



MARYHILL HOUSING ASSOCIATION LIMITED

MINUTES OF THE BOARD MEETING HELD ON THURSDAY 30TH SEPTEMBER 2021 AT 6.30 PM VIRTUAL MEETING VIA TEAMS VIDEO CALL

Board Members	Attended	Apologies	Officers	Items
Roger Popplewell (RP)	✓		Bryony Willett (BW)	1-11, 13-15
Caitlyn Maccabe (CM)	✓		Jennifer Simon (JS)	1-11, 13-15
Colin O'Hara (CO)		✓	Rebecca Wilson (RW)	1-11, 13-15
Isabella McTaggart (IM)	✓		Karen Fee (KF)	1-15
Jenny Crowe (JC)	✓		Carol Bain (CB)	1-11, 13-15
Lindsay Forrest (LF)	✓		Jenna Borland (JB)	1-11, 13-15
Paul Imrie (PI)	✓		Marie Murphy (MM)	1-15
Tim Holmes (TH)		✓	Alistair McArthur (AMcA)	1-11, 13-15
Valerie Wilson (VW)	✓		Observer	
Raphael Rickson (RR)	✓			

Item No.	Issue	Action By
1.	Election of office bearers	
1.1	RP confirmed with RW that there was one nomination for the role of Chair which is LF.	
1.2	The Board approved LF as Chair.	
1.3	RP confirmed with RW that there was one nomination for Vice Chair, which is PI.	
1.4	The Board approved PI as Vice Chair.	
2.	Welcome	
2.1	LF thanked the board for appointing her as Chair and invited any feedback from board members after the meeting or at item 16 review about charring meetings.	
2.2	Apologies from CO and TH.	
2.3	There were no declarations of interest.	

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3.	Approval of Previous Minutes	
3.1	A correction was proposed to the previous minutes – 4.3 “involved in appointment of senior staff” to be changed to “sought update on the progress of appointment of senior staff”.	
3.2	The Board approved the minutes subject to the above amendment.	JB
4.	Action Tracker	
4.1	Board noted the update on 11.6 regarding arrears figures and it was agreed this item could be closed as an action point.	JB
4.2	The Board approved all 7 items marked for closures plus the addition of 11.6.	
4.3	The Board requested a demo session on Teams Decisions ahead of the next Board meeting. RW to arrange this.	RW
5.	Chair’s Update	
5.1	LF working with RW to agree comprehensive Chairs Induction and transition programme. LF explained to the Board the things she was taking part in over the next few months.	
5.2	LF continued to add that she was more than happy for other board members to see copy of training programme, as this may be helpful for any members interested in becoming Chair at some point.	
6.	Feedback from Board Training / Conferences	
6.1	The Board members discussed the AGM that took place the week prior to tonight’s meeting.	
7.	Rent Options / Consultation Proposals	
7.1	RW explained the paper to the board.	
7.2	The Board discussed in full the proposed percentage increases and considered the impact on business plan, affordability, and comparability.	
7.3	RW updated the Board on the factoring fee proposal. Since writing report the internal auditor had provided feedback on their factoring audit which included comparison of factoring fee with other RSLs. The auditor advised that even with the proposed increase we are still in line with benchmark.	
7.4	Approve which rent increase level to consult with tenants on from the options of: <ul style="list-style-type: none"> - 0.0% (rent freeze) - 1.7% (Consumer Price Index inflation (CPI) assumption included in March 2021 Business Plan) - 2.7% (latest estimated CPI for 2022/23) - 2.9% (non-CPI linked increase based on business plan performance) - 3.2% (August actual CPI) 	

