

# List of Signatures

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Minutes\_Board Meeting\_090321.pdf

Name	Method	Signed at
Brian Corrigan	One-Time-Password	2021-05-28 11:12 GMT+02

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06/16/2021 09:47:32



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External reference: 5E292A5BD5D74E28B059FB2781EE2946

# Board Meeting

Tue 09 March 2021, 18:30 - Tue 09 March 2021, 20:30

Virtual

## Attendees

### Board members

Brian Corrigan (Chair), Julianne Scarlett (Vice Chair), Eileen Tamburrini (Board Member), Heather Thomson (Secretary), Kelly Ferns (Board Member), Eleanor Robertson (Board Member), Alan Hutchison (Board Member), Ken Robertson (Board Member), David Brown (Board Member), June McIntosh (Board Member), Jackie Smith (Observer), Vivienne Hearton (OTHA Nominee)

Absent: Susan Skelton (Observer)

### In Attendance

Paul McVey (Director), Paul McColgan (Property Services Manager), Andy Thomson (Housing Services Manager), Alana Durnin (Finance Director), Brian Praties (OTHA Development & Technical Services Manager)

## Meeting minutes

### 1. Apologies & Declarations of Interest \*\*

Information

Apologies had previously been received from Susan Skelton and Liz Bowden (Corporate Services Manager). There were no declarations of interest noted.

Chair

#### Resolution:

The Board noted the apologies.

### 2. Minutes of Previous Meeting - 4 February 2021 \*

Decision

The minutes of the previous meeting held on 4 February 2021 had been circulated with the papers. There were no amendments made.

Chair

#### Resolution:

The minutes were proposed, seconded and approved as a true record of the meeting.

[02 - Minutes of Meeting - 4 February 2021.pdf](#)

### 3. Matters Arising & Outstanding Actions \*\*

Information

The Director advised that most of the outstanding actions will be covered within his Director's report but advised that:-

- The Spring newsletter will be issued to tenants by Easter.
- The salary increase that the Board agreed to (0.8%) was accepted by the Union and Employers in Voluntary Housing (EVH).

Director

#### Resolution:

The Board noted the above.

[03 - Outstanding Actions and Matters Arising.pdf](#)

### 4. Draft Minutes of Sub-Committees \*\*

Information

Managers

#### 4.1. Housing & Property Services Sub-Committee - 23/02/21

The meeting was advised that these draft minutes shall be presented to the next Housing & Property Services Sub-Committee for approval.

Information

Housing Services Manager

#### Resolution:

There were no queries to the draft minutes and they were noted.

[4.1 - Minutes\\_Housing & Property Services Sub-Committee Meet\\_230221.pdf](#)



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## 4.2. Finance & Corporate Services Sub-Committee - 25/02/21

The meeting was advised that these draft minutes shall be presented to the next Finance & Corporate Services Sub-Committee for approval.

### Resolution:

There were no queries to the draft minutes and they were noted.

 04.2 - Minutes\_Finance & Corporate Services Sub-Committee Mee\_250221 (1).pdf

## 5. Kings Glen Update \*\*

The Development & Technical Services Manager (DTSM) was in attendance to present the report and highlighted the following points:-

- Just under £7.5m has been spent on the contract.
- £1.4m left to spend with £5.7m being spend by year end.
- There have been no Health & Safety concerns to-date.
- Agreement made to award 4 weeks relief from L&A Damages.
- Warrant for the 2 wet floor areas have now received approval.
- Variations are down from last report and stand at £167k.
- Contractor been granted an extension of time of 2 weeks to 7 May 2021.
- Contractor is claiming for a 4 week extension due to supply issues (doors). Waiting on Quantity Surveyor (QS) to approve or decline claim. If claim denied the contractor will still have 4 weeks re L&A claim so no loss of rental income to Cloch.
- Discussions will need to take place with the Housing Services Manager regarding the revised handover programme (26 April to 31 May). Currently a maximum of 12 units per week for weeks 1 and 2 but this could be 20+ units in the last 2 weeks.
- Other issues to monitor is the collateral warranties between the solicitors. This has reached an impasse. Will look to get a resolution for the next report.
- Cashflow (item 7) is moving forward.

