

## EAST LOTHIAN HOUSING ASSOCIATION

A meeting of the **Management Committee** was held on Wednesday 27 November 2024 at 7.00pm, at ELHA Head Office, Haddington.

<b>Present:</b>	Brian Logan	(2/2)	Paul Hillard	(2/2)
	Iain Atkinson	(2/2)	Pamela Macleod	(2/2)
	Peter Ewart	(1/2)	David Rose	(2/2)
	Alan Forsyth	(2/2)	Eileen Shand	(1/2)
	Katrina Hamilton	(2/2)		

**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

Maureen Batten (1/2), Shirley Evans (0/2).

#### 1.2 Declarations of Interest by Management Committee Members

There were no declarations of interest.

#### 1.3 Minutes of Meeting 26 September 2024

The minutes were **approved** by the Management Committee. They were proposed by David Rose and seconded by Katrina Hamilton.

#### 1.4 Action List

The Management Committee noted the report.

#### 1.5 Matters Arising

There were no matters arising.

### 2.0 GOVERNANCE

#### 2.1 Secretary's Report

The Management Committee **approved** the cancellation of the Memberships noted at Section 2.0.

#### 2.2 Governance Review Working Group Report

Paul Hillard provided a very brief overview of the paper and thanked the members of the Senior Management Team who have spent a significant amount of time and effort in helping develop the proposed new Governance Structure.

Paul wished to highlight a couple of points.

Firstly, that the key document is the revised Standing Orders, together with the various Appendices to the Standing Orders, and that these have been subject to quite detailed scrutiny by the Working Group. However, and perhaps inevitably, as the various recommendations are applied, there may well be things that do not turn out the way intended, and these will need to be kept under review.

Secondly, to be mindful that the Altair Report contained other recommendations as well as those considered to date, the intention is that the Working Group meet again on 9 January 2025 to review the remaining recommendations made and consider any Action Plan required.

A report will therefore be presented to the next Board meeting in February 2025. This would hopefully then allow for the Working Group to be disbanded at that point.

The Chief Executive added that the involvement by Senior Management Team had been enjoyable and interesting, but he wished to thank Paul and the Governance Review Working Group members for their time and effort in working through a considerable amount of detail and background to produce the report.

The Chief Executive advised that legal advice had been taken on the proposed new Governance Structure, and Paul noted that the Group was pleased to find that all of the initial recommendations that it wished to take forwards could be done without any Rule changes.

The Chair also confirmed that there were no 'Notifiable Events' contained within the proposed changes, and the Chief Executive confirmed that this was the case.

The Management Committee noted the report.

### 2.3 **New Governance Structure**

As there were several separate recommendations, a brief discussion took place about each individual recommendation.

In respect of the adoption of the term 'Board' to describe ELHA's Committee of Management, the Chief Executive checked with the Management Committee that it was looking for a Rule change to be sought at the 2025 AGM to formalise this change of name, and this was agreed. The Chief Executive advised that this would involve bringing a paper to the May 2025 Board meeting to start the process, and also holding a Special General Meeting (SGM) prior to the AGM.

In respect of the proposal to adopt the revised Standing Orders and Appendices, Eileen Shand queried the situation (under Appendix 1, Section 3.1) where non-Board Members are appointed as R3 Directors, and that an Association employee may be elected to be such a Director. The Chief Executive advised that this scenario is unlikely, and is only included as an emergency measure.

In respect of the Risk & Audit Committee Terms of Reference (Appendix 4), it was noted there was something of a duplication between Sections 3 and 5. It was agreed that Section 3 be amended to read 'Appoint Internal Auditors'.

In addition, under Section 15, it was agreed that reference should be to both Internal and External Auditors, so 'Internal' to be added.

For frequency of meetings (Section 44) it was agreed this should read "...will meet at least four times per year". Similarly, under the Governance Committee Terms of Reference (Appendix 5 – Section 16) should now read '... will meet at least three times per year.'

