

EAST LOTHIAN HOUSING ASSOCIATION

A meeting of the **Management Committee** was held on Thursday 26 September 2024 at 4.23pm, at the Maitlandfield Hotel, Haddington.

Present:

Brian Logan	(1/1)	Katrina Hamilton	(1/1)
Iain Atkinson	(1/1)	Paul Hillard	(1/1)
Maureen Batten	(1/1)	Pamela Macleod	(1/1)
Alan Forsyth	(1/1)	David Rose	(1/1)

In attendance: Martin Pollhammer, Chief Executive
Karen Barry, Director of Housing
Gary Alison, Director of Finance & Corporate Services
Charlie Cooley, Director of R3 & Asset Management
Eric Stoddart, Executive Support Officer (Minutes)

1.0 GENERAL**1.1 Apologies**

Eileen Shand (0/1), Shirley Evans (0/1), and Peter Ewart (0/1).

1.2 Declarations of Interest by Management Committee Members

There were no declarations of interest.

1.3 Minutes of Meeting 22 August 2024

Maureen Batten proposed a correction under Section 4.5 Risk Management Framework, where, in reference to the use of a generic template, the minute should read ‘..recognised that the Association should be guided by the document and will look to make amendments to this, as and when areas for improvement are identified’.

This correction was agreed, and subject to that amendment, the minutes were **approved** by the Management Committee. They were proposed by Iain Atkinson and seconded by Katrina Hamilton.

1.4 Action List

The Chief Executive highlighted that under Section 3.1, the Key Tenant Scheme materials are being updated and will be launched to tenants within the next two to three weeks. In respect of whether staff can access the scheme or not, this potentially involves contractual changes, and therefore this will be referred to the Remuneration Working Group (RWG).

The Management Committee noted the report.

1.5 Matters Arising

There were no matters arising.

2.0 GOVERNANCE

2.1 Election of Office Bearers

The outgoing Secretary would normally Chair the discussion in relation to the appointment of the Chair. However, as Joyce Bolan retired at the AGM, and as the current Vice-Chair had submitted their apologies for the meeting, it had been expected that the Convenor of the Audit & Assurance Committee (Peter Ewart) would Chair this part of the meeting. Unfortunately, Peter Ewart had also tendered his apologies for the meeting, so the Chief Executive, Martin Pollhammer, chaired the meeting, and invited nominations for the Chair.

Chair:

Brian Logan was proposed by Paul Hillard and seconded by David Rose to be appointed as Chair of the Management Committee. There were no other nominations, and the Management Committee **approved** this appointment.

From this point Brian Logan resumed as Chair of the meeting.

Vice-Chair:

Eileen Shand was proposed by Brian Logan to be re-appointed as Vice-Chair of the Management Committee, and the Chair confirmed that Eileen Shand was happy to continue in this role. The nomination was seconded by David Rose. There were no other nominations, and the Management Committee **approved** this appointment.

Secretary:

Joyce Bolan had stepped down as Secretary, and from the Management Committee, at the AGM which immediately preceded this meeting. The Chief Executive reminded everyone that a decision in principle had been agreed that the role of Secretary should move to a Staff Member, and whoever holds the post would need to be an Authorised Signatory.

It was noted that legal advice had been taken on whether the Chair could also act as Secretary, even on a temporary basis, and this was considered possible but unusual. However, the legal advice noted a staff member could act as Secretary, and so this change could be made immediately.

Karen Barry, Director of Housing, was proposed by Brian Logan as Secretary and seconded by Katrina Hamilton. There were no other nominations, and the Management Committee **approved** this appointment.

The Chief Executive advised that it has always been the case that R3 Repairs Limited would have the ELHA Secretary as Secretary of R3 Repairs. R3 Repairs will not be making any appointments until their next Board Meeting, which will be in November 2024, so the Chief Executive noted that, in effect this appointment as ELHA Secretary, is also making Karen Barry Secretary of R3 Repairs Limited. The R3 Board Chair, Alan Forsyth, noted this approach.

2.2 Other Management Committee Appointments

The Chair reminded everyone of the governance changes that are expected to take place following the recent Governance Review, and also noted the impact of the retiral of two Management Committee members at the AGM.

On that basis, the Chair indicated that it would be very helpful if all Management Committee members currently in place as a member of the various Management Committee Sub-Committees, Advisory Committees, and Working Groups, could remain in place.

The Chair was conscious that Maureen Batten was not currently a member of any of the various Management Committee Sub-Committees, and Working Groups, having joined Management Committee earlier this year. Maureen indicated that she is happy to await the conclusion of the Governance Review, and hold off joining any such forums until the new governance structure is in place.

In respect of the Audit & Assurance Committee, Iain Atkinson indicated that by joining the R3 Repairs Board, attending Audit & Assurance meetings had been difficult, and he was conscious this may impact attendance statistics that are reported. Iain therefore offered to step down from Audit & Assurance Committee.

The Chair indicated that the quorum for Audit & Assurance was three. With Joyce Bolan stepping down, and if the recommendation for the Chair to not be a member of this Committee were taken forwards now, then this would only leave four Management Committee members as members of Audit & Assurance, if Iain Atkinson also stood down.