A Board member enquired if the matter regarding the supply of the doors has an additional cost to the Association. The DTSM replied it would not; just the extension of time. The Director intimated that the delay would have a cost re loss of rental income. The Board member referred to item 5 and the fact that the Clerk of Works (COW) has not been presented with a snagging list yet and asked how the COW would manage this. The DTSM replied that the COW understood this would cause extra work but as long as the lead in time was manageable it could be done. The Director stated that a discussion with the contractor, Cloch and OTHA will need to take place regarding the lead in times. He advised that snagging and sign-ups will be a heavy resource element in terms of staff time and we will need to be organised and comfortable with the timings/process. The DTSM agreed.

A Board member asked if there would be any merit in doing a "lessons learned" evaluation of the project going forward for future developments. The DTSM replied that a review of the programme would normally be carried out along with comments/input from the tenants and he would be happy to do this exercise. The Director advised that, from a Cloch perspective, things would be done differently - eg, ground floor level access flats must have a level access shower/wet room.

The Housing Services Manager (HSM) advised the Board to bear in mind that the handovers are being done in extremely unusual circumstances (ie the pandemic); therefore, it is not feasible to do a high number of sign ups in one day. Only a certain number of people will be allowed on the site at any one time. The DTSM replied that this is still being dealt with via the contractor. The HSM stated that the handovers could be spread out during the course of a week rather than only on 2 days of the week.

A Board member enquired if the contractor will be restricted to other areas of the site once handed over to Cloch. The DTSM did not know if they would be restricted but the contractor would need to adhere to the guidelines as at that time. He will check this out.

A Board member asked if Cloch will be hosting an official opening. The Director stated that it was unlikely this would be permitted during the pandemic but that something will be done to mark the occasion. It would likely just be a small photo opportunity.

**The DTSM left the meeting at 6.50pm.**

### Resolution:

The Board noted the report.

### Actions:

- Meeting to be arranged regarding the dates and numbers for handovers.
- Review of project to be completed - "lessons learned".
- Confirmation of site restrictions for contractor once handover to Cloch completed.

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## 6. Director's Report \*\*

The Director took the meeting through his report highlighting the key points:-

- **Business Continuity** - no change to local/national status just now but this is expected to change with notification coming out in next week or so.
- **Scottish Housing Regulator COVID Guidance** - recent guidance advising that virtual AGM's/SGM's can be held virtually.
- **Governance Changes** - with the separation on track for 1 April 2021, the OTHA nominee will, thereafter, no longer be part of the Cloch Board. The Director will compose a letter from the Chair thanking their nominees for all their support over the years; especially J McKelvie and R Lee. Cloch in the fortunate position that 2 observers are ready to take up the 2 casual vacancies that have arisen. Cloch will start new chapter as an independent organisation once again with a full Board complement.
- **Governance Review** - Arneil Johnston are working on this. A meeting with the Office Bearers will take place next week and then later a meeting with Cloch's Leadership Team. We will ultimately have a workshop with all and this is a sense check on our governance arrangements and also looking to offer up recommendations for improving this going forward. Some good documents recently been issued by the SFHA that will be helpful with our review.
- **Business Planning** - the draft Business Plan will be discussed later on in the agenda. Updates on the business planning are that the acquisition strategy works are ongoing and a further meeting with Inverclyde Council will be held this week. Local RSL's agree the plan needs to be clearer - no clear financial backing coming through in proposal to Scottish Government and this needs to be teased out more.
- **Cloch Plus Project** - GAP Communications successful bid for this commission and will be carrying out the feasibility study just now to see what we can/cannot do. Hope to have a good robust proposal to bring to Board in the near future.
- **Kings Glen Furnished Project** - a further £15k of funding has been secured for the 4 units.
- **White Goods Replacement Fund** - we managed to help 32 households within Inverclyde and hope to do more of this type of work should funding become available.

A Board member asked if the 4 furnished units are all close together or dispersed throughout the scheme. The HSM replied they are dispersed. The 4 units that are close together are the ones in the "care project" so that the support worker is able to effectively deliver the service to these users.

