**MINUTE OF THE MANAGEMENT COMMITTEE STRATEGIC DAY URGENT ITEMS OF LOREBURN HOUSING ASSOCIATION HELD ON MONDAY 7 OCTOBER 2024**

**At 15:30 p.m. Baptist Church, Dumfries**

**Present:**  Russell Baird

Lynsey Brydson

Katie Hryschko

Cameron Kirkpatrick

Neil Madden

Peter Nelson

Alan Sandey

Mark Wilkinson

Kirsteen McGinn (Chief Executive)

Elkie Astley (Director of Corporate Services)

 Fiona Campbell (Director of Operations)

Tony McInnes (Director of Finance)

Rebecca Wilson (Head of Governance & Assurance)

 Kim Thomas (Minute Taker)

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| **Item**  | **Minute**  | **Action**  |
| Management Committee members AGREED for the purpose of this meeting that Alan Sandey Chair the meeting  |
| **1.** 1.1.  | **APOLOGIES**  Apologies were received from Paul Buchanan, Jane Connechen and Stuart Turnbull  |   |
| **2.**  2.1.  | **DECLARATION OF INTEREST** Declaration of interests from Kirsteen McGinn and Tony McInnes as board members of D&G Homes were NOTED.  |   |
| **3.**  3.1.  | **APPROVAL OF PREVIOUS MINUTE** The Minute of the Management Committee meeting of 27 August 2024 on the proposal of Lynsey Brydson and seconded by Neil Madden was APPROVED.  |   |
| **4.**  | **MINUTES FOR NOTING** **AGM Minute of 3 September 2024** Management Committee members NOTED the AGM Minute of 3 September 2024  **Draft Audit and Compliance Committee Minutes of 6 August 2024**  |   |
|  | Management Committee members NOTED the Draft Audit and Compliance Committee Minute of 6 August 2024  **Draft People and Culture Committee Minutes of 19 August 2024** Management Committee members NOTED the Draft People and Culture Committee Minute of 19 August 2024  |  |
| **5.**  5.1.  | **MATTERS ARISING** There were no matters arising from the Minutes of 27 August 2024  |   |
| **6.**  6.1.  | **NOTIFIABLE EVENTS**  The Head of Governance and Assurance stated that there were no new Notifiable Events since the last Management Committee meeting  |   |
| ***For Approval***  |
| **7.**  7.1.  | **RATIFICATIONS FROM STRATEGY DAY** There were no decisions to be ratified following the Strategy Day event held earlier  |   |
| **8.**                            | **APPOINTMENT OF OFFICE BEARERS** In line with Rule 59.5 the Head of Governance and Assurance declared that Office Bearers will be appointed at the first meeting scheduled after the Annual General Meeting:  * In line with Rule 59.1 the Association must have a Secretary, Convener and any other Office Bearers the Management Committee considers necessary
* Rule 59.6 the role of the Convener was detailed in the report and the profile is at appendix 1
* Rule 59.1 does not require the association to have a Vice Convener, it is, however, considered good practice to appoint one and the role profile is at appendix 2
* Rule 59.3 the role of the Secretary was also detailed in the report and the profile is at appendix 3
* For the role of Convener - Peter Nelson nominated Alan Sandey, Neil Madden seconded this. Alan Sandey accepted the nomination
* For the role of Vice Convener - Alan Sandey nominated Jane Connechen, Peter Nelson seconded this. Jane Connechen accepted the nomination by proxy. In the interest of succession planning, Management Committee members should consider future nominations for this role.
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| **8.**                          8.1. 8.2. 8.3. | **APPOINTMENT OF OFFICE BEARERS** In line with Rule 59.5 the Head of Governance and Assurance declared that Office Bearers will be appointed at the first meeting scheduled after the Annual General Meeting:  * In line with Rule 59.1 the Association must have a Secretary, Convener and any other Office Bearers the Management Committee considers necessary
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 * For the role of Convener - Peter Nelson nominated Alan Sandey, Neil Madden seconded this. Alan Sandey accepted the nomination