It was also recognised that under the proposed governance review, the Audit & Assurance Committee would be replaced by a Risk & Audit Committee, probably from early 2025, so there was likely to only be one more Audit & Assurance Committee meeting held (on 19 November 2024). On that basis, Iain Atkinson agreed to remain a member of the Audit & Assurance Committee. In light of the possible issues in achieving a quorum for the November 2024 Audit & Assurance meeting, it was agreed that the pragmatic approach would be to retain the Chair's membership to allow attendance at this meeting too.

The Chair also noted the importance of recruiting someone with a financial background, to the proposed new Risk & Audit Committee. The Chair thanked members for agreeing to stay in place meantime.

The Chair also drew attention to the appointment of Shona Mitchell to the Board of R3 Repairs as an independent director, replacing Fiona Sheldon, who has now retired from that role after many years' service. The Chief Executive noted that he was pleased to see this appointment, as Shona Mitchell is highly regarded within the Housing Sector.

The current membership of the Health & Safety Committee, and Joint Consultative Committee, is Katrina Hamilton and David Rose, and both are happy to continue in their roles. This was agreed.

The Remuneration Working Group (RWG) currently consists of Peter Ewart, Alan Forsyth, and Eileen Shand, and all are happy to continue in their roles. This was agreed.

The Governance Standards Working Group currently consists of David Rose, Katrina Hamilton, and Paul Hillard, and all are happy to continue in their roles. This was agreed.

In respect of the R3 Board, the three Management Committee members currently members of the R3 Board, Alan Forsyth, Peter Ewart, and Iain Atkinson, are all prepared to stand again, and their appointments were agreed. The two serving independent members of the R3 Board, Nick Pollard and Peter Hayman, have both indicated their willingness to continue, and this was agreed. In addition, Shona Mitchell was proposed as the third independent member to replace Fiona Sheldon. This was agreed.

The following memberships were **approved** by the Management Committee for 2024/25:

- (a) Audit & Assurance Committee: Iain Atkinson, Peter Ewart, Katrina Hamilton, Paul Hillard, Brian Logan, and David Rose. The election of a Convenor would take place at the first meeting of the Audit & Assurance Committee.
- (b) The Management Committee **confirmed** the membership of the Health & Safety Committee as: Katrina Hamilton and David Rose.
- (c) The Management Committee **confirmed** the membership of the Joint Consultative Committee as: Katrina Hamilton and David Rose.
- (d) The Management Committee **confirmed** the membership of the Remuneration Working Group as: Alan Forsyth, Peter Ewart and Eileen Shand.
- (e) The Management Committee **confirmed** the membership of the Governance Standards Working Group as: Katrina Hamilton, Paul Hillard and David Rose.
- (f) The Management Committee **confirmed** the appointments of the following Management Committee members to the R3 Repairs Limited Board: Peter Ewart, Alan Forsyth and Iain Atkinson. The Management Committee **confirmed** that Nick Pollard and Peter Hayman be re-appointed as independent directors to the R3 Board, and that Shona Mitchell be elected as an independent director to the R3 Board.
- (g) The Management Committee **confirmed** the re-appointment for reporting to the Management Committee on the work of the Care & Repair Local Advisory Committee for 2024/25 to Eileen Shand.
- (h) The Management Committee **confirmed** the appointment of David Rose as their Representative Member of the SFHA.
- (i) The Management Committee **confirmed** the appointment of David Rose as their Representative Member of EVH.

- (j) The Management Committee **confirmed** that the Chair acts as EVH Representative Member in the absence of the nominated Representative Member.

2.3 **Code of Conduct and Eligibility for Membership**

The Management Committee noted the Model Code of Conduct for Management Committee Members. They were also reminded to complete their Code of Conduct Form, Declaration of Interests Form and Eligibility for Membership Form, and return them to the Executive Support Officer by 26 September 2024. The Chief Executive noted that members could not continue to serve on the Management Committee if they did not complete and return these forms.

Any Management Committee member who has not received, or has mislaid their forms, should contact Eric Stoddart, Executive Support Officer, to request copies be issued.

2.4 **Secretary's Report**

The Management Committee **homologated** the use of the Seal in respect of the Membership Certificates issued to Mr John Gordon, Prestonpans, and Ms Morag West, Tranent.

2.5 **Governance Review Working Group Report**

The Working Group Chair (Paul Hillard) reminded everyone that a short-life Governance Review Working Group (GRWG) was established at the February 2024 Management Committee meeting, which will continue to report to each Management Committee meeting until the Governance Review is complete. At this point the GRWG will be disbanded.

The original Remit envisaged the Working Group being disbanded once the consultant's report was received. However, the Management Committee agreed that the Working Group should continue to operate for a further short period of time to oversee the implementation of the recommendations made in the report, and as noted in the paper to Management Committee. Accordingly, a revised Remit was presented to the Management Committee for approval.