- **Employee issues** - there are now 3 long term absences to report. Whilst these are not Covid related it could be that Covid is indirectly playing a part in them. The Director applauded the staff resilience during this time. He said that Customer Connectors/Corporate Services have been great in helping out the other sections with absences.
- **ILM Training** - Grade 7 employees are currently going through this training.
- **Internal Audit** - report will be presented to next meeting - no real areas of concern in the feedback.
- **SFHA Digital Checkup** - this was a self-assessment exercise to see how proactive RSL's are in terms of their IT innovation/security. Cloch scored 93% compared to the average of 55% - which was a great outcome and provides assurance of our IT resilience.
- **Separation** - have had 1 meeting with the SHR and another scheduled for next week. Lender consent from RBS has taken longer than anticipated. Registering of the new rules with the Financial Conduct Authority (FCA) should be completed within the next few days. Three staff will TUPE over to Cloch and final contract paperwork is being collated for this. This should be a seamless transition. The Shared Services discussions are ongoing and the Director advised that Cloch will put a contingency plan in place in the event that agreement cannot be reached, however he was confident that an agreement will be reached in time.
- **OTHA Senior Staff Review & Governance Changes** - The Director advised of some changes to the Senior Team at OTHA including the Depute CEO role removed and CEO will be shared between the current CEO and the current Depute CEO. Another senior role has been removed/some roles changing and the creation of a new HR post. The Director asked if the OTHA Nominee wished to add anything to this. The only additional comment made by them was to advise that 2 Board members had resigned and it was hoped new members would be recruited shortly.

### Resolution:

The Board noted the contents of the Director's report.

- 06 - Directors Report.pdf  
06.1 - Directors Report Appendix 1 SHR Advisory Guidance.pdf



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## 7. Draft Business Plan 2021-2026 \*\*

The Director took the Board through the draft Business Plan. The Plan contains the 6 strategic objectives alongside our new Vision and Values. Much of the work that has been carried out with the consultant, Alison Smith, has been built into this. Associated plans and strategies will be developed to link into this core Business Plan. The Director asked the Board for comment or to email him before next week if this was more convenient.

A Board member asked if the consultant would get the opportunity to comment on the Plan. The Director advised that this could be done. The Board member liked the simplistic layout of the plan although did highlight some areas where styling could be improved and also final checking on the accuracy of some of the narrative and headings.

The Director confirmed that the plan, once approved, would be produced in a more concise summary. A Board member stated that there was a lot of good information in the plan but wished to see more detailed information or specific outputs identified.

A Board member concurred about the formatting and would like to see a much more modern plan layout but enquired if a short video could be made to capture all of the key points. The Director replied that a summary plan and video was being considered and it would have easy click on links to the supporting information for those that wished to know more. A further comment was on social value and it not being included in the plan - there was some discussion around this and reference could be made - albeit the most appropriate area for this would be the proposed Value for Money Strategy.

A Board member felt that the plan was not ambitious enough but advised that this could just be the wording of the document.

There was discussion around whether the plan seemed ambitious enough and while it's important to put forward the strategic objectives and vision for the Association, which have already been agreed, it is also important to ensure that this is done in the right way delivering the right messages.

### Resolution:

The Board noted the contents of the draft plan.

### Action:

- Director to liaise with the consultant, Alison Smith, on the plan.
- Board to email the Director with comments and suggestions.
- The Director will email out the updated draft plan to the Board rather than wait for the next Board meeting.

[📎 07 - Business Plan \(Draft\) 2021 - 2026.pdf](#)

[📎 07.1 Business Plan 2021 -2026.pdf](#)

## 8. Governance Action Plan (GAP) Review \*\*

The Director advised that some of this work crosses over with that of the governance review but it had been agreed that this group would look at 3 specific areas:-

1. Self-assessment against regulatory standards
2. Annual assurance improvement action plan
3. Governance post appraisal action plan

The Director advised that this report provides an update on progress. Reviews have been carried out on Standards 1, 2 & 7 and the working group are recommending that we are fully compliant on them.

It was noted that some information within the plans related to items that had been carried out during 2019/2020. However it was explained that these were areas that the review was still to address. Only Standards 1, 2 & 7 had been reviewed and amended accordingly.

### Resolution:

The Board noted the contents of the report and confirmed they were pleased with the assurance this has provided.

