

MINUTES OF THE JOINT GOVERNING BODIES' BOARD MEETING OF CAIRN HOUSING ASSOCIATION AND ANCHO LIMITED HELD ON THURSDAY 25 MAY 2023 AT 2:00PM CAIRN HA, CAROLINE MACASKILL HOUSE, 30 WATERLOO PLACE, INVERNESS

Present:

Cairn HA Don Jamieson (Chair)

Angus Lamont (Vice-Chair)

Nigel Chapman Helen Barton Laurence Casserly

Steven Travers (Ancho co-optee)

Douglas Reid

Ancho Bill Finlay (Ancho Chair – via Teams)

Steven Travers

Colin Love (*via Teams from item 5*)
Angus Lamont (CHA appointee)

Phyllis Rodgers Fiona Callaghan

In Attendance: Jason MacGilp, Group CEO and Company Secretary CEO

Derek Adam, Director of Finance and People Services DFPS

Morag Boyter, Director of Business Services DBS Meg Deasley, Director of Property Services DPS

David Cargill, Regional Lead North RLN

Ryan Morgan, Strategic Projects Manager SPM

Carolyn Owens, Governance Services Manager GSM (*CHA Minutes*) Catherine Bradley, Governance Services Assistant GSA (*Ancho Minutes*)

Rachel MacGregor, Corporate Officer CO

	Item	Action
	Board Members of CHA & Ancho invited to all items.	
1	CHA BOARD	
1.1	Board Members Only Session	
	Board Members of CHA & Ancho discussed the day's agenda and the issues that should be given prominence in order to manage the meeting well and get best value from the time.	
	Board approved the CEO Objectives.	
	Staff members joined the meeting. The CEO introduced the RLN, CO and SPM, the Chair welcomed all. It was confirmed that the CHA Board was quorate.	
1.2	Apologies	
	Apologies were received from Lizzie Crawford and Neil Wood.	
1.3	Declarations of interest	





