

## **HIGHLIGHTS OF IHA'S SPECIAL BOARD MEETING HELD ON 21 AUGUST 2019**

### **ELECTION OF CHAIR**

The Board unanimously agreed to appoint Mr D. McEachran as Chairman, to hold office up to and including the next Annual General Meeting.

### **CODE OF CONDUCT FOR BOARD AND COMMITTEE MEMBERS**

The Board approved the revised Code of Conduct for Board and Committee Members.

### **FREEDOM OF INFORMATION**

The Board agreed to adopt the Scottish Information Commissioner's Model Publication Scheme and noted the process for ensuring compliance with the Freedom of Information (Scotland) Act 2002 from November 2019.

### **POLICIES REVIEW**

The Board approved the revised:

- Customer Care and Complaints Policy
- Repairs and Maintenance Policy
- Void Management Policy

### **ANTI-BRIBERY AND CORRUPTION POLICY**

The Board agreed to adopt Group's Anti-Bribery and Corruption Policy.

### **CHAIR'S ACTION PROCEDURE**

The Board noted the Chair's decision in relation to the proposed staff consultation on the Group-wide Pensions Strategy and the approval of the kitchen renewal contract for Ayrshire and Dumfriesshire to MPS Housing.

## MD REPORT

The Board noted the MD's update in relation to the submission of the Annual Assurance Statement to the Scottish Housing Regulator, Loan Funding, Board Member Recruitment, Potential Name Change and participation in the "Get on Board" Initiative.

**THE RIVERSIDE GROUP LIMITED**

**IRVINE HOUSING ASSOCIATION**

Special Meeting of the Board held at 6.00p.m. on Wednesday 21 August 2019  
at the Gales Hotel, Marine Drive, Irvine

**Minutes**

Present: Mr D. McEachran (In the Chair), Mr C. Bell, Mrs M. Crearie,  
Mr G. Darroch Mr C. Donohue, Mrs J. Galbraith, Mr R. Hill  
and Mrs J. Murray

In attendance were Mr P. Hillard, Mrs H. Anderson, Mrs D.  
Boyle and Mrs M. Hutchinson

Apologies for Absence

Apologies for absence were received from Mrs M. Burgess,  
Ms C. McGuinness and Mr D. Thornton

Declarations of Interests

None.

1. **Election of Chairman**

In accordance with Rule 47, Board Members were invited to elect the Association's Chairman, to hold office up to and including the next Annual General Meeting. The Board unanimously agreed to appoint Mr D. McEachran as Chairman on the motions of Mr C. Bell and Mr G. Darroch.

The Board thereafter suggested that the Association begin to consider succession planning for the role of Chair given there would be a maximum of two years which the current Chair could continue in this role. This was agreed.

2. **Code of Conduct for Board and Committee Members**

Mr P. Hillard stated that as part of the review of evidence to support Board's Assurance Statement in relation to compliance with the Scottish

Housing Regulator's Regulatory Framework, it had been recognised that the Code of Conduct for Board and Committee Members required some amendment to bring it up-to-date with the Association's current operating environment.

The Board discussed what they considered to be an appropriate level of value for any gifts or hospitality which may be accepted and whether Board approval should be sought prior to the acceptance of any gifts or hospitality. The Board highlighted that there was no mention of recording declined gifts or hospitality in a register within the Code of Conduct.

The Board, referring to Appendix 1 – Table 1 Grant of Benefits, queried the reporting mechanisms in relation to any potential sale / purchase of land authorised by the Managing Director and following discussion agreed that any such transactions should also be reported to the Board.

The Board thereafter approved the revised Code of Conduct for Board and Committee Members subject to:

- a) the insertion of text which states that Board or Committee Members should seek prior approval of Board to accept any gifts or hospitality offered and also that any gifts or hospitality declined should be recorded in the appropriate register.
- b) The amendment of page 3 of Table 1 Grant of Benefits to reflect that any approvals by the Managing Director in relation to the sale or purchase of land should be reported to Board.

### 3. **Freedom of Information**

Mr P. Hillard advised on the proposed actions which were required in order to prepare for the Association becoming subject to the Freedom of Information (Scotland) Act 2002 (FOISA) on 11 November 2019.

Following a query from Board, Mr Hillard advised that the Scottish Information Commissioner required to approve the Association's use of the Model Publication Scheme or any alternative Scheme which was suggested. The Board enquired if the Association's Guide to Information would be limited to providing only what was contained in the Model Publication Scheme. Mr Hillard advised that the Guide must comply with the principles in the Model Publication Scheme, however, the Association could go further with the information it provided should it decide to.

The Board thereafter:

- a) Agreed to adopt the Scottish Information Commissioners Model Publication Scheme.

- b) noted that Officers would develop a Guide to Information which complied with the Model Publication Scheme and present this for consideration at the September Board Meeting.
- c) Noted that Group's Governance Team would develop procedures for responding to information requests under FOISA and would process all requests on the Association's behalf
- d) Noted that training would be arranged for all appropriate staff to ensure awareness of the Association's duties and procedures.

