

MINUTE OF MEETING OF KEY BOARD HELD ON WEDNESDAY, 24 AUGUST 2022

At 6.00 p.m. in The Square, 70 Renton Street, Glasgow

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PRESENT

John Paterson (Chair)
Sheenagh Simpson (online)
Jack Crombie
Ann McGuigan
David Meechan
Gillian Anderson
Dave Le Sage (online)
Angus Turner
Rebecca O'Donnell
Karen Jamieson
Musab Hems

IN ATTENDANCE

Andrea Wood (CEO)
Alison Wood (Head of Finance) (online)
Gordon Anderson (Head of Housing, Development
and Corporate Services)
Grace Semple (Head of HR)
Jean Ramsay (Head of Support)
Asa Brooks (Governance, Regulation and Compliance Manager)
Leam MacKeown (Inclusion Manager – Supporting TAG)

	<u>ACTION</u>
<p>1. <u>APOLOGIES</u></p> <p>No apologies were received.</p> <p>The Chairperson informed the Board that Bob Parry had resigned from his position as a Board member. The Board acknowledged the contribution he made in his five years with Key.</p> <p>The Chairperson and Chief Executive agreed to bring to the next meeting some proposals in relation to recruitment to the Board.</p>	<p><u>Chair/</u> <u>CEO</u></p>
<p>1.2 <u>DECLARATION OF INTEREST</u></p> <p>No interests were declared.</p>	
<p>1.3 <u>MINUTE OF PREVIOUS MEETING (22.6.22)</u></p> <p>The minute of 22 June 2022 was approved.</p>	
<p>1.4 <u>MATTERS ARISING</u></p> <p>1.4.1 <u>Muir of Ord (Old item 1.10)</u></p> <p>Head of Housing reported to the Board that dialogue was ongoing in relation to Key entering into a long term leasing agreement for properties being developed in the Muir of Ord. A draft void costs agreement was expected this week and Board members would be kept updated as things progressed. The Board noted that due to construction delays the completion of the properties is now expected by the end of September.</p>	<p><u>HofH</u></p>

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1.4.2 Pension update (Old item 1.11)

Head of Finance advised the Board that the outcome of the 2021 actuarial valuation for SHAPs had been agreed and showed an improvement in the funding level from 2018. The Board noted the associated impact on Key's payment arrangements.

1.5 STAFFING ISSUES

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

The Chief Executive provided a confidential update to the Board on progress with the pay award for 2022/23.

1.6 COVID-19 UPDATE

Head of Support provided a verbal report on the latest figures and developments in relation to COVID-19, with the number of workers and supported people diagnosed with or isolating due to coronavirus continuing to decrease. Four staff affected are suffering from "long covid". The Board noted that long Covid has recently been classified as a disability.

It was further noted that draft proposals which would see the removal of the absolute requirement for workers to wear face masks and which recommend a pause to testing, are being shared by the Scottish Government for feedback. Head of Support confirmed that Key would be considering and contributing to these proposals. The Board noted that a recent consultation event, facilitated by TAG, found that most supported people no longer like their workers wearing masks, while a small minority felt very strongly that their workers should continue to wear them. It is likely that Key will develop a person-centred approach, with each team following the preference of the person they are supporting, on a case by case basis.

The Board noted the report.

1.7 FINANCIAL REPORT 2021/22

1.7.1 Annual Accounts for Year to 31.3.22

Head of Finance spoke to a presentation on the main aspects of the Annual Accounts, referring to the income and expenditure account and the balance sheet. It was noted that there was no financial activity for KHA Development Ltd as it is dormant.

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.

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1.7.2 Letter of Representation

The Board approved the signing of the annual letter of representation to Key's auditor (Azets Audit Services Ltd), confirming the Board's confidence that it had taken all reasonable steps to make the auditor aware of any information relevant to its audit of the financial statements of Key Housing Association Limited for the year ended 31 March 2022.

1.7.3 Audit Management Report

Head of Finance spoke 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 31.03.22, 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 auditor had gained satisfactory assurance that the audit risks identified at the audit planning stage have been mitigated.

1.7.4 2021/22 Overall Review

Head of Finance spoke to a presentation on Key's financial performance for the year ending 31.03.22, 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.

1.8 AUDIT COMMITTEE

1.8.1 Minute of Meeting (9.8.22)

The minute of the Audit Committee meeting of 9 August 2022 was noted.

1.8.2 Audit Committee Report

The Board received with approval the annual report from the Audit Committee for the year ending 31 March 2022, noting that the 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: procurement, treasury management, tender submissions, reactive repairs, duty of care and complaints management with the overall levels of assurance being given as 'Substantial' or 'Reasonable', and no 'urgent' recommendations.