	 Don Jamieson and Angus Lamont declared an interest in Item 6.4 - Board Remuneration Policy. All staff declared an interest in Item 3.3 - Redundancy Policy Helen Barton declared an interest in Items 6.4 and 7.2 Ancho T of E, as she does occasional work for the Consultancy named in the reports, however as this was not a conflict of interest she would remain for the items. Steven Travers declared an interest in Items 2.4 and 2.5 as a PCE Board member and would abstain from any vote, and as an Ancho Board member. 	Noted Noted Noted
1.4	CHA (JGB) Minutes – 23 March 2023	
	Minutes of the Joint Governing Bodies' Meeting of Cairn HA and Ancho held on 23 March 2023 were proposed by Don Jamieson, seconded by Angus Lamont and approved by the CHA Board.	Approved
1.5	Matters Arising	
	None.	
1.6	Action Tracker	
	 Item 10 – revised target date required Item 13 – the DPS provided an update on the additional resources for the EICR programme; one new staff member had started and one to start on 30 May 2023. 	Action DBS
	The Action Tracker was noted .	Noted
2	CHA ITEMS FOR DECISION/APPROVAL	
2.1	Business Plan 2021-2024 Update And Process for New 2024 BP	
	The DBS presented the report as part of the regular cycle which was in year 3 of the current Business Plan (with updates shown in Appendix 1 of the report). There were a series of consultation events planned with staff, feedback from a tenant survey, and consultation with the Board. Members were advised that the plan was to stretch the BP to 5 years to set out more inspirational goals, with a review at year 3. The BP included the Ancho business plans due to the anticipated Transfer of Engagements.	
	In response to a question a discussion took place on predicting over 5 years, the DBS advised the plan came from Strategy Day and would allow us to become	
	more aspirational in terms of long term goals and development of the Association but was happy to take direction from the Board. It was confirmed that SHR do not specify the BP term within its regulatory guidance, this would bring it into line with the 5 year financial plans submitted to SHR so logic brings it to one timeline, and encourages the team and Board to look at longer term plans.	
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	At the proposal of Don Jamieson, seconded by Nigel Chapman, the Board approved the forward plan for the creation of the new 2024 to 2029 Business Plan and noted the progress on delivery of the 2021 to 2023 plan.	Approved Noted
2.2	Five Year Financial Projections (FYFP) & Loan Portfolio SHR Submission	
	The DFPS presented the report for submission to SHR by 31 May, advising it was the position at the end of March 2023.	
	In response to a member's question the DFPS advised year zero was the current year, and was based on the budget with the balance sheet amended to take account of current cash position, and the transfer gain of £12m is not included as it was based on original budget. The uptick in rents yrs 1 and 2 was new supply coming on and assumptions around inflation.	
	Don Jamieson proposed the annual Five Year Financial Plan (FYFP) and Loan Portfolio (LP) for submission to the Scottish Housing Regulator (SHR), this was seconded by Douglas Reid and approved.	Approved
2.3	Former Tenant Arrears Write Off Report	
	The RLN presented the paper and gave an overview highlighting that 0.12% of rental income was written off. In response to a member's query the RLN would confirm whether the number of sequestrations and bankruptcies coming through was still at a high level, but confirmed the North and South numbers were consistent.	Action RLN
	In response to members' questions the DFPS explained the bad debt provision process in the budget, write-offs included in bad debt provision, and the process for credit balances relating to deceased tenants. The DCS approves the write-offs, the DFPS recommended a review of authorisation levels for reporting to the Board, and would prepare an analysis of bad debt provision and current arrears for the next meeting.	Action DFPS
	Board Noted the information contained in the report.	Noted
2.4	Reclassification of PCE Loan as Investment	Noted
	The DFPS presented the report and gave an overview including advice from the Auditors and reasons for the reclassification ie; no interest being charged between parties would allow PCE to generate slightly more income and reduce the £16k interest, and it would allow PCE to borrow against an unencumbered asset. He confirmed it would not change the consolidated accounts and that there was no issue of changing valuations of garages which are revalued annually.	
	At the proposal of Don Jamieson, seconded by Douglas Reid, the Board approved the reclassification of the existing PCE Loan to an Investment.	Approved
2.5	Sale of Cairn Garages to PCE	
	The DFPS presented the report and provided an overview and primary purpose of the transfer which would enable PCE to pursue its business plans.	



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	 In response to members' queries the DFPS confirmed:- the garages required an asbestos survey and the primary value is based on current condition and rental income. implementation of the new Finance IT system will allow the transfer of Ancho garages after the Transfer of Engagements. It was noted that the sale was subject to approval by Pentland Community Enterprises subsequent to the CHA Board decision. 	Noted
	At the proposal of Don Jamieson, seconded by Helen Barton, the CHA Board approved the sale of 100 garages to PCE.	Approved
2.6	Blairoak, Keltyhill	
	The DPS presented the report, asking for approval or otherwise provide alternative instruction in terms of a resolution. She highlighted that it had been discussed by the AMDC, and gave an overview of the property currently leased to Fife Council and the issues they had identified as detailed in the report. The AMDC Chair gave an overview of discussions and impacts, and advised that the AMDC had agreed disposal by way of sale at its meeting on 18 May 2023.	
	Following due consideration, at the proposal of Don Jamieson, seconded by Angus Lamont, the Board approved the sale and disposal of the property at 105 Keltyhill Road. The SHR would be informed of the disposal as a Notifiable Event.	Approved
3	CHA UPDATES	
3.1	Q4 Management Accounts	
	The DFPS presented highlights, he confirmed the Association was ahead of budget at year end, there had been a large gain on PHA transferring into CHA, higher than anticipated interest received of £368k from deposits.	
	Service charges were showing a deficit in the year due to increased costs in the last quarter and the team were investigating the causes and charges and a further report with options to mitigate will come to next Board meeting. The Group CEO advised on neighbourhood teams' accountability and spending controls, tenants will be consulted at courts on eg; gritting.	Action DFPS
	In response to a member's question the DFPS advised that regular budget meetings, improved data analysis, coding/data structure improvements and purchase ordering with the new IT system would streamline service charges and approvals, and budgetary control. A discussion took place on mitigations and actions taken.	
	The report was noted .	Noted
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3.2	Care & Repair Service Update	