[📎 08 - GAP \(Governance Activity Plan\) Progress.pdf](#)

[📎 08.1 - GAP Progress Appendix 1 Post Appraisal Action Plan.pdf](#)

[📎 08.2 - GAP Progress Appendix 2 Self Assessment.pdf](#)

[📎 08.3 - GAP Progress Appendix 3 Annual Assurance Improvement.pdf](#)

## 9. Complaints Handling

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### 9.1. New Model Complaints Handling Procedure \*

The Director took the Board through the review of the Complaints Handling Procedure. The standards within the procedure are set by the Scottish Public Services Ombudsman (SPSO). The key change to this is a new "resolved" category which will be added to the existing list of upheld, not upheld, partially upheld. This will give clarity as to what the complaint was about.

Item no 65 in the procedure has a typo. It states "putting gin place" and should read "putting in place".

**Resolution:**

The Board proposed, seconded and approved the changes to the procedure.

[09.1 - Model Complaints Handling Procedure Report.pdf](#)

[09.1.2 - Model Complaints Handling Policy.pdf](#)

### 9.2. Being Complained About Policy \*

The Director advised that this was a new policy.

A Board member commented that it was a good policy and not one they had seen before. The HSM advised that the template had been a joint project by the SPSO and Glasgow University.

**Resolution:**

The policy was proposed, seconded and approved by the Board.

[09.2 - Being Complained about Policy Report.pdf](#)

[09.2.1 - Being complained about policy.pdf](#)

## 10. Landlord Safety Manual Review \*\*

The Property Services Manager (PSM) advised the Board that this document had been uploaded onto the Admin Control library and would simply be referred to as the LSM (Landlords Safety Manual). He advised that this is the first year for the annual report on the LSM and the review would look at the outgoing year as well as looking forward. The LSM is a detailed document that provides clarity on the Association's responsibilities as an RSL and those of key staff and Board.

The PSM advised that there will be a requirement to update Section 5 every year and that this would require signatures of all the Board members. However, it will not be feasible to get this done at the present time. The Board were provided with a copy of the updated Section 5 of the manual which would be accepted and noted within the manual.

There were no questions on the LSM.

**Resolution:**

The Board noted the contents of the LSM review.

[10 - LSM Annual Report to the Board.pdf](#)

[10.1 - Appendix 1 - LSM Policy 2021.pdf](#)

[10.2 - Appendix 2 - LSM Annual Report Section 5.0 Example.pdf](#)

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## 11. Factoring Fee Review \*

This was a joint report between the PSM and the Finance Director (FD). The purpose of the report is to advise of the de-registration from VAT and to propose the new fees for 2021/2022.

Sections 2 & 3 of the report details what we currently provide for owners, how the fees are calculated, what we charge them for and what we do not charge them for. The report also advised that work on improving communications with owners was being addressed.

The role of the part time Property Services Assistant (2.5days/wk) was discussed and that the workload within the section will be increasing due to a large procurement exercise about to take place. The report gave evidence for increasing this post to 3 days/week.

The FD advised that the VAT deregistration will mean a reduction in fees for owners. This would be offset against the additional resource that the PSM is requesting.

A Board member asked if the acquisition strategy will have an impact on this. Disposals or acquisitions may have an impact on the level of factoring fees, however we do not know yet the full extent of that. The FD advised that an annual review will be required to make sure that the owners fees are covering the costs, with the aim being that tenants are not paying for owners activities.

A Board member commented that there is a good, detailed business case for the additional resource plus the level of service for owners will improve.

The PSM advised that the Association wants to engage with owners more and to communicate with them on tenders/contracts to keep them informed. It is an area that has scope to improve on.

### Resolution:

The Board proposed, seconded and approved the motion to increase the hours to 3 days per week for the Property Services Assistant and to the proposed change to the factoring fees for 2021/2022.

 11 - Factoring Fee Review V.1.pdf

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## 12. AOCB

### 12.1. Procurement Documents

The PSM advised that he had uploaded a couple of tenders onto the Admin Control portal for the Housing & Property Services Sub-Committee members to vote on. He wanted to advise the H&PSC members that it could be viewed from this application and also that they could email him with any queries.

**There being no other business the meeting closed at 7.50pm.**

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## 13. Date of Next Meeting - 20 April 2021

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Chair

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