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COLIN FRASER ON **REDACTED INFORMATION**



WGHC

Our tenants are paramount in everything we do

Committee of Management

Minutes of Meeting – 18th September 2024

Present:

Colin Fraser	(Chair)
Wendy Riordan	(Vice Chair)
Jim Hemphill	(Vice Chair)
George Thomson	
Liz Robertson	
Morag Orr	
Lynn Jameson	
Amanda Aitchison	
Stephanie Wilson	
Cameron Durance	
Alan Lamont	
Scott Cavers	
Jon Douglas	

In attendance:

Larke Adger	(CEO)
David Mills	(COO)

1. APOLOGIES

Elizabeth Stewart

2. RULE 40.2 ATTENDANCE / RULE 34.6 & RULES 41.8

Following the AGM held on 07th September 2024, The Secretary confirmed that no Committee members were affected by rule 40.2 in terms of re-election to Committee.

- **As such, both rules 40.2 and 34.6 had been satisfied and this was declared thus by the Secretary.**

Further, no Committee members were affected by rules 41 thru 41.8. The Secretary confirmed the rules to be a true statement based upon the signed declarations of eligibility received from each member of Committee.

- **As such, the Secretary declared rules 41 thru 41.8 to be satisfied.**

3. MINUTES OF MEETING 21st August and 03rd September 2024

The Minutes of the meetings held respectively on 21st August and 03rd September 2024 were **approved** by Committee, *once clarification of some questions raised by SW had been answered by the CEO.*

- **CF Proposed / MO Seconded / Committee approved the minutes**

4. MATTERS ARISING FROM THE MINUTES

The CEO indicated that 5 'pending' items on the standard key action /event list from page 4 of the Committee reports had since been completed since the last (August) Committee meeting:

- ❖ Secretary's Annual Report to Committee
 - ❖ Payment Card Industry Data Security Standard attestation
 - ❖ Committee Recommendation of Auditor for the AGM
 - ❖ Convening the 34th WGHC Annual General Meeting (AGM)
 - ❖ Annual Return of WGHC Audited Financial Statements to the SHR
- **Committee noted this item**

5. DECLARATIONS or NOTES OF INTEREST

There were NIL declarations of Interest

6. GUESTS, VISITORS, OBSERVERS

There were NIL guests, visitors or observers

7. FORMAL APPOINTMENT OF OFFICE BEARERS

In accordance with the rules of the co-operative, Office Bearers are elected following the first Committee of Management meeting that follows the AGM. (The AGM was held on Saturday 07th September 2024).

- ❖ Colin Fraser was re-elected in the role of: Committee Chair
 - ❖ Jim Hemphill was re-elected in the role of: Vice Chair
 - ❖ Wendy Riordan was re-elected in the role of: Vice Chair
- **CF Proposed / GT Seconded / Committee approved the election of Colin Fraser as Chair**
 - **CF Proposed / Stephanie Wilson Seconded / Committee approved the election of Jim Hemphill and Wendy Riordan as Vice Chairs**

8. WELCOME OF NEWLY ELECTED COMMITTEE MEMBERS

At the WGHC AGM, Stephanie Wilson, Scott Cavers and Jon Douglas were all formally elected to the Committee of Management.

It was confirmed to Committee that SW and SC had attended induction training on 16th September 2024 and JD had attended induction training on 17th September 2024.

- **The Chair welcomed the 3 newly elected member to the Committee on behalf of the Committee present**

9. CODE OF CONDUCT & DECLARATIONS OF INTEREST

In accordance with rule 34.5 of the co-operative; “No Committee member may take office until they have agreed to and signed the co-operative’s code of conduct for Committee Members” Although not in the rules, it is also a requirement that Committee members sign the WGHC declaration of Interest form (having been provided with a list of current Contractors, Consultants and Suppliers to WGHC)

- **The Secretary confirmed that all present members had signed both their code of conduct and declaration of interest forms.**
- **Committee noted the report**

10. CASH IN BANK (INFLATION & INTEREST RATES)

All cash balances across the 5 x WGHC bank accounts were presented by the CEO and a summary total provided, which stood at £746,733.00. There was a decrease in the sum of £137k from the figure reported to the Committee in August, previously reported at £884,497.00. This figure was because of component replacement spend.

Committee were advised of an ‘over budget’ spend on the component replacement contract in place for boiler and radiator replacement in Area 1 and kitchen replacement in Area 6. The CEO explained how and why the overspend had occurred and what measures would be implemented to mitigate this for the remainder of the financial year.