Under the Risk & Audit Committee Terms of Reference (Appendix 4) it was noted that Section 31 is a duplication of Section 15, so Section 31 should be deleted.

Eileen Shand queried whether the Group might ever have the same organisation as both Internal and External Auditor. Both the Chair and Director of Finance & Corporate Services advised this seemed unlikely, and the Chair felt that this would not be considered 'good practice'.

Katrina Hamilton asked re Section 7.3 of Appendix 3, in relation to ensuring current Professional Indemnity (PI) Insurances are in place for all Consultants prior to their engagement, and wondered whether this should better sit as a responsibility of the Chief Executive, rather than the Director of R3 & Asset Management. This change of responsibility was agreed.

Eileen Shand also highlighted that she would have expected reference to Health & Safety (H&S) under the responsibilities for the Director of R3 & Asset Management (Appendix 3 – Section 7). In response, the Chief Executive agreed that this can be added as Section 7.10.

The Chair commented that adding the H&S responsibilities here, should not detract from the overall Board's responsibility for Health & Safety, and the Chief Executive agreed that the note would only refer to 'operational' responsibility.

Delegated Authority to the Senior Management Team for Policy Review (as set out in the Policy Review Matrix) was considered next.

Eileen Shand raised her concerns in respect of the Code of Conduct for Management Committee and was worried that under the proposal, minor changes would not be approved by Management Committee.

The Chief Executive advised that a full copy is issued to Management Committee members each year, as part of their annual declarations, and the Chair requested that any minor changes be highlighted then. It was agreed that all changes to the Code of Conduct would be approved by the Board.

The Chair noted that there was no reference to the Health & Safety Policy in the Policy Matrix, and the Chief Executive highlighted that there is not a Health & Safety Policy as such, but a Health & Safety Statement, and this is signed off by the Health & Safety Committee.

There is a similar situation with the COSHH Policy, which is in the Policy Calendar Review, but not included in the Policy Matrix. The Chief Executive agreed to check both of these (the Health & Safety Statement, and the COSHH Policy) and add into the Policy Matrix.

The Chief Executive also highlighted that the aim is for future Board agendas to contain a standing item called 'Policy Review Summary', which will report any policy revisions signed off by the Senior Management Team since the last Board meeting. It would also note the location where Board members can view the revised document if they wish.

The Chair advised that as a general principle, Staffing Policies should be approved by the Senior Management Team. However, there was concern that for some policies, such as 'Flexible Working', or 'Long & Extended Notice' that where material changes occur to these policies, that this should be brought to Board, and this would be to ensure there is no conflict of interest, when being reviewed. Two other policies, which fall into this category would be 'Whistleblowing' and 'Salary Sacrifice'.

Discussion then moved to consider the JCC, and the proposal that it carry on in its current form until at least the 2025 AGM, and current JCC members, David Rose and Katrina Hamilton, were both happy with this proposal.

Katrina suggested that there is a need to look at stakeholder engagement, and the continuation to the 2025 AGM provides the time and opportunity to consider the best structure for stakeholder engagement.

One extra Board representative was being looked for (following the retirement of Joyce Bolan) and Alan Forsyth volunteered to fill that space.

The Chair asked for consideration of the composition of the new Risk & Audit Committee which will have a maximum membership of eight individuals, although the recommended number is six or seven, with a quorum of three.

Peter Ewart, Paul Hillard, Katrina Hamilton and David Rose all volunteered to become members initially, although Katrina highlighted she may have some issues attending until a present role finishes in March 2025.

It was noted that three out of four Risk & Audit Committee meetings are proposed to be held on Teams, the exception being the annual meeting with the Auditors (in August each year), which is proposed to be in person.

On that basis, Alan Forsyth also volunteered to join the Risk & Audit Committee.

Maureen Batten had given her apologies for the Management Committee meeting, but was elected in her absence to the Risk & Audit Committee, and the Chair undertook to advise her of this.

