

If you would like to discuss these minutes or any other committee related matter, please contact your chairperson,

WENDY RIORDAN ON REDACTED PERSONAL DATA



* The Committee meeting was preceded with a 1 hour training session for Committee members formulated and delivered by Jennifer Queripel & Ahsan Khan of May Murray LLP regarding the Annual Assurance Statement and the role of Committee (Governing Body) assuring themselves that they comply with the regulatory standards. This training session provided overview and further details on Regulatory Standards 3 and 4. The session also concentrated on SHR notifiable events with copy SHR guidance being issued to all Committee members.

Committee of Management

Minutes of Meeting – 15th September 2021

- Present:** Wendy Riordan
Marilyn Dickson – *via Zoom*
Elizabeth Robertson
George Thomson
Amanda Aitchison
Colin Fraser
Donna Anderson
Joe Moir
Fiona Marshall
George Nicol
- In attendance:** Larke Adger (CEO)
David Mills (Governance & Compliance Manager)
- Guests:** Nil

1. APOLOGIES:

Lorna Brown
Stacey Powch-Scott
Jim Hemphill
Jon Douglas

2. MINUTES OF MEETING 18th August 2021

The Minutes of the meeting held 18th August 2021 were approved by Committee.

3. MATTERS ARISING FROM THE MINUTES

Committee members raised the issue of a 'grit bin' being placed at the end of Granton Mains Avenue. This is being addressed by the Maintenance Manager. No other matters arose from the minutes.

4. DECLARATIONS OF INTEREST

There were no declarations of Interest stated during the meeting.

5. NOTIFIABLE EVENTS

5A SHR Notifiable Event #1

Following the WGHC AGM on 06.09.21, it is alleged that a newly elected Committee Member and an Office Bearer breached the Model Code of Conduct for Governing Body Members by entering into an altercation. WGHC has received complaints from other Governing Body Members and tenants relating to the same alleged breaches. The Police attended but neither party wished to press charges.

All of the above was reported to the Chairperson in accordance with the Model Code of Conduct for Governing Body Members. The Chairperson sought advice from TC Young Solicitors and it was confirmed an independent investigation must take place. May Murray LLP, as Governance Consultants, will carry out the investigation. They have been issued with a written Investigation Brief which states the scope and requirements of the investigation.

As the CEO was a witness to some of the alleged breaches it is not considered appropriate for her to support the Chairperson in overseeing the Investigation. It was agreed with TC Young, that the Governance and Compliance Manager (Senior Manager) is to deputise for the CEO in this role, on this occasion. Both the Chairperson and the Governance & Compliance Manager were absent from the AGM and neither party witnessed the alleged events.

The Scottish Housing Regulator has been notified as required by Standard 2.5 of the Standards of Governance and Financial Management which states that RSLs are required to inform the SHR about any significant events. The Regulator has acknowledged the Notifiable Event and has asked to be kept up to date in regard to the Investigation, the Outcome of the Investigation, Decisions made by the Committee and any subsequent action taken.

Committee were advised that upon conclusion, the Investigator will prepare a written report for presentation to the Committee via a Special Meeting. At this meeting, the Committee will decide on what further action is to be taken.

- **Committee noted the report and in accordance with Section A4.9 of the Model Code of Conduct for Governing Body Members, granted a leave of absence to both Committee members whilst an investigation is undertaken**

5B SHR Notifiable Event #2

Standard 2.5 of the Scottish Housing Regulatory Standards of Governance and Financial Management state that RSLs are required to inform the SHR about any significant events. This includes any constitutional changes.

At the WGHC SGM on 06.09.21, the WGHC Membership voted to adopt the 2020 Model Rules. This means a change in the WGHC constitution and as such is a Notifiable Event. The above Notifiable Event (NE) was reported to the SHR on 09.09.21. SHR have acknowledged the NE and have asked that WGHC provide them with an update once the Finance Conduct Authority have given formal approval.

The CEO confirms that TC Young will be lodging the Model Rules to the Financial Conduct Authority on WGHC's behalf to seek their formal approval. Committee are reminded that until the FCA formally approve the new Model Rules, the existing 2015 Model Rules continues to apply.

- **Committee noted the report and the notifiable event.**

6. FINANCE & ADMINISTRATION

6A Cash in the Bank

All cash balances across the 5 x WGHC bank accounts were presented and a summary total provided. There was an increase of £35k from the figure reported to Committee in August. Total = £1.78million.

