

MINUTE OF MEETING OF KEY BOARD  
HELD ON WEDNESDAY, 28 AUGUST 2019

AT 70 RENTON STREET, GLASGOW AT 6 PM

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PRESENT

John Paterson  
Sheenagh Simpson  
Laura Finnan Cowan  
Jack Crombie  
Karen Jamieson  
Ann McGuigan  
David Meechan  
Bill Mooney  
Paul Cannop (TAG)  
Rebecca O'Donnell (TAG)

IN ATTENDANCE

Andrea Wood (CEO)  
Alison Wood (Head of Finance)  
Gordon Anderson (Head of Housing, Development and Corporate Services)  
Grace Semple (Head of HR)  
Jean Ramsay (Head of Support)  
Jim Kearns (Head of Administration)  
Leam Mackeown (Social Inclusion Manager - supporting TAG reps)  
James McBride (Audit Director, Scott Moncrieff – for Item 1.5)

ACTION

1.1 APOLOGIES

Apologies were received from Duncan Sim, Bob Parry and Dave Le Sage, Gillian Anderson, Jo Pearson and Angus Turner.

1.2 MINUTE OF PREVIOUS MEETING (19.6.19)

The minute of the meeting of 19 June 2019 was approved.

1.3 MATTERS ARISING

1.3.1 Health and Safety Management (Old item 1.3.2)

Chief Executive spoke to inform members that Mr John White had now been appointed to the post of Learning and Development Manager.

1.3.2 Office Bearers' Committee (Old item 1.4.1)

It was noted that the proposed cost of living pay award and sleepover rate adjustment had been accepted by the Union and was scheduled for payment to all staff in September.

1.3.3 SHR Submission (Old item 1.8)

The Board noted the SHR Submission for 2019/20 had been lodged in good time and was expected to form much of the discussion with Key's new Regulatory Manager, with whom a meeting was scheduled in October.

1.3.4 Confidential Item: Report from Chief Executive

Noted by the Board.

1.3.5 Joint Meeting of Board, TAG and Senior Staff (Old item 4.2)

Chief Executive spoke to report on the day's earlier joint meeting of Board members, TAG and Senior Staff, to review Key's mission, vision and values. It was noted that the meeting had been warmly received and that a note of proceedings would be produced for future consideration by the Board.

CEO

ACTION

1.4 STAFFING MATTERS

1.4.1 Update on Liability and Tribunals

Head of Human Resources spoke to report which was noted by the Board.

1.5 FINANCIAL REPORT 2019/20

1.5.1 Annual Accounts for Year to 31.3.19

Scott Moncrieff's Audit Director, James McBride, spoke to a presentation on the main aspects of the Annual Accounts, referring to the income and expenditure account and the balance sheet. The changes in accounting for the final salary scheme pension deficit from the previous year's accounts were highlighted,

Noting that the accounts had been considered in detail at the recent meetings of the Audit Committee and Finance Review Group, the Board approved the accounts for presentation to the membership at the forthcoming Annual General Meeting.

1.5.2 Audit Management Report

James McBride spoke also to the Audit Management Report, in which it was confirmed that Key's latest Financial Statements give a true and fair view of the state of the Group's and Key's affairs at 31.3.19, including income and expenditure for the year then ended. In particular, it was noted that there were no issues affecting the Group's or Key's ability to continue as a 'going concern', and that the auditors had gained satisfactory assurance that the audit risks that had been identified at the audit planning stage (including a new risk linked to the changes for accounting for the defined benefit pension scheme) have been mitigated.

1.5.3 2018/19 Overall Review

Head of Finance spoke to a presentation on Key's financial performance for the year ending 31.3.19, including income and expenditure details across all areas of activity and in each local authority area, together with details of the balance sheet.

The Board accepted the Financial Review report.

1.6 AUDIT COMMITTEE

1.6.1 Minute of Meeting (20.8.19)

The minute of the Audit Committee meeting of 20.8.19 was noted.

1.6.2 Audit Committee Report

The Board received with approval the annual report from the Audit Committee for the year ending 31 March 2019, noting that the Audit Committee had met on a quarterly basis during the year to consider Key's internal and external audit programmes. The internal auditor (TIAA Ltd) had presented audit reports during the year covering: Rent Accounting, Procurement, Tender Submissions, Quality Assurance in Housing, Care and Support Income Management/Invoicing, Workforce Planning and Deployment, and Housing Service Charges, with the overall level of assurance being given as 'Reasonable', and no 'Priority' recommendations.

