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WENDY RIORDAN ON REDACTED PERSONAL DATA



Committee of Management

Minutes of Meeting – 20th October 2021

Present:

Wendy Riordan (Chair)
Stacey Powch-Scott
Colin Fraser (Treasurer)
Fiona Marshall
George Nicol
Elizabeth Robertson
Jon Douglas
Donna Anderson
Amanda Aitchison

In attendance:

Larke Adger (CEO)
David Mills (Governance & Compliance Manager)

Guests:

Nil

1. APOLOGIES:

Lorna Brown
Jim Hemphill
Marilyn Dickson
George Thomson (Vice Chair)
Joe Moir

2. MINUTES OF MEETING 15th September 2021

The Minutes of the meeting held 15th September 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. After discussion, it was requested that this be placed opposite No. 11 GMA against brick wall.

4. DECLARATIONS OF INTEREST

The Chair indicated a declaration of interest with regard to agenda item 6i (re: FaceNorth)

5. NOTIFIABLE EVENTS – UPDATE

1. NE 1003613 18.03.20 - Performance and Service Delivery Issues

Created on 18.03.20 to advise the Regulator that due to the pandemic and government restrictions, WGHC's office was closed to the public and we had a restriction on the delivery of some services, including routine repairs, planned maintenance works and home visits to tenants. On 12th October 2021, the CEO advised SHR that we had now fully resumed our services. This closed this notifiable event.

2. NE 22303 08.09.21 – Governance & Organisational Issues

This is regarding the allegations that two Committee Members breached the model code of conduct. At the time of the report, a meeting had been set up to allow both our Chairperson and Governance & Compliance Manager to receive legal advice on the independent Investigation Report (now complete) and on how to proceed. Committee are to be notified separately of any special meetings which are to be called to discuss the findings of the report. The CEO continues to keep the SHR up to date in respect of this notifiable event.

3. NE 22304 09.09.21 – Constitutional & Organisational Issues

This notifiable event involves our application to the Financial Conduct Authority to allow us to formally adopt the 2020 model rules, voted in by the Membership at the Special General Meeting held on 06.09.21. It is expected that we may wait a couple of months before the FCA come back to us to confirm acceptance. Committee will be kept updated as this progresses. Again, the SHR is being kept up to date.

- **Committee noted the report and 3 Notifiable Events.**

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 £45k from the figure reported to Committee in September. Total = £1.83million.

- **Committee noted the report.**

6B Update on WC replacement programme, Area 1

The CEO provided an update to Committee regarding the progress with the WC replacement programme within Area 1. Discussion took place regarding the provision of both a small towel rail and toilet roll holder at an additional cost of approx. £1.3k.

- **Committee noted the report.**

6C Update on Kitchen replacement programme, Area 4

The CEO provided an update to Committee regarding the progress and plans for the Kitchen replacement programme within Area 4. 72 Kitchens are due for replacement and at date of the meeting, 28 tenants had received a survey from the contractor, Everwarm, and made their decisions regarding colour / style etc.

Some tenants had requested a white gloss effect for the unit doors. This was not on offer in the initial choices. Further discussions with the contractor enabled this choice. By offering this option, the top end figure for the contract would increase by approx. £7k. Committee were asked to consider and approve.

- **Committee decided and agreed that the proposed white gloss effect (Alto range) can be offered to tenants**
- **Committee approved the additional increase in spend in the contract price.**

6D Decision regarding extension to Kingdom Gas contract for 24 months

In 2020, Committee approved Kingdom Gas to provide the annual gas servicing contract and reactive maintenance service for WGHC for 1 year from 01.12.20.

Kingdom Gas have provided costings for a 2 year extension.

The CEO recommends that WGHC renews the contract for a further 24 month period, as opposed to a further 12 months only. Securing a contract for a further 24 months provides WGHC with stability and continuity of service for our tenants.

Feedback from tenants have been very positive and with high levels of satisfaction.

- **Committee approved the 24 month contract extension following discussion regarding service levels experienced.**

6E Community Benefits

As part of the contract of work being awarded to Everwarm, WGHC asked for a “community benefit” to be made available.

The CEO has asked Everwarm to provide a community benefit as part of the WC and Kitchen Replacement Works programme. A flyer was sent out to each of the tenants in both areas asking them for ideas. Only 5 tenants responses were received.

Committee discussed ideas regarding tidying up and/or updating hard landscaping areas.