	The report was noted .	Noted
	The report was noted .	
3.3	Redundancy Policy – for Decision – Confidential	
	See separate Confidential Minutes	
3.4	Gifts and Hospitality Register	
	The GSM presented the annual report which was noted .	Noted
3.5	Annual Declarations of Interest	
	The GSM presented the annual report which was noted. One addition from Helen Barton was noted . The GSM highlighted that declarations should be declared throughout the year as they arise.	Noted
4	CHA DECISIONS TAKEN UNDER DELEGATED AUTHORITY	
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5 5.1	CHA AND ANCHO JOINT BOARD MEETING	
5.1	Ancho Apologies	
	Colin Love joined the meeting. It was confirmed that the Ancho Board was quorate.	
	Ancho Board apologies were received from Michael Donnelly, Zoe Brawn and Nigel Fortnum.	
5.2	Ancho Declarations of Interest	
	Angus Lamont declared an interest as CHA Board appointee.	Noted
5.3	Remuneration Committee Minute – 26 March 2023	
	The previously circulated confidential Minutes of the Remuneration Committee Meeting held on 26 March 2023 were noted. The Chair advised that the Board had approved the recommendations related to the CEO salary increase via email, and that the CEO's objectives had been ratified by the Board.	Noted
5.4	Assurance Statement WG Minute – 25 April 2023	
	Minutes of the Assurance Statement Working Group meeting held on 25 April 2023 were noted.	Noted
5.5	ICT Project Group Minute – 10 May 2023	
	Minutes of the ICT Project Group meeting held on 10 May 2023 were noted . Steven Travers advised that as a member of the project group he was content with the process.	Noted
5.6	Audit & Performance Committee Minute - 16 May 2023	





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	Minutes of the Audit & Performance Committee Meeting held on 16 May 2023 were noted .	Noted
5.7	AMDC Minute – 18 May 2023	
	Minutes of the Asset Management and Development Committee Meeting held on 18 May 2023 were noted .	Noted
6	GROUP ITEMS FOR DECISION/APPROVAL	
6.1	CEO Objectives – Confidential	
	See separate Confidential Minutes	
6.2	Business Continuity Plan Annual Review	
	The DBS presented the report, highlighting it had been used successfully in relation to the Lochbrae incident and involvement with different agencies, the plan has minor tweaks but no major changes.	
	The Business Continuity Plan was proposed by Don Jamieson, seconded by Douglas Reid and Approved.	Approved
6.3	Year-end performance update and ARC Submissions for CHA and Ancho	
	The DBS presented the report advising that the CHA ARC included integrated PCE information this year, and the Ancho ARC would be would be submitted separately.	
	Board noted the report and delegated authority for the CHA and Ancho Chairs to approve the final ARC submissions, which would be submitted by electronic return by the Group CEO by 31 May 2023.	Noted
6.4	Board Member Remuneration Policy review	
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	The Chair and VC left the meeting for the item. The Group CEO chaired the item.	
	The Group CEO presented the report and referred members to the independent consultant's Advice Note, as detailed in the papers along with the recommended options, and requested a decision. A discussion on recruitment issues took place.	
	Following consideration, at the proposal of Steven Travers, seconded by Laurence Casserly, the Board approved option 1, no change to the current Policy.	Approved
	The CHA Chair and Vice-Chair re-joined the meeting.	
6.5	Growth & Partnerships – new opportunity (Confidential)	
	See separate Confidential Minutes	
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6.6	AMDC - Terms of Reference	
	The DPS presented the amended AMDC Terms of Reference which had been	
	approved by the AMDC at their last meeting.	
	At the proposal of Don Jamieson, seconded by Angus Lamont, Board approved	A
	the revised AMDC Terms of Reference.	Approved
6.7	Financial Levels of Delegated Authority	
	The DFPS presented the changes as detailed in the report and provided an overview. In response to a member's query it was clarified that the nominated DFPS Deputy will be the Interim Senior Finance Manager from 1 June until the new DFPS is in post, and the Group CEO will inform Chairs at that point.	
	At the proposal of Don Jamieson, seconded by Douglas Reid, Board approved the Group's Financial Regulations Policy.	Approved
7	GROUP UPDATES	
7.1	Pentland Transfer Promises Update	
	The RLN gave an update on the integration of services and investment over the last 12 months, advising of ongoing work with Community Councils and Caithness Chamber of Commerce to identify areas of partnership working to achieve better customer satisfaction, environmental spend and working with another HA to expand services they could offer within the area. A customer consultation on environmental spend in the Caithness area was being carried out, and if approved a paper would be presented to the Board. A Caithness customer panel was being established, and customers would also be consulted on the investment promises made at transfer. In response to a member's query the tenant satisfaction figures will be presented to the Board in August.	
	The report was noted .	Noted
7.2	Ancho Transfer of Engagements Project Update	
	The SPM gave an update advising the project plan was on track, and referred to initial feedback from the Tenant Information Day as detailed in the report.	
	The report was noted .	Noted
7.3	Development Programme/AMDC Update	
	The DPS presented the report and gave an update advising that the year finished with 92, the last site of 27 units at Blackridge had now been handed over, 144 units were planned to be delivered by end Q3 this year including the site at Granton. Work was ongoing with tenancy colleagues to manage the handovers.	
	The report was noted .	Noted
7.4	Asset Management & Energy Strategy update	