#### 4. **Policies Review**

Mrs H. Anderson advised that as part of the review of evidence for demonstrating compliance with the requirements in the Regulatory Framework, the policies presented had been identified as requiring some updates to reflect current processes and procedures.

Mrs Anderson highlighted that given the current Group-wide priority of improving customer satisfaction, it was possible that a further review of policies may be required in due course if there were any proposed changes to current processes and procedures.

Referring to the Repairs and Maintenance Policy, the Board enquired on peer response times. Mrs Anderson stated that the P0 Health and Safety response time appeared to be in line with others. The P1 Emergency Repair response time appeared to be quicker than others, however, P2 Appointable Repairs response time appeared to be behind the timescales that others were offering.

Mr Hillard highlighted that customer expectations in relation to timescales for the provision of services were changing. The Board agreed that any future changes to service provision would require detailed consideration including cost benefit analysis. The Board agreed that these type of issues should form some of the discussions at future Corporate Planning days.

The Board thereafter approved the revised:

- a) Customer Care and Complaints Policy.
- b) Repairs and Maintenance Policy.
- c) Void Management Policy.

#### 5. **Anti-Bribery and Corruption Policy**

Mrs M. Hutchinson advised that the Association did not currently have an Anti-Bribery and Corruption Policy in place. In line with the agreed Policy Framework, the Association had planned to adopt Group's Policy following its review next year. It was now considered appropriate to

adopt Group's current Policy in order to strengthen the Association's compliance with regulatory standards.

After discussion, the Board agreed to adopt Group's Anti-Bribery and Corruption Policy and noted that the Association would be involved in the review of this Policy which was currently planned for next year.

6. **Chair's Action Procedure**

The Board enquired on Group's subsidiary, Evolve's, future participation in tendering for contracts in Scotland. It was agreed that this matter would be discussed at a future Corporate Planning day.

The Board thereafter noted the Chair's decision in line with Chair's Action Procedure in relation to:

- a) The proposed staff consultation regarding the Group-wide Pensions Strategy
- b) The approval of the kitchen renewal contract for Ayrshire and Dumfriesshire.

7. **MD Report**

a) **Scottish Housing Regulator – Annual Assurance Statement**

The Board noted the current process which was currently underway for gathering the evidence to demonstrate compliance with the Regulatory Framework and that this information would be made available to them to review on the REX. It was intended that this information would be made available in advance of the September Board Meeting where they would be presented with the compliance report for consideration, along with an internal audit report on the Association's process for demonstrating compliance.

Mr Hillard recognised that there was a significant amount of information for the Board to digest. Board had also already been provided with the Scottish Federation of Housing Association's Toolkit for assessing regulatory compliance, which it should also consider as part of this process. It was therefore proposed that the Board would also be presented at the September Board Meeting with an example of what its Assurance Statement may look like, which would be developed in conjunction with the Chair and Chair of Audit & Risk Committee. Board would not be expected to make a decision on its Statement at this meeting, rather a Special Board Meeting would be arranged towards the end of October to allow Board sufficient time to consider the information provided and decide on what information it may wish to include in its Assurance Statement. The Board would then decide on the content of its

Assurance Statement and approve its submission to the Scottish Housing Regulator at this Special Meeting. After full consideration, the Board agreed with the suggested process.

b) [REDACTED]

c) Board Member Recruitment

Mr Hillard reported on the recent interview of a prospective tenant Board Member which involved the Chair, Mrs M. Burgess and himself. The Board considered the recommendation of the interview panel and instructed the Managing Director to advise the applicant on the panel's decision.

d) Name Change

The Board considered the discussions with shareholders which had taken place earlier that day at the Shareholder event in relation to a potential name change. The Board thereafter instructed the Managing Director to prepare a further update to them presenting the business case for progressing a name change, which should include the legal requirements involved in a name change process and also customer consultation options which the Board may wish to consider should it decide to progress a potential change of name.

e) "Get on Board" Initiative

The Board agreed to the Association's participation in the "Get on Board" Initiative and its proposed involvement in the second phase of the programme due to commence in the Autumn.

## 8. Any Other Business

a) Corporate Planning Days

It was agreed that Mrs D. Boyle would contact Board Members out with the meeting with a view to agreeing suitable dates for the Corporate Planning Days during November.

b) Special Board Meeting - October

The Board agreed that the Special Board Meeting to agree their Annual Assurance Statement for submission to the Scottish Housing Regulator should be arranged on Monday 28 October 2019.

c) Meeting Schedule 2020/21

Mrs Boyle tabled the Board and Committee Meeting schedule for 2020/21.

9. **Date of Next Meeting**

Board Meeting – 5.30 p.m. on Thursday 19 September 2019, 44-46 Bank Street, Irvine.

P. HILLARD  
Secretary  
22 August 2019  
PH/db

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Highlighted text will be subject to redaction prior to the publication of minutes on the website.