- **Committee delegated the decisions to the CEO to agree with Everwarm in the knowledge a meeting is planned for w/c 18/10/21**

6F The WGHC Fuel Assistance Fund

WGHC had £2,640 left over of unclaimed £30 fuel payments. Committee were reminded that this money was initially awarded by the Government's Social Housing Fuel Support Fund and managed by the SFHA. All unclaimed money was to be returned to the SFHA.

However, WGHC have received permission from the SFHA to use the left over funds of £2,640 to set up a WGHC Fuel Assistance Fund specifically for WGHC tenants. The SFHA have advised WGHC that we may keep these funds as long as they are all used up by the end of the financial year. Moving forward, the CEO intends to create a new annual budget for the WGHC Fuel Assistance Fund. This will sit alongside the WGHC Tenancy Sustainment Fund.

- **Committee noted the report**

6G 10 x PCs 'giveaway' to WGHC Tenants

WGHC, submitted a joint bid with some other ARCHIE RSLs, to the government's Community Recovery Fund. WGHC were awarded enough money to buy 25 Chromebooks to give away to tenants to help promote digital inclusion during the pandemic and to also purchase some energy saving products which again were given away to WGHC tenants. Recently, WGHC were advised that there was still £3,200 leftover. The CEO claimed the funding and put £500 of WGHC's own money to help purchase 10 x Hewlett Packard PCs.

The CEO will use her discretion, along with input from staff, to decide on who the 10 x PCs will be given away to; each of the tenants asking for a PC must tell us in 30 words or less why they think having a PC would help them or their household. The focus of this project is to help tenants and their families to become more digitally inclusive and this criteria will be taken into consideration when the final decisions are being made.

- **Committee noted the report**

6H Results for WGHC tenants from funding a joint Welfare Rights Advisor

Last year, Committee agreed for WGHC to buy some hours from Port of Leith Housing Association's Welfare Rights Advisor. This was another ARCHIE joint working partnership and includes WGHC, Lister Housing Co-op and Port of Leith Housing Association (PoLHA).

Committee are reminded that WGHC pay Port of Leith Housing Association (PoLHA) £1,107 per quarter so WGHC can have direct access to a dedicated Welfare Rights Advisor. A table showing financial gains of £24k received by WGHC tenants as a result of having access to the service was presented to Committee. Another Edinburgh RSL statistics were provided as a comparison (their financial gains from the same project within the same period was £1.8k).

- **Committee noted the report**

6I Letting Forth Quarter Office to local charity

WGHC have been approached by FACENorth, a local crime prevention project for youths in the local area. FACENorth have announced plans that they intend to set themselves up as a separate independent charity and if successful, have asked WGHC if they might be able to use the empty office within the Forthquarter development for a fee. The CEO is very keen for WGHC to continue to support this project, which provides huge benefits to the local community and would like to propose to Committee that WGHC offer up the use of this office space for free to FACENorth. WGHC are currently liaising with our insurers, Zurich, to ensure that we are covered in terms of insurance liability and also that we have a list of conditions for FACENorth to meet, as part of any service level agreement/lease we draw up for them to sign.

- **Committee approved the Office space in the Forth Quarter Development is let out, for an annual, nominal fee, of £1.00 to FACENorth subject to the following conditions being met:**
 - **Zurich Insurance approve of this use of the office and confirm that WGHC's currently policy is not adversely affected by the letting of this office**
 - **That FACENorth fulfil any obligations (including arranging their own insurance) as set out by our insurers, Zurich**
 - **That WGHC tenants are not subject to nuisance or unreasonable disturbances as a result of this office space being let out to FACENorth**
 - **That WGHC draw up a written agreement setting out the conditions of the let between WGHC and FACENorth**
 - **That the CEO has authority to set up the agreement and the conditions and has the authority to sign the lease/agreement on behalf of WGHC.**

6J Annual Pension Assessment - outcome

Each year, WGHC must carry out an annual financial assessment with TPT. TPT is the company which manages the SHAPS (Scottish Housing Associations Pensions Scheme), of which WGHC is a member and pays into a defined contribution pension scheme.

It is important for Committee to note that the assessment is for the financial year 2020-21 when WGHC was still paying into a defined benefits pension scheme. The outcome of the risk assessment was **low**.

A full copy of the risk assessment with all the financial figures can be made available to Committee upon request.

- **Committee noted the report**

6K Budgets (working group)

The CEO will soon be working on the budgets for 2022-23. These are always presented to Committee for their final approval and form part of the Business Plan each year. The CEO is asking Committee if they would like to have the opportunity to set up a working Budget Group. This allows members of the group to have proposed budgets presented to them and allows for discussion/questions/changes to any of the proposed budgets, before they are put up for final approval to the main Committee.