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7.5	The board approved to consult tenants with a 2.7% (latest estimated CPI for 2022/2023).	
7.6	The Board approved setting service charges for 2022/23 as per the Rent & Service Charge Policy, i.e., based on projected costs for the services provided plus 15% administration fee, subject to consultation with tenants.	
7.7	The Board approved increasing rents in accordance with the Rent & Service Charge Policy, i.e., the lease terms of RPI +1% (Retail Price Index inflation rate), using September RPI rate.	
7.8	The Board approved the increase in annual factoring fee from £162 to £180 to reflect benchmarking comparison.	
8.	Acquisition of Maryhill Job Centre	
	<i>Removed as commercially sensitive.</i>	
9.	Subsidiary Development: Finance, Governance, Branding	
9.1	BW introduced the report and recapped the background and need for a subsidiary to newer board members.	RW
9.2	The board discussed each approval and note on the report thoroughly.	
9.3	The Board approved renaming of the Subsidiary from one of the options set out at 4.5, or an alternative. The Board agreed to rename the Subsidiary to “Maryhill Living”. RW to bring back special resolution at October Board to implement the name change.	
9.4	The Board approved the appointment of Louise Wilson and Pauline Munro to the Subsidiary Board.	
9.5	The Board approved the draft proposed remit for the Subsidiary Board.	
9.6	The Board approved the principles of the intra-group agreement between the Association and the Subsidiary to go forward to be recommended for approval by the Subsidiary Board.	
9.7	The Board approved the principles of the lease between the Association’s and the Subsidiary for the mid-market rent units to go forward to be recommended for approval by the Subsidiary Board.	
9.8	The Board approved the principles of the services agreement between the Association and the Subsidiary to go forward to be recommended for approval by the Subsidiary Board.	
9.9	The Board approved that Bryony Willett step down as a Subsidiary Board member.	
9.10	The Board also noted the following points:	

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	<ul style="list-style-type: none"> - final draft versions of the intra-group agreement, lease and services agreement will return to the Association's Board for approval after receiving approval from the Subsidiary Board. - the proposal for three members of the Association's main Board to be nominated onto the subsidiary Board and that the Board will be asked to approve any new nominations at its October meeting. - that an intra-group loan will no longer be required. - the intention that the Subsidiary will remain a dormant company until after 1 April 2022, in line with advice from our external auditors. 	
10.	Landlord Health and Safety Manual	
10.1	CB asked The Board to note and approve the draft provisions set out in the report.	
10.2	The Board noted the proposed plan for the review of the Manual and approved the draft revisions to the Preamble of the Manual.	
11.	Domestic Abuse Policies Staff & Customers	
11.1	JS explained both policies to the Board.	
11.2	The Board approved both Domestic abuse policies.	
11.3	The Board approved the Equality Impact Assessment.	
12.	Salary Sacrifice	
	<i>Removed as confidential.</i>	
13.	Fraud, Theft, Anti-Money Laundering and Anti-Bribery	
13.1	LF explained to the Board that this report had already been considered by Audit and Risk Committee.	
13.2	The Board approved the updated Fraud, Theft, Anti-Money Laundering and Anti-Bribery Policy and accompanying procedures.	
14.	CEO Report	
14.1	BW asked the Board if they had any questions as the report was just for noting.	
14.2	The Board had no questions around the report.	
15.	Governance Report	
15.1	RW informed the Board of the notifiable event on the cyber incident and confirmed that the ICO required no further action.	

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15.2	Board confirmed the Committee membership for the coming year no change to membership of Audit & Risk Committee or Staffing Panel, but with NWP Hub Board being IM and RR going forward.	RW
15.3	The Board approved to appoint 3 Board members to take forward Board Recruitment. LF, JC and IM volunteered.	
15.4	RW noted that we have until the end of January to get back into majority customer situation. Board noted the indicative timescales for a Rule change if required but noted this would be a significant change for the Association. RW confirmed that if additional customer Board members cannot be recruited by the January deadline the Board may consider requesting that one independent member step down as an interim measure.	
16.	Meeting Review	
16.1	Board members commented that discussion around the last few agenda items had felt a bit rushed due to time constraints but that the content of the agenda and time allowed for each item was appropriate. It was agreed that perhaps introductions to papers did not need to be so detailed as members had already read the papers. It was also suggested that the agenda item which required most staff to leave the meeting could have been taken last to avoid delays with staff leaving and then joining the meeting again.	