The Board further noted the external auditor's report following the audit process for year ending 31 March 2022 and the Audit Committee's concluding view that the Board had met its responsibilities as detailed in the financial statements.

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1.8.3 External Auditor – Year to 31.3.23

The Board approved a proposal to appoint Azets Audit Services as external auditor following a formal re-tender process which concluded on 27 July 2022. Three submissions had been received and Azets achieved the highest score, based on quality and pricing. They will be appointed as external auditors for the years ending 31 March 2023, 2024 and 2025, with the possibility to extend for years ending 31 March 2026 and 2027.

1.9 NATIONAL CARE SERVICE (SCOTLAND) BILL

Chief Executive spoke to the report which updated Members on the progress of the Bill which had been introduced to parliament on the 20th June 2022. The Board noted that the Bill focuses on the legislative and structural changes required to establish the National Care Service, but does not provide detail about what the NCS will look like in practice. More detail will be set out in secondary legislation once the Bill proceeds to stage two. The Board welcomed the commitment from the Scottish Government to involve people who use support in determining the detail of how a NCS will work, and Key's intention to respond to a public call for views which closes on the 22 September 2022. The Board noted that the Chief Executive, in her role as Chairperson of the CCPS, will be meeting with the President of COSLA and the Scottish Government Minister for Social Care to discuss developments around the Bill.

1.10 AGM ARRANGEMENTS - UPDATE

Governance Manager spoke to the report on preparations for the AGM to be held as a hybrid meeting on Wednesday 14 September 2022.

The Board agreed that we would prioritise giving spaces for in-person attendance to people we support, and that if there were spaces, Board members may also attend alongside them. Otherwise, Board members who are available will attend online. All Board members were asked to return proxy slips for the AGM, whether they were planning to attend or not, to help achieve quorum.

1.11 SECRETARY'S REPORT UNDER RULE 68

Noted with approval by the Board.

1.12 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. Two actions from last year – organising a Risk Management input for the Board and arranging for the Board to spend time with the workforce and people we support – were carried over. It was noted that the action

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to install hybrid meeting technology was now complete and the items were working successfully.

1.13 NOTE OF GOVERNANCE SESSION (22.6.22)

Chief Executive presented the report on the proceedings of the Board Governance Session held on 22.06.22, which was noted by the Board.

1.14 REVIEW GROUPS

1.14.1 Finance (9.8.22)

Noted by the Board.

1.15 MODERN SLAVERY STATEMENT

Head of Human Resources spoke to the report which was approved by the Board, and will be published on our website.

2. COMMUNITY LIFESTYLES

2.1 Directors' Meeting (16.8.22)

The minute of the Directors' meeting held on 16.08.22 was noted. The Chief Executive informed the Board that at their meeting Directors had heard the story of a young man who was able to move out of a hospital setting and develop a new life in the community with thanks to the support and collaborative working provided by Community Lifestyles and others.

The Board discussed the importance of the role that Key and Community Lifestyles play in helping to keep people out of hospital and live full lives in their communities. Officers confirmed that we will continue to look at how we can promote our role in this area, and that we will make the most of the relationships we have developed with other agencies and professionals to support this work.

2.2 Annual Accounts to 31.3.22

The Board approved the Annual Accounts for Community Lifestyles Ltd for the year to 31 March 2022. These had been considered and approved by the Directors and will now be submitted to the AGM of Community Lifestyles being held on 6 September 2022.

2.3 Key Representative to Lifestyles' AGM (6.9.22)

Members noted that the AGM of Community Lifestyles Ltd would be held on the evening of 6 September. It was also noted that at least one Board member (who is not

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also a Director of Community Lifestyles) is required to attend this AGM, to represent Key; John Paterson agreed to do so.

3. KHA DEVELOPMENTS LTD

3.1 Directors' Meeting (10.8.22)

Head of Housing and Development spoke to the report on the meeting of Directors held on 10.08.22, which was presented for noting.

It was also noted that, given the absence of any planned activity in the foreseeable future, the Directors had agreed to maintain the dormant status of the company.

3.2 Annual Accounts to 31.3.22

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

3.3 Ongoing Financial Support

The Board approved Key Housing Association's continued support for KHA Developments Ltd for a further year from 1 April 2022.

4. QUARTERLY REPORTS

Noted by the Board.

5. HOUSING, DEVELOPMENT AND ADMINISTRATION ISSUES

5.1 Bank mandates

The Board noted and approved the signatories on bank mandates for the service and service user accounts presented.

6. AOB

There was no other business considered.

7. DATE OF NEXT MEETING

The Board will next meet on Wednesday, 5 October 2022.