- **Committee voted for the CEO to undertake budget planning and present to Committee for later approval.**

7. GOVERNANCE

7A Assurance Statement Session (Running Agenda Item)

The CEO and Governance & Compliance Manager meet weekly to assess and review WGHC's evidence as part of WGHC ongoing Annual Assurance work.

As part of seeking ongoing assurance, the Committee of Management are required to be presented with the evidence to ensure WGHC is compliant with the Scottish Housing Regulator's requirements. This month, Committee were presented with the evidence which demonstrates WGHC compliance with Regulatory Standards 5, 6 and 7.

- **Committee noted the evidence in preparation of the signing of the Annual Assurance Statement.**

7B Governance & Compliance Report

The G&C Manager talked Committee through the contents of his report, which was self-explanatory. The G&C Manager 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 three SHR notifiable events reported and recorded. These are mentioned earlier within these minutes.

- **Committee noted the report.**

7C Signing of the Annual Assurance Statement ([appendix 1](#))

The Scottish Housing Regulator (SHR) requires all registered social landlords (RSLs) to submit an Annual Assurance Statement by 31st October 2021.

As stated in the new SHR Regulatory Framework, the requirements cover the following areas:

- All relevant regulatory requirements as set out in Section 3 of the Regulatory Framework
- Assurance and Notification
- The relevant standards of the Scottish Social Housing Charter
- Whistleblowing
- Constitutional Requirements
- Regulatory Standards of Governance and Financial Management
- Our statutory obligations in respect of tenant and resident safety, housing and homelessness and equalities and human rights.

To allow WGHC to ensure it meets all of the above requirements, it has had to carry out a program of self-assessment. Self-assessment is now an ongoing requirement throughout the year. The SHR uses the Assurance Statement to help it carry out its annual risk assessment on each RSL. The outcome of the SHR risk assessment results in WGHC being awarded a level of engagement. The levels are low, medium and high. The SHR guidance makes it clear that it is the governing body, in this case the WGHC Committee of Management who are responsible for signing off the Assurance Statement. The guidance also makes it clear that it is the Committee who are giving their assurances to the Regulator.

Committee are therefore recommended to ask the CEO about details or any evidence in the AAS before they approve the Chairperson to sign it, on their behalf. Also, any further evidence required can be obtained by the CEO at the meeting and shown to Committee before the statement is signed.

- **Committee considered if they wish to see any more evidence**
- **Agreed they are satisfied with the Self-Assessment Report and approved it**
- **Acknowledged they are responsible for giving their assurances to the Scottish Housing Regulator**
- **Agreed the Assurance Statement can be signed on their behalf by the Chairperson and authorised the CEO to submit the statement to the Scottish Housing Regulator.**

7D Update of WGHC affiliation with the Prentice Centre

Further to previous discussions with Committee as to whether WGHC is formally affiliated to the West Granton Community Trust (Prentice Centre): the CEO can officially confirm that WGHC is not affiliated to them. This was declared with confidence after both the CEO and the Prentice Centre carried out a thorough search through their respective records and systems.

The Trust has invited WGHC to apply for affiliation at the beginning of the next financial year. Affiliation fees are approximately £100 per year. Committee approval was requested.

- **Committee approved the CEO to apply for affiliated membership with the Prentice Centre/WGCT come the beginning of the next financial year (April 2022).**

7E Annual Report on the Charter (Appendix 2)

As a registered social landlord, WGHC must produce an annual report for its tenants on how it has performed each year against the outcomes in the Scottish Social Housing Charter.

A copy of this year's Annual Performance Report on the Charter was enclosed for Committee's reference. The report is always for the preceding year's performance. The report is for 2020-21. The Report is being posted out to all tenants with the Autumn Newsletter on 23rd October 2021.

- **Committee noted the report.**

7F CityFibre

The City of Edinburgh Council had agreed to work with CityFibre to install full fibre optic cabling to properties across the City. Speculatively and un-announced, a representative of CityFibre attended the WGHC offices to 'introduce' themselves to try and make arrangements for the free installation of their cabling within the blocks in the Forthquarter, thus giving tenants more choice as to what physical cabling can be used by their Internet Service Provider (ISP). A longer report was presented to Committee to decide if they wished to allow CityFibre installation within the Forthquarter, specifically, within or to the fabric of our owned buildings.