AL asked 2 questions regarding the realisation of projected costs, whether it had been detrimental to ‘spread the contract’ over 2 years (as opposed to 1). The CEO answered the questions to give assurance to AL and Committee

Inflation was reported at 2.2% (2.2% in the previous month) and interest rates were maintained at 5.00%. As requested by Committee, the CEO presented information on interest paid and balances of the 5 loans WGHC has with the Nationwide Building Society.

- **Committee noted the report**

11. UPDATE ON ADDITIONAL LOAN FUNDING

The CEO gave a comprehensive report to Committee regarding the planned and agreed requirement to secure further loan funding for the Co-op. This had been knowledge for 4 years and had been declared within the past 3 “5 Year Financial Projection” submissions to SHR and auditors.

The CEO has been in liaison with 3 lenders (RBS / Santander / NBS). Loan amounts, terms, application processes and covenants etc. were discussed at length with Committee. Finalised proposals would be presented to Committee in the October meeting along with modelled 2025-26 and 30 year cash flow projections in order that Committee can fully consider the affordability of each loan proposal presented.

AL asked 3 questions regarding NBS ‘matching’ the RBS proposal, what benefits might be realised, a question regarding an ‘interest only’ element of the loan proposal and how any loan might affect WGHC unencumbered stock if a charge is secured against them. GT asked a question regarding a difference in loan amounts that had been muted. The CEO answered all questions to give assurance to AL, GT and Committee

- **Committee noted the report**

12. ANNUAL AFS RETURN TO SHR

It is a requirement for every Scottish social landlord to send selected information from their annual audited financial statements (AFS) to the Scottish Housing Regulator by 30th September each year; together with a fully signed set and redacted set of their Audited Annual Statements.

The CEO confirmed and demonstrated to Committee the return had been submitted and accepted/acknowledged on 10 September 2024.

- **Committee noted the report**

13. 2024 AGM, FEEDBACK REPORT

The CEO and Chair were delighted to declare that the 34th AGM (held on Saturday 07th September 2024) had been almost as successful as that of 2023.

10% of membership were required to attend to achieve quorum. 22% of the membership were represented. Aside from the standing business, the co-op rules indicate that WGHC must appoint a qualified auditor. CT were re-appointed as WGHC's auditors. Committee discussed planning for next year's AGM.

WR and CF both reported many tenants approaching them to praise WGHC and indicate their enjoyment of the AGM.

JH / WR suggested offering mentoring to other Co-operative Committee members or trying to arrange a joint Co-operative Committee training day

SW asked if there were future risks to the Co-operative model as co-ops are the minority within the RSL sector.

- **Committee noted the report**

14. STRATEGY DAY 2024: REMINDER / UPDATE

Committee were reminded of the 2024 Strategy Day being held at the Village Hotel on Saturday 28th September 2024.

Committee asked the COO to have the menu adjusted.

AA requested to bring her daughter to the day due to lack of childcare facilities.

- **Committee noted the report**
- **Committee voted 10/1 in favour of AA's request**

15. INVESTORS IN EXCELLENCE ASSESSMENT

The CEO gave Committee an update regarding the Investors in Excellence framework and the assessment being undertaken in October to ascertain the performance of WGHC.

As part of the assessment, representatives of IIE will be attending the 2024 Strategy Day for 1 hour and presenting to Committee. Thereafter, a 10 question survey will be e-mailed to each Committee member for their thoughts and views.

- **Committee noted the report**

16. COMMITTEE 1-2-1 MEETINGS FOR TRAINING & DEVELOPMENT

The Committee recently undertook their annual appraisals with Emma Laycock from Co-ops UK. A report regarding these had been presented to Committee in the August meeting. There were a number of recommendations within the report that Committee agreed to implement. One of the recommendations was that each Committee member would have a follow up 1-2-1 meeting to discuss feedback and develop a learning plan for the year ahead with clear priorities.

The CEO offered Committee various time slots over pre-agreed dates and each member either confirmed a slot or, asked for an alternative

- **Committee members agreed an allocated slot**
- **Committee members asked for some alternative dates/times**

17. SOLAR PANEL PILOT PROJECT UPDATE – 1 YEAR ON

In August 2023 following a previous decision by Committee, solar panels and battery storage were fitted to a WGHC property as a pilot project. It was agreed that 1 year after installation, electricity usage would be analysed for comparison purposes.

Prior to installation, the tenant had used £2,300 of electricity in a 12 month period. After installation, the tenant had used £768 of electricity in the following 12 month period.

The CEO confirmed that there was some still some analysis to be provided from the installation company and that a further report would be provided.

- **Committee noted the report**

18. EVERWARM CONTRACTS WORKS UPDATE

The COO advised Committee that the second phase/tranche of the contract for the Boiler and Radiator replacement programme within Area 1 awarded to Everwarm commenced on 07th June 2024 and due for Completion, early-to-mid October 2024.