The Board further noted the external auditor's report following the audit process for year ending 31 March 2019, and the Audit Committee's concluding view that the Board had met its responsibilities as detailed in the financial statements.

1.6.3 External Auditor – Year to 31.3.20

In accordance with the agreement to appoint Scott Moncrieff as external auditor for the year ending 31 March 2016 following a tender process in 2015, the Board approved the Audit Committee's recommendation to appoint of Scott Moncrieff as external auditor for the Key Group for the year ending 31 March 2020.

1.7 AGM ARRANGEMENTS - UPDATE

Progress with final preparations towards the AGM to be held on Wednesday, 18 September 2019 at The Square was noted.

It was further noted that the AGM will include contributions from Key's Chairperson, National TAG Chair and Secretary, Key's Chief Executive and Head of Finance, as well as the Film Review of the Year.

1.8. SECRETARY'S REPORT UNDER RULE 68

Noted with approval by the Board.

1.9 H&S PERFORMANCE REPORT

Head of Human Resources spoke to the annual review of health and safety performance measures, which was noted by the Board.

1.10 ISSUES ARISING FROM BOARD APPRAISALS

Chief Executive spoke to update members on actions being taken to address the small number of 'general' issues arising from Board Members' recent Collective and Individual Appraisals and these were noted with approval.

ACTION

1.11 ANNUAL ASSURANCE STATEMENT UPDATE

Chief Executive spoke to report on preparations for the new requirement for RSLs to submit an 'Annual Assurance Statement' to the Scottish Housing Regulator, a version of which must also be made available to tenants and other people Key support.

The steps already taken towards readiness for this new requirement were noted, as were the small number of further actions being taken to ensure completion of the Assurance Statement ahead of its submission to the Regulator (by the end of October), prior to which a draft of the final Statement will be presented for approval at October's Board meeting.

ACTION

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2. COMMUNITY LIFESTYLES

2.1 Meeting of Directors (13.8.19)

The minute of the Directors' meeting held on 13.8.19 was noted.

2.2 Annual Accounts to 31.3.19

The Board approved the Annual Accounts for Community Lifestyles Ltd for the year to 31 March 2019. These had been considered and approved by the Directors and will now be submitted to the AGM of Community Lifestyles being held on 10 September 2019.

2.3 Key Representative to Lifestyles' AGM (10.9.19)

Members noted that the AGM of Community Lifestyles Ltd would be held on the evening of 10 September, at the offices in Kerr Street. With all members cordially invited to attend this meeting, it was also noted that at least one Board member (who is not also a Director of Community Lifestyles) is required to attend this AGM, to represent Key, and that any member interested in so attending should notify the Chief Executive as soon as practicable.

CEO

3. KHA DEVELOPMENTS LTD

3.1 Director's Meeting (28.8.19)

Head of Housing and Development spoke to advise that the meeting of Directors planned for 28.8.19 had been postponed. It was noted that the Directors had nonetheless been able to approve and sign the audited accounts for KHA Developments Ltd for the period to 31.3.19, a copy of which had been included in the papers for this meeting of the Board.

3.2 Annual Accounts to 31.3.19

As sole shareholder of KHA Developments Ltd, the Board approved the Annual Accounts for KHA Developments Ltd.

	<u>ACTION</u>
<p>4. <u>REVIEW GROUPS</u></p> <p>4.1 <u>Finance (6.8.19)</u></p> <p>Noted by the Board.</p>	
<p>5. <u>QUARTERLY REPORTS</u></p> <p>The Board noted the report on key performance indicators, which included detail on income and expenditure for support and housing-related activity, management expenses, debtor analysis and cash flow.</p>	
<p>6. <u>HOUSING, DEVELOPMENT AND ADMINISTRATIVE ISSUES</u></p> <p>6.1 <u>Update On Legal Action For Repossession (Rent Arrears)</u></p> <p>The Board noted that the tenant in question had begun to make regular payments towards their arrears and that, acting on legal advice, the current action for repossession had been disbanded. It was further noted that the situation would continue to be kept under close review.</p> <p>6.2 <u>Bank Mandates</u></p> <p>The Board noted and approved the signatories on bank mandates for the service and service user accounts presented.</p> <p>6.3 <u>Lease Agreement</u></p> <p>The Board noted the signing of a lease agreement for worker base accommodation in Dumbarton, for 1 year with effect from 2 September 2019.</p> <p>6.4 <u>Share Applications</u></p> <p>The Board approved 2 applications for Association membership and use of the seal on the attendant share certificates.</p>	
<p>7. <u>DATE OF NEXT MEETING</u></p> <p>The Board will next meet on Wednesday, 2 October 2019.</p>	