- **Committee voted unanimously that CityFibre cabling is not to be installed within or to the fabric of our buildings.**

7G Annual Strategy 'away day' and Core Values for WGHC

The Annual Strategy Day was held this year in the Edinburgh Marriott Hotel on Tuesday, 21st September 2021. 6 Committee Members attended along with the CEO and the Governance & Compliance Manager. The day was facilitated by WGHC's Governance Support Consultants, May Murray LLP.

This year, Members discussed the idea of the formal introduction of 3 core values for the Co-op. All Members agreed this was a good idea and that it should be put up to the Committee for their formal approval. The CEO has provisionally booked a formal training session for staff with an external consultant who is experienced in assisting organisations with cultural changes and the introduction of core values

The **2022** Annual Strategy Away Day for Committee is to be held on Friday, 30th September 2022. A meeting suite has already been booked in the Waldorf Astoria Caledonian Hotel in Edinburgh's West End.

- **Committee formally approved the introduction of 3 core values**
- **The 3 values will be written into the annual revision of the WGHC Business Plan in early 2022**
- **Note that following Committee approval, the CEO will confirm staff training with the external consultant.**

7H WGHC shortlisted for CIH award via ARCHIE 'triple whammy project'

The Chartered Institute of Housing Awards for 2021 have announced their shortlist. The event is taking place in Glasgow on 25th November 2021

The above entry was submitted by ARCHIE in recognition of all the partnership working we did during the pandemic, to secure various funding for projects for our tenants (Chromebooks giveaway, Energy Goody-bags giveaway and Debt Advice).

- **Committee noted the report and await the outcome of the award ceremony.**

7I) Staffing Update

The CEO presented information regarding The Housing Manager and their absence, indicating 9 months has passed without any indication of a planned return to work. Further, an update was provided with regard to the Housing Officer who had been on a long term sickness absence but now returned on a phased return basis. PERSONAL DATA IN THIS REGARD HAS BEEN REDACTED.

As with all staffing matters, Committee will be kept updated and a meeting of the Staffing Sub-Committee will be called as and when required.

- **Committee noted the report.**

7J) WGHC and Bonfire Season

Police Scotland and the local Council office contacted the CEO to find out if WGHC would support the local Bonfire Safety Initiative and also help out with the clearing up of any burnt out rubbish/bonfires, etc within the local area as a result of Bonfire Season. The CEO has agreed that WGHC will help to clear rubbish from neighbouring West Pilton Drive, Green and of course, West Granton. WGHC will pay for its contractor to clear any bonfire/burnt out rubbish left over within these areas. This is a joint working initiative and another example of successful WGHC partnership working.

- **Committee noted the report.**

7K) Use of Company Seal and Membership

There has been 1 new commencement of Membership
The company seal was used to certify the new Member Certificate:
13th September 2021, Membership Number: 757

There have been no terminations of Membership since the last report.

- **Committee noted the report.**

7L) Health & Safety Report

There have been no health and safety incidents to report since the last meeting.

- **Committee noted the report.**

8. AOCB

The CEO tabled an AOCB item pertaining to the recorded and lodged SHR notifiable event, reference number: 22303.

8.1 Investigation Report

Since the writing of the October Committee Reports, May Murray LLP completed their independent investigation in regard to Notifiable Event 22303.

Under this item, a copy of the report was made available to each Committee Member at the meeting within a sealed envelope. There is also a letter within each envelope reminding Committee that the report is confidential and refers to specific sections within the Model Code of Conduct in relation to confidentiality and associated responsibilities.

8.2 Special meeting

The next stage of the process in accordance with the Model Code of Conduct is to agree a time and date for a special meeting to be held for the specific purpose of discussing the report's findings and recommendations. A separate notice, paper and agenda will be issued for this meeting.

In accordance with Rule 17.1.1:

- The Secretary will call a special general meeting if:
-17.1.1 the Committee requests one;

And

In accordance with Rule 17.3:

- If a special general meeting is requested, the Secretary must within 10 days of having received the request give all Members notice calling the meeting. The meeting must take place within 28 days of the Secretary receiving the Members' request.

8.3 Conflict of Interests

Committee were presented with excerpts from 2 emails.

The first excerpt is from WGHC's SHR Regulation Manager.

The email raises a concern about there being a conflict of interest between those Committee Members who were witnesses to the alleged breach of conduct(s); and specifically have stated that in their experience, "we would not normally expect those who

have acted as witnesses to then attend meetings where decisions are to be made on the outcome of the investigation, due to the potential for a conflict of interest to exist.”

In addition, SHR have asked:

“In addition to the legal advice, are you able to confirm to us that West Granton has fully assured itself and is satisfied that no conflict (or potential conflict) of interest exists, whereby Committee members who were witnesses to the incident, attend meetings to decide on this matter?