Details of works completed and undertaken to date were explained to Committee. In addition, as the project was nearing completion, Committee were reminded of the KPIs in place throughout the duration of the contract.

- **Committee noted the report**

19. STAFF RECRUITMENT UPDATE

The COO advised Committee of some staffing recruitment updates, namely:

James Bernard joining the organisation on Monday 23rd September in the role of Planned Maintenance Officer

A temporary Corporate Services Assistant would be engaged for 3 to 4 weeks whilst Brontë Bishop was on a family holiday. Brontë will be re-joining WGHC in mid-October on a 5 and a half month, fixed term, contract.

- **Committee noted the report**

20. ASSURANCE STATEMENT EVIDENCE REVIEW #5

The CEO and COO reminded the governing body of the SHR requirement to submit an annual assurance statement that the Committee, as governing body, approve prior to publication and submission to the Scottish Housing Regulator. During this meeting, the CEO delivered a presentation to Committee regarding the Annual Assurance Statement.

SW asked that the evidence bank be discussed in a little more detail and demonstrated during the 2024 Strategy Day.

- **Committee noted the report**

21. MONTHLY GOVERNANCE FAQs

The CEO presented information from SHR to Committee describing the regulatory standard framework, how they affect Committee and how they are used in each and every Committee report item giving assurance to Committee that they standards are being adhered to. Indicative examples of Notifiable Events were also demonstrated and discussed.

- **Committee noted the report**

22. GOVERNANCE & COMPLIANCE REPORT

The COO presented his governance and compliance report to Committee.

As accepted practice and to give Committee assurance, the COO also reported:

- ❖ Cyber Essentials Compliance achieved until August 2025
- ❖ FOISA / EIR Requests since last meeting = NIL
- ❖ Subject Access Requests since last meeting = NIL
- ❖ Information Data Breaches since last meeting = NIL
- ❖ Open Notifiable Events with SHR = NIL

- **Committee noted the report**

23. CEO ACTIVITIES REPORT

The CEO presented a monthly activity report to Committee, primarily focussed on wider role, local and community engagement and strategic promotion of the Co-op. The CEO informed Committee of the proposed working partnership between the remaining Scottish RSL Co-ops, the SFHA and Solicitors, TC Young – regarding updating the model rules.

- **Committee noted the report**

24. COO ACTIVITIES UPDATE

The COO presented various operational and contractual updates to Committee and focussed some attention on the Maintenance areas of the organisation, including the recruitment of the PMO.

- **Committee noted the report**

25. HEALTH & SAFETY REPORT

The COO was pleased to inform Committee that there had been no health & safety issues to report since the last meeting.

- **Committee noted the report**

26. MEMBERSHIP & USE OF THE COMPANY SEAL

The COO reported that since the last meeting, there have been:

- ❖ One new membership:

Membership Number	800
Date of commencement:	09 th September 2024
Reason:	Relet
- ❖ One amendment to membership:

Membership Number	269
Date of commencement	23 rd August 2024
Reason:	Sole to Joint Membership / Tenancy
- ❖ One cessation of membership:

Membership Number	494
Date of cessation:	09 th September 2024
Reason:	Termination / Joint to Sole

- **Committee noted the report**

27. ROLLING ACTION ITEMS LIST

The COO and CEO talked through items 1 thru 5 of the agreed 'rolling action' list and provided updates to Committee

- **Committee noted the report**

28. ANY OTHER COMPETENT BUSINESS

- ❖ SW tabled a motion that WGHC commit to exhibiting at the WP Annual North East Festival as a means / mechanism to increase footfall to the AGM / advise members of membership benefits and talk about the WGHC stock etc.
 - This item was discussed at length with no real vision or outcome. The Chair subsequently asked SW if it was preferable to propose a motion for further discussion in a future Committee meeting
- **SW Proposed / JD Seconded / Committee approved by majority to discuss this item in a future Committee meeting**

30. DATE OF NEXT COMMITTEE MEETING

It was proposed the next pre-AGM meeting be held on Wednesday 16th October 2024 at 6.15pm. Doors will open at 6.00pm for Committee to chat / network and have refreshments prior to the formal meeting start.

- **Committee approved the next Committee Meeting to be held on Wednesday 16th October 2024 @ 6.15pm**

Signed **REDACTED INFORMATION** Chairperson Date: **16th October 2024**

NB: Committee Board Papers available upon request, contact our office. Although extreme care and effort are taken with the production of papers and minutes, there may be some grammatical and/or spelling errors. Apologies are extended in these rare circumstances.