	The DPS presented the update report and referred to the specific guidance issued by SHR in February. The Asset Management and Energy Strategy was reviewed using the assurance framework approach which fits well with the asset performance and evaluation which was already built into our approach, along with cost performance in individual sites and courts which wholly supports our analysis, data analysis and integration work.	
	It was highlighted that the AMDC meeting agreed to have sessions on key points and evaluation criteria going forward.	
	The report was noted .	Noted
7.5	Group Health & Safety: 6 Month Strategy Update	
	The DBS presented the report highlighting progress against priority areas of lone working, tenant fire safety and risk assessments, and the general risk assessment element of the strategy as detailed in the report.	
	In response to members' questions the DBS confirmed: the incident report is presented to the Board six-monthly, - the current incident rate over the last 12 months would be provided after the meeting,	Action DBS
	- there is a Mobility Scooter Policy in place and mobility scooter stores were being built outside Courts. The DPS advised Scottish Government grants to cover part funding of this had been received, storage would be extending to bikes, and H&S leaflets were being sent to tenants with information on safe storage of batteries, damp, mould, and other H&S issues.	
	The report was noted .	Noted
7.6	SHQS & EESH Update	
	The DPS presented the report and gave an overview highlighting that despite some data challenges due to integration of PHA we exceeded the target set at start of year, and significantly more on EICR rate with over 80% compliance and an accelerated programme to reach 100% by year end, (apart from outliers and access issues but would be putting in place the forced entry policy). The SHR were redefining their way of assessing compliance and timeframes which will require significant changes to how we apply and contractors deliver, we are in anticipation of changes. Delivery was a cyclical programme over five years. Two appointments had been made with the new investment officers to support the EICR programme. Fire safety remedial works started two weeks ago, recruitment went well, resource now in place. In response to a member's question the DPS advised that 100% is achievable, the only barriers were access issues, access for gas safety is quick, electrical safety inspection is an intrusive process, not implemented a forced entry yet. Abeyances are allowed for no access. If not achieved, risk is associated with unchecked properties, but information on those properties is maintained, and the plan is to bring in line with gas safety driven by anniversary date and scheduled within the year. Due to geographical challenges 12 contractors are used, the compliance team were managing the process well.	
	The report was noted .	Noted



