

<u>PRESENT</u>	<u>IN ATTENDANCE</u>	<u>ACTION</u>
John Paterson (Chair) Sheenagh Simpson Jack Crombie Ann McGuigan David Meechan Gillian Anderson Dave Le Sage Angus Turner Rebecca O'Donnell Jo Pearson Bob Parry	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) Asa Brooks (Governance, Regulation and Compliance Manager) Leam MacKeown (Inclusion Manager – Supporting TAG)	
1.1 <u>APOLOGIES</u>		
		Apologies were received from Bill Mooney (leave of absence) and Karen Jamieson.
1.2 <u>MINUTE OF PREVIOUS MEETING (23.6.21)</u>		
		The minute of 23 June 2021 was approved.
1.3 <u>MATTERS ARISING</u>		
		1.3.1 <u>Scottish Living Wage Uplift (Old item 1.7)</u>
		Chief Executive spoke to confirm an uplift to all salaries was agreed with the Union and passed to staff in the July salary. A one-off payment was also provided to all staff, including Relief Register, in recognition of the extraordinary circumstances of this year.
		Following the uplift, Key was accredited as a Real Living Wage employer. Key has always paid the living wage, but delays in agreeing annual uplifts with local authorities prevented us from achieving accreditation in the past. The Board will be informed of any timing issues affecting re-accreditation next year.
		1.3.2 Updated Code of Conduct for Governing Body Members (old item 1.11)
		The Chief Executive confirmed that the work to customise the Codes of Conduct and Entitlements, Payments and benefits policies was ongoing but that the updated documents would be sent to Board members in due course.
1.4 <u>STAFFING MATTERS</u>		
		Head of Human Resources spoke to report which was noted by the Board.

GM

1.5 COVID-19 UPDATE

Head of Support spoke to report, adding that the staff figures related to self-isolation had significantly increased since writing, due to a similar increase in community transmissions. The Board also noted a rise in the people we support isolating. The Board was advised that new, less invasive, LFD testing was now being rolled out and will make self-testing for staff easier. The Board noted the updated guidance on Self-Isolation for the general public and that specific guidance for social care workers was anticipated.

The Chief Executive spoke to confirm that the planned transition back to the office had been paused in line with Scottish Government guidance to continue to support people to work from home where possible.

The Board also noted the upcoming public inquiry and agreed Key would contribute where appropriate and relevant.

1.6 FINANCIAL REPORT 2020/21

1.6.1 Annual Accounts for Year to 31.3.21

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.

1.6.2 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 2021.

1.6.3 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 31.03.21, 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.

1.6.4 2020/21 Overall Review

Head of Finance spoke to a presentation on Key's financial performance for the year ending 31.03.21, 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.

1.7 AUDIT COMMITTEE

1.7.1 Minute of Meeting (10.08.21)

The minute of the Audit Committee meeting of 10 August 2021 was noted.

1.7.2 Audit Committee Report

The Board received with approval the annual report from the Audit Committee for the year ending 31 March 2021, 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: Corporate Governance and Risk Management, SHR submissions, Business Continuity Management, Payroll, Local Service Internal Audit, Local Service Returns and Rent Accounting 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 2021 and the Audit Committee's concluding view that the Board had met its responsibilities as detailed in the financial statements.

1.7.3 External Auditor – Year to 31.03.22

The Board approved a proposal to extend the current audit arrangements with Azets Audit Services for a further year to avoid the potential difficulties in retendering during COVID-19 restrictions. It was also deemed useful to retain the same auditors for the first audit back on site following two remote audits for the years end 31 March 2020 and 2021.

1.8 NATIONAL CARE SERVICE CONSULTATION

Chief Executive spoke to the report which outlined progress made with the recommendations arising from the Independent Review of Social Care, and specifically the establishment of a National Care Service. The Board noted a consultation was underway to shape the legislation and that responses from Key, Community Lifestyles and TAG would be submitted.

It was further noted that the Board would welcome opportunities to come together with people Key/Lifestyles support in September/beginning of October to develop a response.

