



**Minutes of GHA Board Meeting
held on Thursday 31 October 2024 at 6pm**

PRESENT:

- Mr G Maguire, Chair
- Ms A Fraser, Vice Chair
- Ms K Russell, Secretary
- Ms A Connelly, Member
- Mr Z Khan, Member
- Mr S McLachlan, Member
- Ms A Williamson, Member

IN ATTENDANCE:

- Ms C Quinn, Group CEO (GCEO)
- Mr J MacGilp, Interim Deputy GCEO (DGCEO)
- Ms KA Wallace, Director of Customer Services (DCS)
- Mr R Dulin, Head of Finance & Corporate Services (HFCS)
- Ms M McColl, Assurance & Compliance Manager (ACM)
- Ms E Shields, Group Finance & Corporate Services Manager (FCSM)
- Ms E Taggart, Development Consultant, C~urb (DC)

1.0 Apologies

1.1 The Chair advised that Ms F Cochran and Ms S Keast have submitted their apologies.

2.0 Declarations of Interest, Gifts and Hospitality

2.1 Mr Z Khan declared that he is a Director of the Home Team (HT). Ms A Williamson declared that she is a Director of the Water Row Company (WRC).

2.2 There were no declarations of gifts and hospitality.

3.0 Declaration of Receipt and Understanding

3.1 Members confirmed receipt and understanding of their papers.

4.0 Governing Body Matters & Minutes for Approval and Information

The Chair welcomed Mr J MacGilp, Interim Deputy GCEO to the meeting and all Board Members introduced themselves.

- 4.1 Governing Body Member's Code of Conduct
 - 4.1.1 The GCEO asked all Members that have not yet signed the Code of Conduct for 2024-25 to do so at the end of the meeting.
- 4.2 Contracts Register
 - 4.2.1 The GCEO presented the Contracts Register and asked all Members to read through the register prior to completing the Declaration of Interest form 2024-25 as Members should declare if they have any close contacts with anyone included in the Contracts Register.
- 4.3 Governing Body Member's Declaration of Interest Form 2024-25
 - 4.3.1 The GCEO asked all Members to complete the Declaration of Interest form 2024-25 at the end of the meeting.
- 4.4 Draft Minutes of GHA Board Meeting 25 September 2024
 - 4.4.1 The Minutes of the GHA Board meeting held on 25 September 2024 were approved by Ms A Connelly and seconded by Ms A Fraser as a true reflection of the meeting.
- 4.5 Matters Arising
 - 4.5.1 The DCS referred to section 5.13.3 on the minutes and noted that the Board had asked to be informed when the contractor for the Rathlin Street roof works has been appointed.

Discussion points:

Action notes:

For redaction:

At this point, Ms E Taggart, Development Consultant (DC) C~Urb joined the meeting

5.0 Reports for Decision/Approval/Information

- 5.1 Water Row Phase 1 Update Report.
 - 5.1.1 The DC presented the Water Row Phase 1 Update Report that had been sent out in advance of the meeting. The DC advised that the summary at the start of the report details costs associated with the development.
 - 5.1.2 Redacted for confidentiality purposes.
 - 5.1.3 Redacted for confidentiality purposes.
 - 5.1.4 Redacted for confidentiality purposes.
 - 5.1.5 Redacted for confidentiality purposes.
 - 5.1.6 Redacted for confidentiality purposes.

- 5.1.7 Redacted for confidentiality purposes.
- 5.1.8 Redacted for confidentiality purposes.
- 5.1.9 The DC advised that the project has been fully handed over including all external works in October 2024 and the contractor is now offsite so there will be no more ongoing costs.
- 5.1.10 The GCEO advised that lessons learned will be considered regarding the management of the development and what the Association will do differently moving forward. Stage 2 and 3 of the development will be a different type of contract.

Discussion points:

1. Lessons learned related to the development contract.
2. Worst-case scenario third party involvement to review the final account.
3. Disputed items.

Action notes:
Following detailed discussion, the Board noted and approved the Water Row Phase 1 Update report.

For redaction:
5.1.2 – 5.1.8

At this point the Development Consultant from C-urb left the meeting and the Assurance and Compliance Manager joined the meeting.