- **Committee noted the report.**

7. GOVERNANCE

7A Election of Office Bearers

In accordance with the 2015 rules, the first meeting of the Committee of Management after the AGM elects one of its number as Chairperson. The rules relating to the chairperson are 55.5 to 55.10. The Chairperson is appointed annually by the Committee of Management at the first meeting after the AGM.

Donna Anderson proposed the re-election of **Wendy Riordan** as the Chairperson. This was seconded by Elizabeth Robertson.
7 remaining members voted in favour, with 1 member abstaining.

In accordance with our Governance Policy the Committee must appoint a Vice Chairperson who would deputise for the Chairperson in his or her absence. There are no time limits on this role.

Elizabeth Robertson proposed the election of **George Thomson** as the Vice-Chair. This was seconded by Fiona Marshall.
7 remaining members voted in favour, with 1 member abstaining.

The Committee must appoint a Treasurer. There are no time limits on this role.

Amanda Aitchison proposed the election of **Colin Fraser** as the Treasurer. This was seconded by Fiona Marshall.

7 remaining members voted in favour with 1 member abstaining.

- **Committee, therefore elected three office bearers thus:**
- **Chairperson** - **Wendy Riordan**
- **Vice-Chair** - **George Thomson**
- **Treasurer** - **Colin Fraser**

7B Approval and adoption of the SFHA 2021 updated Model Code of Conduct for Governing Body Members

All registered social landlords must have a Code of Conduct for Governing Body Members. WGHC's code is based on the Scottish Federation of Housing Associations ("SFHA") model. Prior to the meeting, all Committee Members were sent a copy of the updated 2021 SFHA Model Code of Conduct for Governing Body Members.

- **Committee approved and formally adopted the 2021 updated Model Code of Conduct for Governing Body Members.**

7C Signing the new Code of Conduct and Declaration of Interests

Rule 33.5 of the 2015 Model Rules, states that "No Committee Member may take office until they have agreed to and signed the Association's Code of Conduct for Committee Members."

Prior to the meeting all Committee Members were sent a copy of the SFHA 2021 Model Code of Conduct for Governing Body Members, along with the WGHC Declaration of Interests Forms. Committee were asked to sign:

The Code of Conduct
The Declaration of Interests Form

- **Committee noted the report**
- **All Committee members (except two who are on leave of absence) have signed and returned both the new Code of Conduct and their Declaration of Interest.**

7D SGM 2021 – Adoption of the 2020 Model Rules

An SGM took place on Monday 6th September 2021 at 6.30pm in the local community centre. 28 Members physically attended. 3 proxies were submitted. This brought the numbers available for voting on the new model rules to 31. It is confirmed that no other business was mentioned other than the Adoption of the 2020 Model Rules.

All 31 members (100%) voted in favour of adopting the 2020 Model Rules and so the motion to the adopt the rules was passed.

- **Committee noted the Report**

7E WGHC 31st Annual General Meeting (AGM) 2021

The 31st AGM took place on Monday 6th September 2021 at 6.30pm in the local community centre. 28 Members physically attended. 3 proxies were submitted. Current rules indicate 7.5% of member attendance is required to achieve quorum. The meeting was quorate as attendance was 8.4%.

Committee approved the engagement of Chiene & Tait as our financial auditor for the 2nd year running and approved that this be put to the membership to confirm their appointment at the AGM. It is confirmed there were no objections from the Membership present, and it was therefore confirmed that Chiene and Tait would be appointed to conduct the 2021-22 Financial Audit.

At the AGM, members Jon Douglas, George Thomson and Marilyn Dickson were re-elected to the Committee. Nominations were received from Stacey Scott-Powch, Fiona Marshall, Jim Hemphill and George Nicol. All 4 were elected.

This means the Committee of Management has increased to 14 members:

<https://www.westgrantonhousing.coop/about-wghc/the-committee-of-management/>

- **Committee noted the Report**

7F Governance & Compliance Report

The Governance & Compliance Manager presented his running agenda report. It was confirmed that WGHC had not received any FOI requests or SARs during the past month and that no data breaches had occurred.

He re-iterated that there were two SHR notifiable events reported and recorded. These are mentioned earlier within these minutes.