The first meeting of the new Risk & Audit Committee is scheduled for Thursday 12 December at 10.00am via Microsoft Teams. Katrina Hamilton suggested having a fallback of holding the meeting at 6.00pm (also via Microsoft Teams) if a quorum was not available at 10.00am.

The Chief Executive explained that training on the new Decision Time software was being scheduled for Thursday 5 December 2024, so that it was held fairly close to Risk & Audit Committee members using it. The training would be focussed on the basic functions that Risk & Audit Committee members would need; to be able Log On, access papers, and add any personal notes or comments for their own reference.

The Chief Executive advised that the Governance Committee meetings will take place three times a year, and will be held, in person, at 2.30pm on a Wednesday. The quorum for these meetings is three. Katrina Hamilton, David Rose, Paul Hillard, Alan Forsyth and Eileen Shand volunteered to be members, and in light of the quorum being three, the Chair also volunteered to be a member.

Whilst these meetings are best held in person, it was agreed that if necessary to achieve a quorum, or if otherwise unavoidable, then attendance could be via Microsoft Teams. It was also noted that the critical meetings for attendance are those in April and May each year.

Reference had also been made to the Key Performance Indicators (KPIs) and the fact that attendance at Management Committee, and/or Audit & Assurance were included as KPIs. It was recommended that the KPIs be amended to being quorate for Committee meetings whilst retaining the current target for Board, as that felt more relevant going forward.

As a final point, the Chair re-iterated the point made earlier by Paul Hillard, that a whole new Governance Structure is being introduced, and therefore that as things progress, there may well be a need to make tweaks. The Management Committee **approved**:

- a) That the term 'Board' is immediately adopted to describe ELHA's Committee of Management, and that a Rule change is sought at the AGM in 2025 to formalise this;
- b) The adoption of the revised Standing Orders and Appendices from 28 November 2024;
- c) Delegated Authority to the Senior Management Team for Policy Review as set out in the Policy review Matrix, with the following changes made:
  - i. Long and Extended Notice Policy – material changes to be approved by the Board
  - ii. Coded of Conduct for Board Members – all changes to be approved by the Board
  - iii. Salary Sacrifice Policy – all changes to be approved by the Board
  - iv. Flexible Working Policy – material changes to be approved by the Board
- d) That the JCC carry on in its current form until at least the 2025 AGM, with the position reviewed at this point.

#### 2.4 **Management Committee Calendar 2025/26**

The Chief Executive explained that there has been a bit of a re-jig to the Corporate Calendar, in light of the new Governance Structure, however most meetings continue to be held on a Thursday. The dates for Year 1 (2025) are final, but the 2026 dates are provisional at present.

It was noticed that the Corporate Calendar shows the first Risk & Audit Committee meeting as Thursday 11 December 2024, and it was recognised this should be Thursday 12 December 2024.

Following discussion, it was agreed to move the August 2025 Risk & Audit Committee from Tuesday 12 August 2025 to Wednesday 13 August 2025, with papers being issued no later than Monday 11 August 2025, to ensure audited accounts are available.

Iain Atkinson highlighted that there was no reference in the Corporate Calendar to the Management Committee Away Day on Friday 17 January 2025. The Corporate Calendar will be updated to include this.

The Management Committee **approved** the Corporate Calendar to December 2026, subject to the changes indicated.

#### 2.5 **Key Performance Indicators 2024/25**

The Chief Executive indicated that the completion of the new developments in the year has impacted several of the KPIs. Unit Reactive and Void Maintenance Costs are slightly over budget (£1,005 compared to a budget of £996) and the main reason for this is due to a high number of voids in the period. With 23 new homes at Hamish Gardens becoming available, there have been more internal transfers in Quarter One, thus creating more void properties, although the Reactive Spend is still below budget.