- 5.2 Annual Assurance Statement
 - 5.2.1 The ACM presented the Annual Assurance Statement (AAS) for signing and noted that the Assurance Report (AR), AAS and evidence log sheet were uploaded on to Board Effect in advance of the meeting for the Board to consider.
 - 5.2.2 The ACM reminded Members that the AR was reviewed in depth at the Special Board meeting on 17 October 2024.
 - 5.2.3 The ACM advised that it was agreed at the Special Board meeting that a summary relating to improvements would be discussed at today’s meeting and went on to highlight improvements in the following areas:
 - AN1 – management of the AAS.
 - AN2 – notifying the SHR of any material changes to the AAS throughout the year.
 - AN4 – notifying the SHR of any tenants and residents safety matters.
 - CH1 – submission of Annual Return on the Charter (ARC) to SHR.
 - LR3 – listening and responding to tenants.
 - 5.2.4 The ACM advised that the comment at CH2 regarding Customer Engagement Strategy will be removed from the AR.
 - 5.2.5 The GCEO advised that once approved, the AAS is submitted to the SHR and went on to discuss the content of the AAS noting that particular emphasis has been made to tenants and residents’ safety. Following discussion, the Board approved the AAS and confirmed that the Chair sign the document.

Discussion points:

1. Scrutiny Group using complaints to improve service delivery noting that they have not yet met to discuss it.

Action notes:

Following discussion, the Board approved the Annual Assurance Statement and agreed that the Chair sign the document for submission to the SHR.

For redaction:

At this point the Assurance and Compliance Manager left the meeting.

5.3 Governance Report

5.3.1 The GCEO presented the monthly Governance report and highlighted the following areas in the report:

- a) Notifiable Events noting the that there are currently three open notifiable events as described in section 4 of the report. The information being sent to the SHR in support of the Engagement Plan is up-to-date.
- b) Complaints as described at section 5 of the report noting that there are no complaints with the SPSO.
- c) Governing Body appraisals and training as detailed in section 7 of the report noting that Corporate Services will shortly be in touch to arrange this year's annual Board appraisals.
- d) Governing Body attendance as included in section 8 of the report noting an increase in attendance over the last couple of months.
- e) Health and Safety at section 9 of the report noting that the ACS audit is scheduled for 26 November 2024. The Health and Safety Staff Working Group meet twice per annum and the last meeting was held on 3 October 2024; the outcome from the earlier meeting in April 2024 and the outcome from the meeting in October 2024 is detailed at section 9 of the report.
- f) Redacted for confidentiality purposes.
- g) Use of the Seal, noting that there has been no use of the Seal since the last meeting.
- h) New Shareholder applications, noting that there has been no new Shareholder application since the last meeting.
- i) Board Corporate Strategy/Business Planning as described in section 14 of the report noting that the Association will review the current Business Plans against the new SHR guidance and will present the outcome to the Board in January 2025.

It was proposed that a dedicated annual Business Planning Review and Risk Management Assessment day is held on 24 or 25 January 2025 and is facilitated by Allanpark Consultants Ltd, subject to Board approval, as described in full at section 14 of the report. Corporate Services will forward the dates for the Board to advise their availability. The Board unanimously approved the Business Planning Review and Risk Management Assessment day and the engagement of Allanpark Consultants Ltd.

- j) Other governance matters as described at section 15 of the report noting the following:
 - a. SHR headline findings related to ARC outcomes.
 - b. OSCR changes to charity law.
- k) 'Subsidiary information and other key documents as described at section 16 of the report, noting that all of these documents are contained within Board Effect.

Discussion points:

- 1. Lone working safety devices.

Action notes:

Following discussion, the Board noted the Governance Report and approved a business plan review and risk management assessment day on 24 or 25 January 2025. The Board also approved the engagement of Allpark Consultants Ltd to facilitate the review session on 24 or 25 January 2025.

For redaction:

5.3.1.f

5.4 Customer Services Monthly Report

- 5.4.1 The DCS presented the previously distributed Customer Services report and Appendix. The DCS noted the new format of the cyclical compliance update as included in table 1 at section 4.1 of the report and advised that a RAG (red, amber, green) method is being used to highlight compliance.
- 5.4.2 The DCS advised that following recent bi-annual inspections of AOV's, the Associations contractor has highlighted some issues with three blocks as described in depth at section 4 of the report that result in the AOV's being only partially operational. The contractor has advised that the issues are due to wear and tear and it is no longer feasible to repair the AOV's – the issue has been noted as a critical defect.
- 5.4.3 The DCS stated that the lead in time for replacement AOV's is approximately 8-10 weeks and advised that the Associations insurers have been notified of the critical defect. During this period, weekly walkabouts will take place to ensure that there are no additional fire hazards within these blocks.
- 5.4.4 The DCS reflected that this issue may well be identified in more blocks and advised that it is not anticipated that this will affect the budget, however costs will be clarified and the Board updated in November 2024.
- 5.4.5 The DCS advised that the annual servicing of lightening protection was delayed due to the contractor downsizing. The servicing has now been completed and no issues have been identified. The Association is currently sourcing an additional contractor to support the servicing requirements.
- 5.4.6 The DCS discussed the tenant satisfaction figures from April – September 2024 relating to repairs as detailed in the table at section 5.1 of the report.
- 5.4.7 Redacted for confidentiality purposes.