 For the role of Vice Convener - Alan Sandey nominated Jane Connechen, Peter Nelson seconded this. Jane Connechen accepted the nomination by proxy. In the interest of succession planning, Management Committee members should consider future nominations for this role.• For the role of Secretary – Alan Sandey nominated Peter Nelson, Lyndsay Brydson seconded this. Peter Nelson accepted the nomination Management Committee members: APPOINTED Alan Sandey to the role of Convener; APPOINTED Jane Connechen to the role of Vice Convener; and APPOINTED Peter Nelson to the role of Secretary.  |   |
| **9.**                9.1.   9.2.   9.3.  | **APPOINTMENT OF SUB COMMITTEES** The Head of Governance and Assurance asked for expressions of interest in the Sub-Committees Management Committee members would like to join. * The Chairs of each of the Sub-Committees will be appointed at the first meeting following the AGM
* The remit and delegated authorities of sub-committees are defined with the Standing Orders
* D&G Homes – we are seeking nominations for non-

executive Directors to support the executive Directors to help through the transition of the wind-down of D&G Homes and to provide oversight and assurance to the Management Committee as the process moves forward.  Management Committee Members: AGREED the membership of the Association’s Audit and Risk subcommittee as Russell Baird, Paul Buchanan, Neil Madden and Peter Nelson; AGREED the membership of the Association’s People and Culture sub-committee as Lindsay Brydson, Jane Connechen Katie Hryschko and Cameron Kirkpatrick; and CONSIDERD nominations and APPOINTED Neil Madden as nonexecutive Director to the Board of D&G Homes  |   |
| **10.**                  | **ANNUAL ASSURANCE STATEMENT** The Head of Governance and Assurance presented Management Committee members with the Annual Assurance Statement to be submitted to the Scottish Housing Regulator (SHR) to confirm that the association is complying with all relevant regulatory requirements and standards:  * Loreburn’s updated Engagement Plan in March 2024 maintained a regulatory status of compliant
* Monitoring of assurance is an ongoing task and the improvement focus adopted by the Management Committee means that our Assurance Improvement Plan is continually evolving
* Assessment of assurance continues to be driven by the SFHA’s Assurance Toolkit
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|                               10.1.    10.2.  | * In December 2023 the association’s auditors conducted an assurance review of corporate governance focusing on compliance with the regulatory standards and their overall assessment of “substantial assurance” is the highest level that can be awarded. Their report is at Appendix 2
* Additional statements have been prepared by the Director of Finance to demonstrate compliance with regulatory requirements in particular Regulatory Standard 3. Our approach to financial planning and financial management has been strengthened significantly in the last year to ensure financial stability of the organisation
* A copy of the Improvement Action Plan is at Appendix 3. Significant progress has been made to strengthen governance arrangements
* Recruitment and succession planning was a focus of 2023/24 and steps were taken to address skills gaps and strengthen the Management Committee
* Training remains a key focus for 2024/25 with three key areas of focus for formal training: retrofit/net zero, procurement and value for money; and how we invest in existing homes
* Another key focus of our Improvement Action Plan remains equality, diversity and human rights
* Following the recent external ARC validation exercise, work is underway to address indicators that were not fully validated. Recalculation is underway and those with a material variance which will be restated to SHR
* The draft Assurance Statement is at Appendix 1

 Management Committee members acknowledged and thanked the Head of Governance and Assurance for the enormous amount of work undertaken to produce the draft Assurance Statement  Management Committee members APPROVED the submission of the Annual Assurance Statement to the Scottish Housing Regulator  |  |
| **11.**  | **Shared Ownership Tranche Up – This item is confidential.**  |  |
| **12.**   | **ANY OTHER COMPETENT BUSINESS**   |   |
| **13.**  | **DATE OF NEXT MEETING** Tuesday 26 November 2024 5:30 p.m. (virtual)  |   All  |