Similarly, the KPI for Voids as a % of Rental Income is also above target (0.88% in Q2 against a budget of 0.75%). However, it is worth noting that the negative cash effect of increased voids has been far outweighed by the extra rental income received.

It should also be noted that, with the completion of Dirleton in November 2024, as there will be no more new homes being completed in the foreseeable future, then these KPIs are likely to settle down in the remainder of the year.

The Management Committee noted the report.

### 3.0 **PRIORITY ITEMS**

#### 3.1 **Independent Review of ELHA Performance**

The Chief Executive referred to the Independent Review of ELHA produced by Linda Ewart and commented that it was worth taking some pride from the reported performance levels.

ELHA is ahead of national average in all but one of the reporting areas, and this has not just been in the last year, but has been the case for several years. Despite this, in most areas in 2023/24, performance has improved even further. It should be recognised that it is one thing to get to performance at these levels, but it is another thing to manage to stay there.

The Chair commented that this is a fantastic achievement, and that should be noted. However, to ensure that this level of performance is maintained, and improved further, the Chair felt it would be helpful for Management Committee to be made aware of those areas that it is felt the Association would want to work on, or focus on, in the years ahead.

The Chief Executive advised that ELHA's performance continues to be ahead of the national averages against almost all of the indicators: the only area where performance is below average continues to be in respect of tenants' satisfaction with the repairs service, which has remained broadly static over the period at minus 1%.

The Chief Executive also highlighted that consideration is being given to improving performance in this area and agreed that appropriate commentary would be useful in future reports. The Management Committee noted the report.

#### **4.0 POLICIES**

##### **4.1 IT Systems Policy Review**

The Director of Finance & Corporate Services has reviewed this policy and identified only a few minor updates, which have been included as tracked changes. The Policy refers to the Use of IT procedure, and this was also reviewed and updated as part of this policy review.

The Management Committee **approved** the IT Systems policy.

##### **4.2 Tenancy Management Policy Review**

The Director of Housing confirmed that a desktop review has been undertaken and that no significant changes are being proposed. Tenants were invited to take part in the review through e-news and the Talkback newsletter, and the Tenant Involvement Group was consulted. No feedback was received.

The Management Committee **approved** the Tenancy Management Policy.

##### **4.3 Freedom of Information Policy Review**

The Director of Housing advised that the review highlighted a significant number of changes that are required to the policy to provide greater clarity for staff and service users. The policy review has also highlighted the need for several actions to ensure compliance with the Freedom of Information (Scotland) Act 2002 (FOISA) and the Environmental Information (Scotland) Regulations 2004 (EISR). Target dates are still to be agreed in most cases and will be included in the 2025/26 Business Plan.

However, the significant task of reviewing records held in the Associations filing systems is underway by the Management Team (ref FOI4) and this task is expected to be completed by year-end.

The Management Committee **approved** the Freedom of Information Policy.

**4.4 Staff Training & Development Policy**

The Chief Executive advised that a desktop review of the Staff Training & Development Policy was carried out by the Executive Support Officer (HR) in line with EVH's model policy. Some minor changes were required to the existing information, which were mainly wording changes / additions throughout, to bring the Policy in line with EVH's model policy.

It was also noted that the policy was previously reviewed by the JCC where a suggestion was made to add wording to cover the fact that the employee would be liable to repay the training costs should their employment end either during the training period or within 12 months of completing the training. These details have been added into the policy under Section 5.0.

The Management Committee **approved** the Staff Training & Development Policy.

**5.0 BUSINESS MANAGEMENT**

There were no items for discussion under Business Management.

**6.0 ANY OTHER BUSINESS**

There were no further items to be raised under AOB, so the meeting was closed at 7:58 pm.

**DATE OF NEXT MEETING**

**Thursday 20 February 2025 at 7.00pm** at ELHA Head Office, Haddington.

**ADOPTION OF THESE MINUTES APPROVED AT THE MEETING ON  
20 FEBRUARY 2025**

Signed

(Chair)