to the Assurance Statement compliance.

MT asked if the association was bound to implement the recommendations of the auditors as he felt that the principles of recommendation number 2 were covered within our current practise and it would be overkill to implement this further suggestion.

FS advised that that the recommendations are not binding but that the Internal Auditor would check whether their recommendations were actioned and if they were not they would want to know why and our reasons, and ask



us to provide sufficient evidence as to why we felt this was not required.

NR asked the COM whether they felt that our existing reports were detailed enough to provide the required assurances?

The committee members agreed that they felt that the current practise is sufficient and do not agree with the Internal Auditor's second recommendation.

EC asked when the internal audit is due to go to tender? NR advised that this is the initial audit that was agreed within the 1-year contract and that the tender will need to be completed by December for the new Internal Audit provider. GH highlighted that new legislation bans the same firm from carrying out internal and external audits for the association so it will need to be a new audit provider that is chosen regardless. Due to the value of this contract, GH advised this would likely be undertaken as a quick quotes procurement exercise and not a full tender.

The Committee of Management:

1. Noted the Content of the Internal Audit Report
2. Approved recommendation 1 in the internal audit report
3. Did not agree to implement the second recommendation in the internal audit report as current reports were sufficient for their purposes around assurance

#### 7.4 Scottish Housing Regulator Assurance Statement

FS explained that she has undertaken a review of the Assurance Statement Compliance Plan and Statement that was approved by COM on the 26<sup>th</sup> September 2019 and submitted in October to the Scottish Housing Regulator. Overall, the Assurance Compliance Plan indicates that at this stage there are no areas which would compromise our ability to submit an assurance statement with no "material" issues to report. It is recommended, however, that we work on the areas below to further assure the COM of compliance and re-present the Plan in September for approval and submission to the Scottish Housing Regulator in October 2020.

- No 18: collecting data on protected characteristics for service users, governing body and staff (awaiting Scottish Housing Regulator guidance)

Compliance with standards

- 1.1: strategic planning and outcomes (action is required to tighten up the process of delivering strategic plan and the Internal Management plan through the Q&P sub-committee)
- 1.3: compliance with constitution and legal obligations (action is required to ensure our compliance with procurement regulations for our maintenance services)



- 2.1 provision of suitable information on plans to service users (action required to finalise our service user engagement strategy to inform service users)
- 2.2: governing body managing its accountability (action required to finalise our service user engagement strategy as we are accountable to service users in terms of services delivered)
- 2.4: governing body seeks out the needs, priorities, views and aspirations of service users and stakeholders. The governing body takes account of this information in its strategies, plans and decisions (action needed to engage with service users to get their views and forward plan in a meaningful way)
- 4.3: governing body considers risk and has effective strategies in place to mitigate (action required to develop a robust disaster planning process)
- 4.6: governing body has formal and transparent arrangements for maintaining appropriate relationship with RSL's external and internal auditor (action required to procure internal auditor before December)
- 5.2 promotion of standards of behavior through code of conduct for staff (action required to finalise our Supervision Policy and procedures, and to finalise our staff practice manual)
- 5.4: declaration of interests management and control (action required to develop a Register of Interests)
- 6.2: review of governance (action required to have a formal review of how sub-committees and full COM working and to consider representation of Equal Opportunities groups on COM/sub-committees)

The Committee of Management:

1. Noted the content of the Assurance Statement Compliance Plan
2. Agreed that the staff progress actions as set out in report

#### 7.5 Annual Return on the Charter (ARC) Submission

FS explained that as required by section 31 of the Housing (Scotland) Act 2010, the Scottish Ministers, in the Scottish Social Housing Charter, set the standards and outcomes that all social landlords should aim to achieve when performing their housing activities.

She explained that The Charter was approved by resolution of the Scottish Parliament on 14 March 2012 and that it has effect from 1 April 2012 and continues to apply until the Parliament approves a revised Charter.

The Charter covers a number of indicators on areas such as satisfaction with services, times for completion of repairs, complaints as well as financial

indicators.

FS noted that as we are not a traditional housing association, several of the categories do not apply to us, but it has been populated to the best of our ability and each department has validated their relevant data. She then invited questions. AD asked about maintenance figures reporting and why there were differences. FS indicated that the determination as to how figures are calculated is set down in a guidance document produced by the Scottish Housing Regulator and there was no leeway in interpretation. A query was also raised around the numbers of occupancy agreements granted vs the number of offers refused. FS explained that this was because we do not offer tenancies as other general needs housing associations do and so this figure is zero whereas the number of occupancies granted is over 900 for the year so the ARC does lead to some anomalies. NR asked about the SHQS statistics and whether this was in the document as it was noted last year that we have properties that were in “abeyance”? It was confirmed by DS that this was the case and that it was the same this year as the works to bring the property up to standard required the agreement from owners to contribute towards costs and this was not forthcoming.