Discussion points:

1. Whether the tenant had abandoned the property prior to the eviction and what happens to their belongings as they were not present when eviction was enforced.

Action notes:

Following detailed discussion, the Board noted and approved the Customer Services report.

For redaction:

5.4.7

5.5 Conservation Windows Replacement Programme

- 5.5.1 The DCS presented the previously distributed Conservation Windows Replacement Programme report and appendices and noted that much of the information is duplicated having previously been reported to the Board at different times. The purpose of the report is to have all the information together in a succinct summary.
- 5.5.2 The DCS advised the summary of events is detailed in full at sections 4.1 to 4.8 of the report noting changes to the Scottish Government guidelines relating to UPVC. Three public meetings to update tenants in the conservation area have taken place.
- 5.5.3 The DCS noted that the Association has taken several factors in to consideration to ensure a well-rounded approach to the draft replacement programme and the rationale behind this approach is detailed at sections 4.10 and 4.11 of the report.
- 5.5.4 The DCS requested that the Board approve the draft 4-year programme outlined in Appendix 5 of the report which was presented to tenants at the third public meeting and also consider the proposed order of the programme outlined in Appendix 6 of the report.
- 5.5.5 The DCS stated that the Association is unable to confirm the number of properties in the programme per year as costs for the procurement of windows remains outstanding therefore budget considerations cannot be finalised.
- 5.5.6 The DCS advised that approval is sought for the proposed order of the window programme at Appendix 6 of the report. Following discussion, the Board unanimously approved the programme and proposed order.

Discussion points:

1. Date that the window replacement programme will commence noting that it is April 2024.
2. Procurement process of replacement windows.
3. Winter warmer funding for tenants in the conservation area via funding from the Internal Wall Insulation (IWI) contract.
4. Tenant feedback from the public meetings and content of ongoing consultation updates to tenants.
5. Budget constraints.
6. Positive relationships between tenants and Property Services.
7. Dispersed properties available to tenants.

Action notes:

Following discussion, Members noted and approved the Conservation Windows Replacement Programme report.

For redaction:

5.6 Permission to Install Substation on Association Land at 20 Wanlock Street

5.6.1 The DCS presented the previously distributed Permission to Install Substation on Association Land at 20 Wanlock Street report and advised that in 2010, the Association gifted land around the Govan Old Parish Church to Govan Heritage Trust, following approval by the Board on 30 September 2010 as noted in section 3.1 of the report.

5.6.2 The DCS stated that the installation of the Substation is crucial for the Govan Heritage Trust's Renewable Energy Centre project at Govan Old Parish Church. SP Energy Networks and the Church had approached the Association in March 2024 to advise that the substation needs to be located on the small, semi-circular plot owned by the Association and asked for permission to install and to allow the cable duct to cross into Wanlock Street, the Board were informed of the request at the time.

5.6.3 The DCS advised that the Church will cover all legal costs associated with substation location as noted in section 3.8 of the report.

5.6.4 The DCS reflected that the Association considered gifting the land to the Church however, BTO legal team have advised that while the land falls under the Association's ownership, it is also defined as 'common amenity ground', requiring 100% consent from other owner-occupiers within the Wanlock Street development and this will be highly unlikely to obtain.

5.6.5 The DCS advised that an alternative location that is 100% owned by the Association was therefore considered and BTO have advised that the only suitable nearby area is within the grounds of 20 Wanlock Street (Jim Stephen House). The Property Services team met on-site with the Trust and SP Energy Networks on 17 October 2024 to discuss the proposed location of the substation within the grounds 20 Wanlock Street.

5.6.6 The DCS explained the installation and impact that the Substation will have on the Church and also the funding arrangements as described in section 4 of the report.