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7.7	IT Project Plan Update	
	The DBS provided an update on the appointment of the digital solutions contractor, (redacted), as the new supplier. Contracts had been signed and an initial meeting and detailed plan was pulled together, level of stakeholder mapping would be completed over Summer. More information would be presented to the Board in due course. It was confirmed that spend to date was zero but confirmed annual coast and roll out costs had been agreed.	
	The report was noted.	Noted
7.8	Customer Services Review – Update (Confidential)	
	See separate confidential Minute	
7.9	CHA and Ancho KPI's	
	 In response to members' questions the DPS advised:-	Noted
7.10	Risk Register and New/Changed risks (if any) The DBS advised the EICR changes were made to the Risk Register and signed off by the Audit & Performance Committee at their meeting on 18 May 2023, and risk on staff engagement had been upgraded.	
7.11	Items for Audit & Performance Committee consideration	
	Members were reminded to send any items the meeting.	
7.12	Recruitment of Director of Finance & People Services – update	
	The Group CEO thanked the DFPS for his service over the years and thanked members who assisted with the recruitment process. An appointment had been made subject to references and contract, starting on 30 August 2023. From 1	





	June a Finance Manager would act as temporary interim senior finance	
	manager.	
8	GROUP GOVERNANCE, REGULATION & CORPORATE	
8.1	Chairpersons' Update Reports	
	The CHA and Ancho Chairs gave on overview of their activities since the last meeting.	
8.2	Governance & Regulation Update	
	The GSM presented the report. Members confirmed they would prefer hybrid AGM's this year to encourage attendance, and identify a presentation.	
	The Cairn Board (as group parent) endorsed Nigel Chapman for the AMDC and as Director of Pentland Community Enterprises Ltd, this was proposed by Don Jamieson, seconded by Douglas Reid and approved .	Approved
	The report was noted.	Noted
9	GROUP DECISIONS TAKEN UNDER DELEGATED AUTHORITY	
9.1	None.	
10	ANCHO BOARD	
10.1	Ancho (JGB) Minutes – 23 March 2023	
	Minutes of the Joint Governing Body Meeting of Cairn HA and Ancho held on 23 March 2023 were proposed by Bill Finlay, seconded by Colin Love and approved by the Ancho Board.	Approved
10.2	Matters Arising	
	There were no Matters Arising.	
10.3	Action Tracker	
	The Ancho Chair asked for an update on the move to becoming a Real Living Wage employer. The DFPS advised that he is currently speaking to suppliers and contractors asking to confirm if they are Real Living Wage employers. This is taking longer than expected. A revised target date to be added to the tracker and an update will come to the next JGBM.	
	The DPS provided a verbal update on the situation with the Annick Riverbank erosion. She has met with engineers who have identified 3 technical solutions. 2 of the options would use a phased approach and the 3 rd would be done in one go. She explained that the usual process would be to choose one option and get a detailed tender cost however all 3 options will be costed which will take circa 6 weeks. Once costs have been established the intention is to have conversations with different organisations to try and identify funding options. The worst-case scenario is that Ancho must retain ownership and cover all costs, which is why all 3 options are being costed. There is more work to do in terms of quantifying the liability but there is now a better idea of the scale, which is likely to be at the high	