The Committee of Management:

1. Approved the ARC for submission

## 7.6 Annual Report

FS asked for comments on the previously distributed draft of the Annual Report.

AD asked about the percentage of service users noted and having moved on in a planned way, as it seemed out of sync with the rest of the figures. FS will check this data for the final draft.

FM asked if the font size of the case studies could be increased to 12pt font for accessibility.

MT asked whether COM members who had resigned within the year should be added to the COM list.

HW pointed out where a service user’s full name was used within a case study and this will be removed for the final draft.

The Committee of Management:

1. Approved the Annual Report subject to above amendments

## 8.0 KPI Report

No Report

## **8.0 Tenders and New Service Chart**

Report issued

The Committee of Management:

1. Noted the content of the report

## **9.0 Committee Reports**

### **10.1 Quality and Performance Committee**

FM reported on the minutes of the Quality and Performance subcommittee held on 16 July 2020 and highlighted that as it was her last meeting as a member of the Q&P subcommittee and that HW would be taking over as convener. FM advised that the only particular things to note were that the sub-committee discussed the progress on the Internal Management Plan (further discussed at this meeting) and that an extension had been received on the Viewpark contract until March 2022 which provided some security for the ensuite works to move forward.

On completion of FM's report, FS indicated that it was important that the COM were re-appraised of the circumstances around the investment decision relating to the Viewpark project. She was not asking the COM to revisit their decision to match fund the works costs of the installation of the ensuites, but she wanted to make COM aware of the risks currently present which could impact going forward. Although an extension to the contract had been received from North Lanarkshire Council to March 2022 which gave some security there was still an inherent risk present in that NLC could withdraw or terminate the contract at any time. She felt it important that this was minuted for future reference.

The Committee of Management:

1. Formally approved the minute

### **10.2 Audit, Risk, Finance and Resources Committee**

SM spoke to the minute of the Audit, Risk, Finance and Resources subcommittee held on the 11<sup>th</sup> of June remotely via Microsoft Teams.

He noted that debtors have fallen and the importance of prompt invoicing in this regard, and that absence levels had reduced. He also noted for the minute that the ex-gratia payment had been paid to the staff. He indicated that the external auditor had been present at the last meeting and that his input had been very valuable for the sub-committee.

He highlighted the substantive expenditure of c£25k approved under delegated authority, for new furnishings and floor coverings required to eradicate a severe case of bedbugs from a project. Although this was a significant amount of money to spend, there was no other option but to carry this work out.



He also advised that EC had requested to join the subcommittee and SM had discussed the position with NR. He is delighted to advise the COM that he was able to approve her permanently joining ARFR as from the 6 August 2020 meeting.

The Committee of Management:

1. Formally approved the minute

10.3 Vision and Innovation Committee

No meeting scheduled

11. **Health and Safety**

No report had been circulated but DSt gave a brief update, advising that since the last meeting there had been 29 false fire alarm activations and 2 minor accidents.

12. **Policies for Approval**

12.1 Policies **approved** by sub-committee

No policies

12.2 Policies **not approved** by sub-committee

Whistleblowing Policy

FS explained that this policy had been presented previously and that she had received some comments back. She had made minor changes in response and was now re-presenting for final approval.

The Committee of Management:

1. Approved the policy

13. **Any Other Competent Business**

13.1 AGM

FS explained that the AGM was originally scheduled for today but that lockdown restrictions prevented it being held. FS noted that legislation has now been passed which allows associations to have a virtual AGM as well as extending the deadline by which AGM's must take place to the end of September 2020. She indicated that there are a number of compliance issues that we are required to be satisfied and FS is exploring how these affect our options for holding the AGM. The COM will be notified of the date and plans to hold the AGM in due course.

The Committee of Management:

1. Accepted the verbal update

13.2 Schedule of Dates

FS noted that the COM and subcommittee dates for the forthcoming year had been distributed with the papers.

The Committee of Management:

1. Noted the dates

13.3 COM members retiring

NR advised that as previously mentioned, this will be FM's last meeting as both Vice chair and as a COM member and thanked her for her years of service to the organisation and her input and knowledge.

NR also advised that he is required to stand down as chair at the AGM per the rules and as a result he also intends to retire from the COM at the same time. He asked COM members to think about who they would like to take over as Chair and Vice chair as this decision would need to be decided at the meeting scheduled for September or after the AGM

13.4 CEO Standing Down

NR highlighted that this could be FS's last COM meeting depending on the commencement date agreed with the new CEO. He thanked Fiona for the last 10 years of service to the organisation and for her work and commitment and noted that he hoped there could be a more formal send-off once COVID guidelines allow.

**13. Date of Next Meeting**

24<sup>th</sup> September 2020

Signed: Neil Robinson

Dated: 24 September 2020

The COM minutes may be required to be posted on our external website to comply with Scottish Housing Regulator guidance and Freedom of Information legislation. Should we be asked for information in relation to this meeting. Text will be redacted and the reason for redaction noted below.

Page	Section	Reason