- **Committee noted the report.**

7G Annual Assurance Statement Session

The CEO and Governance & Compliance Manager presented to Committee the Annual Assurance Statement 'evidence bank' workbook (linking back to the Committee training session provided prior to the meeting by May Murray LLP) and further discussed SHR regulatory standards 3 and 4 demonstrating the electronic workbook tool that is being used to compile the evidence bank and declare WGHC's assurance of compliance.

- **Committee noted the report and evidence presented via the AAS workbook presentation.**

7H Contract for joint provision / installation of both Kitchens and Ground Floor Toilets in Areas 4 and 1.

WGHC have used the Scottish Procurement Alliance to “call off “ one of their whole house and associated Frameworks (called WD2) to procure a contractor to carry out:

72 kitchens replacement in Area 4 @ approx. £317,000 inclusive of decoration.

55 ground floor toilets replacement in Area 1 @ approx. £48,000 inclusive of decoration.

Committee were asked to approve appointment of the contractor, Everwarm and consider whether the contract should include decoration OR if WGHC should issue decoration vouchers to tenants.

- **Committee approved the appointment of Everwarm to undertake the works (based upon the suggested costs)**
- **Committee approved decoration to the Kitchen element of the works**
- **Committee indicated tenants should be able to choose whether Everwarm decorated the Ground Floor WCs, or receive decoration vouchers in the sum of £70.00 to be used at B&M or Homebase**
- **WGHC staff to send letter to affected tenants indicating their preference to be returned by Friday 01 October 2021 or the ‘default position’ of the contractor undertaking the decoration works would prevail.**

7I) Staffing Update

Updates regarding two long term staff absences were provided to Committee. In order to try and help to alleviate some of the CEO’s heavy workload, staff were consulted and it was agreed with all parties that the Governance & Compliance Manager would, in the interim, assume line management of the Housing Management Team. Committee will be kept updated in regard to staffing issues.

- **Committee noted the report.**

7J) Use of Company Seal and Memberships

The company seal was used to certify one new membership:
Member **756**.

There has been one termination of membership since the last report:
Member **588**.

- **Committee noted the report.**

7K) Health & Safety Report

The Senior Management Team held their bi-monthly Health and Safety Committee and there have been no health and safety incidents to report since the last meeting.

- **Committee noted the report.**

7L) Confirmation of Committee attendance for the Strategy Away Day

The Annual Strategy Away Day is being held in the Marriot Hotel on Tuesday, 21st September 2021. The following members confirmed their planned attendance:

Wendy Riordan / Colin Fraser / Fiona Marshall / George Nicol / Donna Anderson

- **Committee members confirmed or declined their attendance.**

8. AOCB

A discussion was held regarding the use of virtual meetings for ordinary Committee meetings. It was agreed that virtual meetings will only be used in exceptional circumstances and the default preference for meetings would be physical.

A member raised the issue of the PIR security lighting, specifically, in Area 1. This led to a lengthy discussion on the subject with Area 2 also being mentioned. Committee were keen to see all updated/replaced, with CEO pointing out about planning and budgets. In the interim, any faulty units will be replaced under the reactive maintenance programme. WGHC staff will source a quotation for a replacement programme for budgetary purposes.

Committee members had attended a meeting with Prentice Centre staff to discuss joint working / partnership schemes etc. It was divulged that children's groups are required to have a minimum number to make them viable for funding etc. – this was, very often, not the case. Equally, 'adult' activities cannot be held at the same time as 'child' activities due to a restriction on the toilets etc.

The Prentice Centre are holding an 'open day' on Saturday 09th October between 10.00 and 15.00hrs so that local community members can see the space and what services are on offer / Q&A session. The CEO is looking to re-instate a formal affiliation (via membership) with the Prentice Centre.

There was a lengthy discussion regarding a Halloween event. This was quickly dismissed due to timescales and then moved to a Christmas event. Due to likely weather conditions, again, this was dismissed. Committee decided they would like an event planned to coincide with the Easter break in 2022.

8. Date of next Committee Meeting

It is proposed the next meeting be held on Wednesday, 20th October 2021 at 6.30pm

- **Committee approved the next Committee Meeting to be on Wednesday 20th October 2021.**

Signed **REDACTED PERSONAL DATA**

Date: 20th October 2021

Chairperson

NB: Committee Board Papers available upon request, contact our office