In receiving the final report from Altair, the Management Committee agreed certain key principles, one of which was that the Chair of the Management Committee cannot be a member of the Risk & Audit Committee. Also, that in the spirit of the approvals to date, the Chair of the Management Committee should not be appointed as a member of the Audit & Assurance Committee. However, as now agreed under Section 2.2 earlier, the Management Committee took a pragmatic decision to reappoint the Chair of the Management Committee to the Audit & Assurance Committee in 2024/25.

The GRWG has considered and signed off a draft Terms of Reference for the new Risk & Audit Committee, and concluded a similar exercise was required in terms of a draft Terms of Reference for the Board. Both Terms of Reference are being developed from generic models.

In respect of the Governance Standards Committee, given its unique nature, there seemed little point in trying to draft a Terms of Reference for this. The Chief Executive is now asked to work with the Association's solicitors, Anderson Strathern, to prepare final versions of all Terms of Reference for the Management Committee to review (including Anderson Strathern being asked to prepare Terms of Reference for the Governance Standards Committee, noting that the name of this Committee was still to be agreed).

In the meantime, the Senior Management Team are expected to draft a Scheme of Delegation, in particular in relation to policy document approvals, and to seek advice from Anderson Strathern on that draft. In addition, the Senior Management Team will work on a revised Corporate Calendar, including draft agendas for future meetings.

It is hoped that this work can be progressed in time to allow the GRWG to review final documents in advance of the next Management Committee meeting on 27 November 2024. If this is achieved, then relevant approvals would be sought from the Management Committee to allow the new governance framework to be introduced from that point. In practical terms, this would mean that the November 2024 Audit & Assurance Committee and Management Committee meetings continuing as planned, along with the Governance Standards Working Group meeting scheduled for 24 October 2024.

Finally, the GRWG discussed composition of the Health & Safety Committee and Joint Consultative Committee (JCC). Employers in Voluntary Housing (EVH) confirmed that there was no requirement from EVH for Health & Safety Committee or JCC to have Management Committee representation or be part of the formal governance structure, however EVH reminded the Management Committee of their responsibilities in terms of Health & Safety and as employer.

The Chief Executive added that the Senior Management Team is planning a two day offsite meeting on 6 and 7 November 2024, to take forward the work described above. This is the priority in the short term. Risk Management software is being configured and should be available by late October 2024, but work to revise Risk Assessments will not start until this governance work is completed.

The Chair recognised that a lot of work has already been done, and plans are in place to address the next steps.

The Working Group Chair (Paul Hillard) highlighted that Post November, there will be a need to hold a 'wash-up', just to ensure that remaining recommendations from the Altair Review are considered. This will be done once all the new governance structure is in place.

The Management Committee **approved** the revised Remit for the Governance Review Working Group, and Delegated Authority to the Chief Executive to:

- a) Approach Anderson Strathern to advise on Terms of Reference for the proposed Board and Sub-Committee structure;

- b) Ask Anderson Strathern to revise Standing Orders and advise on any Rule changes that may be required to implement the proposed new governance structure;
- c) Prepare a draft Scheme of Delegation to ensure this is properly reflected in the documentation produced by Anderson Strathern; and
- d) Prepare a revised Corporate Calendar including draft Meeting Agendas to support the new governance framework.

3.0 PRIORITY ITEMS

There were no Priority Items.

4.0 POLICIES

4.1 Working Away from the Office Policy

The Chief Executive explained that a desktop review of the Working Away from the Office Policy had been carried out by the Executive Support Officer (HR) and Corporate Services Manager. Some changes were required to the existing information to reflect the new IT systems and processes in place, and a section regarding home working has also been added at 3.1 to formalise ELHA's guidance on this post pandemic.

A full review of the policy has also been carried out by the JCC, and the suggested changes were agreed, with no further amendments identified.

Iain Atkinson commented that the wording under 3.1 was almost 'too woolly'.

The Chief Executive responded by clarifying that the normal place of work for all staff is in the office. Whilst staff can work from home if circumstances, and business factors allow, this is not an entitlement or requirement. Consideration must be given, not just to the potential cost of providing a laptop, but also the connected costs of providing software, ensuring licenses, and also support by IT staff. The approach does seem to work in practical terms and has been agreed with the JCC, so the Chief Executive said that he preferred the wording to be left as it is for now.

Iain Atkinson also referred to 3.4 and queried whether 'mild illness' required a bit more definition around what this means.

The Chief Executive advised that he was open to a better wording around this, but did not know what that would be. The Chief Executive requested that if anyone could provide a better wording, then to send this to him. The pressure was not so much from staff who felt mildly ill to work from home, but from office staff who are less tolerant of other staff in the office with mild illnesses.

The Management Committee **approved** the Working Away from the Office Policy.

5.0 BUSINESS MANAGEMENT

There were no reports for this section.

6.0 ANY OTHER BUSINESS

There was no other business and the meeting closed at 4:50pm.

DATE OF NEXT MEETING

Wednesday 27 November 2024 at 7.00pm at Head Office, Haddington.

**ADOPTION OF THESE MINUTES APPROVED AT THE MEETING ON
27 NOVEMBER 2024**

Signed **Chair** (Chair)