Please can you also provide an update following tonight’s meeting and confirm to us the date of the Special Meeting once arranged. “

The second excerpt is from WGHC solicitor, TC Young.

On Monday, 18th October 2021 both WGHC Chairperson and the Governance & Compliance Manager had a meeting with TCY. The purpose of the meeting was to solely discuss the Investigation Report and for WGHC to receive legal advice in regard to the report and also how WGHC should proceed.

Section 2.3 (page 2) of the Investigation Report states that May Murray LLP, feel there is a clear conflict of interest in terms of the Committee Members who were witnesses to the alleged incident(s) being involved in any of the decision making processes related to this matter. They further advise that legal advice is taken.

TCY specifically picked up on this recommendation and verbally advised both the Chairperson and the Governance & Compliance Manager that, he is of the opinion, there is no conflict of interest. The advice was qualified by giving a real life example of where at another RSL Board Meeting, two Board members had a physical altercation. This took place in front of all the Board members present at the meeting. This meant that all those members present were also witnesses to the breach. TCY further advised that if all members present were to be excluded from the decision making process, then no meeting would ever be able to take place as it would be inquorate.

On receiving the email from SHR, WGHC contacted TCY to share the Regulator’s concerns in relation to this matter. WGHC asked for TCY to confirm their advice in writing to WGHC. The second email excerpt is TCY’s written advice, which confirms the verbal legal advice given to both the Chair and Governance & Compliance Manager on Monday 18th October 2021. A copy of this email with the legal advice, having been presented and confirmed in writing to WGHC, has now been forwarded onto the SHR.

8.4 Further Due Diligence

In addition to receiving the above legal advice in writing, and in the interests of the Scottish Housing Regulator who have asked us to “confirm to us that West Granton has fully assured itself and is satisfied that no conflict (or potential conflict) of interest exists”, the following is presented to Committee:

In regard to this, Committee are reminded that Rule 33.7.3 – 33.7.3.2 states that:

- 33.7.3 in circumstances giving rise to the possibility of a conflict of interest between the Association and any other party:-

- 33.7.3.1 put the interests of the Association before that of the other party, in taking decisions as a Committee Member;
- 33.7.3.2 where any other duty prevents him/her from doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other Committee Members with regard to the matter in question

In addition, Sections 2.4 and 2.5 of the SFHA Model Code of Conduct (Appendix C- Model Protocol for Dealing with a Breach of the Code of Conduct) states that:

- 2.4 No one who is directly involved in a matter that gives rise to a concern that there may have been a breach of the Code of Conduct should be involved in reviewing or managing/conducting an investigation of the matter. Consequently, it may be necessary to ask other members of the Committee to take on the responsibilities that the Protocol allocates to the Chair and other office bearers.
- 2.5 The Chair may seek advice from our solicitors in exercising all of the responsibilities associate with this protocol.

Summary:

- WGHC Rules 33.7.3. to 33.7.3.2 clearly state and refer to a conflict of interest between the Association and any other party. "Other party" being interpreted as an external agency or third party to WGHC as it then goes on to qualify that the interests of the Association must be put before that of the other party, in taking decisions as a Committee Member. Finally, Rule 33.7.3.2 states that "*where any other duty prevents from him/her doing so, disclose the conflicting interest to the Association and refrain from participating in any discussions or decisions involving the other Committee Members with regard to the matter in question*"
- And finally 2.4 of the Code clearly states that no governing body member should be involved in reviewing or manging or conducting such an investigation. No reference is made to decision making in regard to the outcome of the investigation. And 2.5 states that the Chair may seek advice from our solicitors in exercising all of the responsibilities associate with this protocol.

After discussion and consideration Committee:

1. Agreed the Special Meeting is to take place on Wednesday, 27th October withing the WGHC Boardroom commencing at 6.00pm.
2. Agreed to accept the legal opinion and advice from TCY
3. Agreed no Committee Member should be excluded from the decision making process in relation to the outcome of the Investigation; and
4. Agreed they felt confident for it to be stated to the SHR that due diligence has been carried out in respect of their (SHR) concerns and they are satisfied they can fully assure themselves (and the SHR) that there is no conflict (or potential conflict) of interest.

8. Date of next Committee Meeting

It is proposed the next meeting be held on Wednesday, 17th November 2021 at 6.30pm

- **Committee approved the next Committee Meeting to be on Wednesday 17th November 2021.**

Signed **REDACTED PERSONAL DATA**

Date: 17th November 2021

Chairperson

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