5.6.7 The DCS advised that the Association is seeking the Boards approval in principle for the proposed location for the Substation at the bottom right-hand corner of the front garden of 20 Wanlock Street, pending positive legal advice noted in section 7 of the report. Once legal advice has been received, the Board will be asked to give final approval to lease or gift the land to the Trust. Following discussion, the Board approved in principle the location of the Substation.

Discussion points:

1. Advantage of using a river source heat pump.
2. Location of the Substation.

Action notes:

Following discussion, Members noted the Permission to Install Substation on Association Land at 20 Wanlock Street Report and approved in principle the location of the Substation.

For redaction:

5.7 HR Update April 2024 to September 2024

5.7.1 The GCEO presented the HR Update April 2024 to September 2024 report noting that it provides an update on all HR matters including absences, training and recruitment.

5.7.2 The GCEO advised that there have been five recruitment campaigns in the period from May 2024 to September 2024 as detailed in section 4.3 of the report.

- 5.7.3 Redacted for confidentiality purposes.
- 5.7.4 Redacted for confidentiality purposes.
- 5.7.5 Redacted for confidentiality purposes.
- 5.7.6 Redacted for confidentiality purposes.

Discussion points:
1. Potential costs should the ET side in favour of the former employee.

Action notes:
Following discussion, Members noted and approved the HR Update April 2024 to September 2024 report.

For redaction:
5.7.3 – 5.7.6

- 5.8 Service Level Agreement, Service Sharing Agreement and Intragroup agreement between GHA and WRC
 - 5.8.1 The GCEO reminded the Board that a Service Level Agreement (SLA), Service Sharing Agreement (SSA) and Intragroup Agreement (IA) is already in place between the Association and the Home Team.
 - 5.8.2 The GCEO presented the SLA, SSA and IA between the Association and WRC and explained the purpose of the documents noting that they detail what services are provided to and from both organisations and the costs.
 - 5.8.3 The GCEO advised that the documents have been thoroughly reviewed by the Association’s legal team and they are in line with what is in place between the Association and the Home Team.
 - 5.8.4 The FCSM advised that the IA is the existing Home Team agreement, previously approved by the Board, which has now been amended to include WRC. Following discussion, the Board unanimously approved the documents and authorised the Chair to sign them.

Discussion points:

Action notes:
Following discussion, the Board approved the Service Level Agreement, Service Sharing Agreement and Intragroup agreement between GHA and WRC and authorised the Chair to sign the documents.

For redaction:

6.0 Any Other Competent Business

- 6.1 Redacted for confidentiality purposes.

6.2 Meeting with RBS

6.2.1 As previously mentioned under agenda item 5.1, the GCEO reiterated that she had met with RBS to discuss the financial health of the Association and confirmed that RBS are happy to lend additional money to the Association.

6.2.2 The GCEO advised that RBS are satisfied that the Association has the financial capacity, should the Board decide to progress stage 2 and 3 of the Water Row development.

6.3 Governance Matters – Election of Chairs for WRC and HT Boards

6.3.1 The Chair advised that both standard practice and the Associations Rules dictate that a Chair is selected at the first scheduled Board meeting following the AGM. The Chair went on to say that this practice should be adopted for the WRC and HT Boards therefore, a Chair be selected at the first scheduled meeting following the Association's AGM.

6.3.2 The GCEO noted that although the WRC Board has not been in existence for 1 year, it is sensible for all Boards to follow the same timeline pattern therefore a Chair will be selected at the WRC Board meeting next week.

6.4 Confidentiality

6.4.1 The Chair reflected that the Association is under a fair degree of scrutiny at the moment and reminded Members of the importance of confidentiality. The Chair went on to say that not all staff are aware of current issues therefore, any communication with staff should be via the Chair. The Chair also asked staff to communicate with Board Members through himself or the GCEO.

6.4.2 The GCEO advised that any meetings between Board Members and staff should be at formal events/framework only unless it has been prearranged with the Chair and GCEO.

Discussion points:

1. Why the Catholic School in the local community is not involved in the Wee Bursary project.

Action notes:

Following discussion, the Board approved the donation of £1k to the Wee Bursary Project and agreed that the WRC and HT Boards appoint a Chair at the first scheduled meeting after the Association's AGM.

For redaction:

6.1

7. Date of Next Meeting

7.1 The date of the next full Board meeting is Thursday 28 November 2024 at 6.00pm.

CHAIRPERSON'S SIGNATURE:

