

# Eildon Public Board Minutes

Meeting: Board Meeting of Eildon Housing Association Ltd.  
 Date: Wednesday 9 June 2021  
 Time: 5:30pm  
 Location: Virtual

Present: Mr D Alexander (Chair), Mr R Beardsley, Ms A Ballantyne, Ms C Fancy, Ms A Harvie, Ms E McHugh, Mr C Highton, Dr A Mordue, Mr E Swinton, and Ms C Younger.

Attendance: Mr N Istephan, Chief Executive & Company Secretary (CEO)  
 Mr A A Brown, Director Finance & Corporate Services (DFCS)  
 Ms L Mirley, Director Business Support (DBS)  
 Ms A Miller, Director Community Services (DCS)  
 Mr N Wilson-Prior, Director Property Assets (DPA)  
 Ms S Spence, Governance Officer (GO)

Presided: Mr D Alexander

Ref	Subject
<b>Board Items</b>	
<b>21.06.01</b>	<b>Welcome &amp; Apologies</b> The Chair welcomed members to the meeting. Apologies were noted from Mr A Lundmark and Mr P Gilbert.
<b>21.06.102</b>	<b>Declarations of Interest</b> None.
<b>21.06.103</b>	<b>Minutes for Approval</b> The minutes of the Board meeting held on 12 May 2021 were considered and an amendment suggested prior to the meeting was accepted; the minutes were then approved as an accurate record on the motion of Mr Swinton and seconded by Ms Fancy.
<b>21.06.104</b>	<b>Action Points &amp; Matters Arising.</b> The CEO advised the changes to the Performance Report, requested by Board members, will be made to the next report presented at August meeting.
<b>21.06.105</b>	<b>EEL Board Minutes 12 May 2021</b> The Chair advised that the EEL Board, at their last meeting, held on 26 May, had approved the EEL Annual Financial Statements (AFS). The Independence and Responsibilities Agreement had also been agreed. The Chair asked if Board members were happy to formally adopt and approve the Independence and Agreement for 2021/22. EHA Board members agreed.
<b>21.06.106</b>	<b>ARCom Minutes 26 May 2021</b> Presented by Mr Swinton, Chair of ARCom,  Mr Swinton updated the Board on the meeting held on 26 May.  Outcome: The Board noted the Arcom Minutes.

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21.06.107	<p><b>Remuneration Committee (RemCo)</b></p> <p>Presented by: Ms Ballantyne, Chair of Remco.  Ms Ballantyne advised as there was only one paper to be presented to the RemCo, The CEO's Objectives 2021/22 and Directors Reviews 2020/21, business was conducted via emails.  The Board noted the verbal report.</p>
<b>Strategic Items for Discussion/Approval</b>	
21.06.201	<p><b>Audit Summary Report</b></p> <p>Presented by DFCS  DFCS highlighted three changes to the Annual Financial Statements. Board members then discussed and agreed to leave the Eildon Trust account in abeyance.  Outcome: The Board:</p> <ul style="list-style-type: none"> <li>• Approved the Annual Financial Statements for the Year Ended 31 March 2021</li> <li>• Agreed to sign the Letter of Representation.</li> <li>• Agreed Eildon Trust be left in abeyance.</li> </ul>
21.06.202	<p><b>Annual Assurance Statement</b></p> <p>Presented by: CEO  CEO thanked Board members for their participation in the Annual Assurance Statement (AAS) Workshop on 2 June 2021.  The proposed wording for the letter to SHR was agreed.  Outcome: The Board delegated to the Chair, through the CEO/Secretary, to submit Eildon's 3<sup>rd</sup> AAS to the SHR confirming compliance with the regulatory standards, using the amended draft wording proposed.</p>
21.06.203	<p><b>Consideration of Care Governance Arrangements</b></p> <p>Presented by: CEO  Following a request from Board members to consider establishing a Care Subsidiary within the Group structure, CEO gave an overview of the three options considered by the Executive Team. Board members explored all three options and agreed to proceed with option three, to strengthen reporting and controls to reflect the significant growth in the care services segment of the business.  Outcome: The Board:</p> <ul style="list-style-type: none"> <li>• Noted the contents of the paper.</li> <li>• Discussed the strengths and weaknesses of the three potential options set out.</li> <li>• Agreed the ET recommendation to pursue Option three.</li> <li>• Provided a steer to the CEO/Company Secretary on any Board recruitment, training and development implications arising from this paper.</li> <li>• Requested ET present a paper in August proposing how the extra care housing will gather service information in house and how it will be evaluated.</li> <li>• Request ET consider how the care services reporting will be strengthened for reporting to the Board and present to Board.</li> </ul>

Ref	Subject
	<ul style="list-style-type: none"> <li>• Agreed to the proposal that this issue should be revisited in 2 years' time when our experience of delivering Extra Care Housing services is further developed.</li> </ul>
21.06.204	<p><b>Property Asset Management Strategy (PAMS)</b></p> <p>Presented by: DPA DPA advised the focus of the paper was to explain the impact Covid-19 had had on the PAMS and highlighted the four areas proposed:</p> <ul style="list-style-type: none"> <li>• Recommence the Stock Improvement Programme.</li> <li>• Continue the new build development programme.</li> <li>• Create an in-house Asset Management and Compliance system to create and improve the way we use our data.</li> <li>• Deliver the objectives set out in a new Asset Management Strategy, specifically sustainability.</li> </ul> <p>Outcome: The Board Approved the draft Property Asset Management Plan.</p>
21.06.205	<p><b>EHA Updated Model Rules</b></p> <p>Presented by: CEO CEO explained the purpose of updating the Association Rules is in line with guidance from Scottish Federation of Housing Associations (SFHA), that has been approved by Scottish Housing Regulator (SHR) and gave an explanation of the changes. The CEO advised the process to adopt these amendments would be to seek legal advice before presenting them to Members at the SGM on 1 September 2021. Outcome: The Board:</p> <ul style="list-style-type: none"> <li>• Agreed the discretionary powers to impose a leave of absence and block the nomination for governing body members as set out in the paper.</li> <li>• Agreed that we do not adopt the provision for reserving places for Board members with specific skills sets.</li> <li>• Agreed that we remove the provision for organisation membership of the Association.</li> <li>• Agreed that we increase the maximum borrowing provision in the Rules.</li> <li>• Agreed that we reduce the maximum number of proxy votes that one member can cast from 10 to 5.</li> <li>• Agreed the adoption of new rule to allow for virtual attendance at SGM/AGMs.</li> <li>• Considered the process of the adoption of the new model rules set out above.</li> </ul> <p>With the length of time of the Board meeting reaching 2hours 20mins the Chair asked Board members if they wished to continue for a further 30 minutes in accordance with the Standing Orders. Board members agreed to continue the meeting for an additional 30 minutes to complete items on the agenda.</p>

<b>Ref</b>	<b>Subject</b>
<b>Other items for Board Approval/Noting</b>	
<b>21.06.301</b>	<b>Extra Care Housing Project Plan Update</b>  Presented by: DCS DCS gave an update on the progress for Wilkie Gardens and explained the Care Inspectorate Registration have indicated there may be a delay in the Registration. Outcome: The Board noted the project plan update.
<b>21.06.302</b>	<b>Procurement Annual Report 2020/21</b>  Presented by: DPA DPA explained that the Annual Procurement Report that is a requirement of Public Contract Scotland and outlines the procurement activities of 2020/21. Outcome: The Board noted the Procurement Annual Report 2020/21.
<b>21.06.303</b>	<b>Customer Engagement Annual Report 2020/21</b>  Presented by: DCS Board members noted a revised Customer Engagement Strategy is due to be presented to the August Board meeting. Outcome: The Board noted the progress made and the challenges experienced in the final year of the current strategy and noted a revised strategy will be presented to the Board in August.
<b>21.06.304</b>	<b>Customer Satisfaction Survey (CSS) Action Plan Update</b>  Presented by: DCS DCS advised the cover paper reflects the progress on the CSS Action Plan and highlights the work plan for the coming year. Outcome: The Board considered and noted the progress in delivering service improvements as set out in the action plan presented.
<b>Other Eildon Group Business</b>	
<b>21.06.401</b>	None
<b>Standard Items</b>	
<b>21.06.501</b>	<b>Disposal of Land/Property</b> None
<b>21.06.502</b>	<b>Payments &amp; Benefits</b> None
<b>21.06.503</b>	<b>List of Signings and Use of Seal</b> None
<b>21.06.504</b>	<b>Guidance Notes</b> None
<b>21.06.505</b>	<b>Membership Applications</b> None

Ref	Subject
21.06.6.01	<p data-bbox="341 129 1463 168"><b>AOCB</b></p> <p data-bbox="341 201 1463 313"><b>European Foundation for Quality Management (EFQM) Award</b> CEO advised a press release will be issued to announce this achievement as soon as EFQM advise it has published the results on their website.</p> <p data-bbox="341 347 1463 425"><b>Passivhaus Free Training</b> DPA agreed to consider this training for the team.</p> <p data-bbox="341 459 1463 537"><b>Governance Meeting Schedule</b> A copy of the Governance Meeting Schedule will be reissued for reference.</p> <p data-bbox="341 571 1463 616">With no further business to discuss the Chair closed the meeting at 8.30pm</p>

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David Alexander, Chairman