1.9 AGM ARRANGEMENTS - UPDATE

Governance Manager spoke to report on preparations for the AGM to be held virtually on Wednesday 22 September 2021, which was noted.

Board members standing for re-election were invited to provide updates to the biographical information we provide in the AGM packs. All Board members were asked to return attendance or proxy slips for the AGM to help achieve quorum.

Chief Executive thanked Jo Pearson for her 18 years of service to Key's Board, confirming that Jo will be retiring at the AGM, although she will remain as a Director of Community Lifestyles and a member of the Training Review Group. The Chair confirmed that expressions of interest for the position of Vice Chair should be sent directly to him.

Chief Executive also advised that after 44 years, founding member Bill Mooney is retiring from Key's Board and will not be standing for re-election. The Board expressed a desire to offer him an honorary position with Key, and it was agreed that options would be explored.

CEO

#### 1.10 SECRETARY'S REPORT UNDER RULE 68

Noted with approval by the Board.

Chief Executive advised that due to the use of virtual meetings, some minutes of Board and Audit Committee meetings still require to be physically signed. Arrangements for this to be done will be made as soon as possible.

GM

#### 1.11 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. An action from 2020, to organise Risk Management input for the Board, was carried over.

#### 1.12 NOTE OF GOVERNANCE SESSION (23.06.21)

Chief Executive spoke to report on the proceedings of the Board Governance Session held on 23.06.21. It was confirmed that consideration of increasing the Boards ethnic diversity had been taken forward and a paper would be presented to the Board at its October meeting.

#### 1.13 REVIEW GROUPS

##### 1.13.1 Finance (10.8.21)

Noted by the Board.

#### 1.14 GENDER PAY GAP REPORT

Head of Human Resources spoke to the report which was noted by the Board. Key was granted an extension for completing this due to COVID-19. It will be published on the website.

1.15 MODERN SLAVERY STATEMENT

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

The Secretary will sign the Statement on the Board's behalf, and it will be published on our website and uploaded to the new Scottish Government Modern Slavery Register.

HofHR

2. COMMUNITY LIFESTYLES

2.1 Directors' Meeting (17.08.21)

The minute of the Directors' meeting held on 17.08.21 was noted.

2.2 Amendment to the Articles

Chief Executive spoke to a proposal to update Community Lifestyles Articles. The Board approved the proposal.

GM

2.3 Annual Accounts to 31.03.21

The Board approved the Annual Accounts for Community Lifestyles Ltd for the year to 31 March 2021. These had been considered and approved by the Directors and will now be submitted to the AGM of Community Lifestyles being held on 7 September 2021.

2.4 Key Representative to Lifestyles' AGM (7.9.21)

Members noted that the AGM of Community Lifestyles Ltd would be held online on the evening of 7 September. 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; John Paterson agreed to do so.

3. KHA DEVELOPMENTS LTD

3.1 Directors' Meeting (12.08.21)

Head of Housing and Development spoke to report on the meeting of Directors held on 12.08.21, which was presented for noting. It was noted that the Directors had approved and signed the audited accounts for KHA Developments Ltd for the period to 31.03.21, a copy of which had been included in the papers for this meeting of the Board.

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 for the company.

3.2 Annual Accounts to 31.03.21

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 2021.

4. QUARTERLY REPORTS

The Board noted the report, which included detail on surpluses/deficits, agency expenditure, staffing and support hours for the months April—June 2021.

5. HOUSING, DEVELOPMENT & ADMINISTRATIVE ISSUES

5.1 LEASE AGREEMENTS

The Board noted the signing of a lease agreement for office accommodation in Annan.

The Board also noted the termination of a lease agreement for office accommodation in Wick.

5.2 SIGNATORIES ON THE KEY MAIN BANK ACCOUNT

The Board approved the update to the signatories on Key's main account.

6. AOB

There was no other business considered.

7. DATE OF NEXT MEETING

The Board will next meet on Wednesday, 6 October 2021.