end of £800k-£1.2 million. Remedial works must happen. Ancho's responsibility and the legal position is clear. The DFPS advised that the financial procedure is, as soon as there is a liability, it needs to be accounted for in the statutory accounts. As soon as costs are established, they will be accounted for, and the likely amount will breach the covenant as it currently stands. He has had conversations with Nationwide who have hinted that, because the pension surplus was paid back, that is excluded from the covenant and the proposal is to bring that into the covenant with the cost of the riverbank, which should mean little to no impact. This would mean it would be accounted for in the 22/23 accounts which would mean the works could be done in addition to the planned maintenance work for 23/24 instead of at the expense of the planned maintenance work. Redacted The DFPS advised the worst-case scenario from financial point of view would be that Nationwide do not allow a change to the covenant, the covenant is breached, and the Scottish Housing Regulator would need to be informed. Planned maintenance for 23/24 would be compromised. A Member asked about the likelihood of a funding contribution. The DFPS advised that it would be unusual, because the funding would not be enabling development work. Organisations who deal with environmental projects will be targeted for conversation. The options were discussed by members. The DPS advised that she would bring Action an engagement plan to the next meeting and keep Members updated in the **DPS** meantime. She advised that engineers are willing to attend the Board meeting to give detailed explanations of the options. The Action Tracker was **noted**. Noted 11 ANCHO ITEMS FOR DECISION/APPROVAL Five Year Financial Projections (FYFP) & Loan Portfolio SHR Submission 11.1 The DFPS presented the paper. There were no questions or comments from Members. The annual Five-Year Financial Plan and Loan Portfolio were proposed by Bill Findlay, seconded by Steven Travers and **Approved** for submission to the Approved Scottish Housing Regulator. 11.2 **Former Tenant Arrears Write Off Report** The Group CEO presented the paper on behalf of the Director of Customer Services. The Ancho Chair queried how a tenant could reach £5,000 debt. The CEO explained how most tenants pay however, some didn't and some were unable to. The report was **Noted.** Noted



12	ANCHO UPDATES	
12.1	Q4 Management Accounts	
12.1	The DFPS highlighted the 'other income' showing the pension refund of £1.16m which was received at the end of December 2022 after the withdrawal from the Strathclyde Pension Scheme. He also highlighted that the interest paid is high due to the variable rate loan with Nationwide and as interest rates have gone up so has the cost. Planned maintenance has been pulled back as a result to ensure the covenant was not breached.	
	There were no questions, and the report was Noted by Ancho Members.	Noted
12.2	Operational Update	
	The CEO highlighted the year end performance and the success the team has had in achieving external funding. The Chair commented on the impressive performance. There were no questions, and the report was Noted .	Noted
12.3	Partnership Investment Delivery Update	
	The DPS advised that the kitchen program (the last past or the partnership promises) is going well. She advised that the supplier contracts were extended to deliver a higher number of kitchens over a longer period because as the end of the period approached, some of the tenants who had initially declined a new kitchen had changed their minds. Additionally, some properties which were initially earmarked for kitchens but rejected by tenants, had become void so new kitchens had been put in. The total number of kitchens will be circa 530.	
	There were no questions or comments, and the report was Noted .	Noted.
12.4	Estate Caretaker Service update	
	The DPS advised that the purpose of the report was to provide the Board with visibility of the Estate Caretaker Service and how much it is appreciated by tenants. She advised that more analysis of the work will be undertaken over the year to see if it is a service model that can be delivered across the Group. The Ancho Chair asked how many tenants are aware of the service. The SPM advised that most are very aware. He advised that the service was highly praised	
	in tenant feedback. The DPS advised that the service also has strong visibility within the community, with staff driving branded vans and wearing branded uniforms. Members were very supportive of expanding the service.	
	The report was Noted .	Noted
12.5	Gifts and Hospitality Register	
	The annual Gifts and Hospitality Register was Noted .	Noted
12.6	Annual Declarations of Interest Register	
	The annual Declarations of Interest Register was Noted .	Noted





13	ANCHO DECISIONS TAKEN UNDER DELEGATED AUTHORITY	
	There were no decisions taken under delegated authority.	
14	AOCB	
	The Chair thanked everyone for attending the meeting and gave a special thanks to Derek Adam for his service to Cairn.	
15	DATE OF NEXT METTING	
	Development Day - 26 May 2023	
	Board Meeting - 24 August 2023	

The meeting ended at 5.30pm	
Signed:-	
CHA Chair:	
Ancho Chair:	

Date: 24 August 2023

