



Minutes of the Board Meeting held on Tuesday 21 September 2021 at 11:00 am via **Microsoft Teams**

Present:	Mr R Martin (Chair)	In attendance:	Mr J Turner
	Mr I Dickson		Mr N Pollard
	Ms C Cuthbertson		Mr N Hall
	Mr J Flaherty		Mr C Culross
	Mr D Mackie		Ms S Smith
	Ms J Prichard		
	Mr C Allan		Miss Megan Paton (minutes)
	Mr P Kerr		
	Ms P Biberbach		
	Mr A Smith		

1. DECLARATION OF INTEREST

None.

2. APOLOGIES

None.

Mr Martin left the meeting at this point.

3. ELECTION OF CHAIR AND VICE CHAIRS

Mr Smith recommended to the Board that Mr Martin be re-elected as Chair, seconded by Mr Allan and unanimously approved.

It was agreed a sub-committee would be established consisting of Mr Allan, Ms Cuthbertson, Mr Mackie, and Mr Flaherty with the purpose being to review the Chair and Vice-Chair's remuneration. The sub-committee would report to the November Board meeting.

Mr Martin joined the meeting at this point.

Ms Biberbach, Mr Kerr, Mr Dickson, and Mr Smith left the meeting at this point.

The Board confirmed the appointment of Mr Bittleston to the Link Group Board under Rules 37.1.1 and 37.5, as West Highland Housing Association's appointee.

Mr Martin invited nominations from the Board for the position of Vice Chairs.

Mr Martin recommended the re-appointment of Mr Smith as Vice Chair (Corporate Services), seconded by Ms Cuthbertson, and unanimously approved by all.

Mr Martin recommended the re-appointment of Ms Biberbach as Vice Chair (Communities), seconded by Mr Allan and unanimously approved. Mr Martin highlighted Ms Biberbach role will be focussed on sustainability and noted more information will be provided on this at the November Board.

Mr Martin recommended the re-appointment of Mr Kerr as Vice Chair (Commercial), seconded by Mr Flaherty and unanimously approved.

Mr Martin recommended the re-appointment of Mr Dickson as Chair of Audit and Risk, seconded by Mr Mackie and unanimously approved.

Mr Kerr, Mr Dickson, and Ms Biberbach joined the meeting at this point.

4. APPROVAL OF THE MINUTES HELD ON 17 AUGUST 2021

The minutes of the meeting held on Tuesday 17 August were approved.

Moved: Mr Mackie
Seconded: Ms Cuthbertson

5. MATTERS ARISING FROM THE MINUTES OF THE MEETING HELD ON 17 August 2021

None.

6. CHAIR UPDATE

The Board considered and discussed the previously circulated report.

7. CHIEF EXECUTIVE UPDATE

The Board considered and discussed the previously circulated report.

Mr Turner advised the Board the Unite ballot closes on Thursday 23rd September 2021. A meeting has been scheduled for Thursday 30th September with Board panel members to discuss the outcome and agree on next steps.

The Board agreed to hold a Link Group Board Strategy day in November. It was suggested this take place in person in New Mart Road and potentially online if Members were not comfortable taking

part in person. Mr Turner agreed to review the facilities within the New Mart Road office to ensure this would be possible.

Mr Smith joined the meeting.

8. GROUP UPDATES COMMUNITIES

8.1 Communities Update

The Board discussed and noted the previously circulated report.

Ms Smith highlighted the ongoing work with Fife Council supporting Afghan families who have relocated. Ms Smith also drew the Board's attention to the significant Social Care recruitment challenges that the sector is facing.

8.2 Asset Management Health and Safety Report – Q1

The Board discussed and noted the previously circulated report.

8.3 Link Housing Association Write Off's -Q1

The Board considered and discussed the previously circulated report.

The Board approved the proposed write offs of £34,818.88 and write back of credit balances of £10,845.15

8.4 PSL Write Off's Q1

The Board considered and discussed the previously circulated report.

The Board approved the proposed write offs of £220,631.

8.5 Rent Consultation

The Board considered and discussed the previously circulated report.

Mr Turner advised the Board the Group Leadership Team was seeking approval on the rent consultation proposal and timescales as well as proposing delegation to the Group Leadership Team to set the final rent increase all-in-a range of 2 to 3%.

The Board agreed that the band would be increased to 2 to 3.5% in view of the continuing volatility and uncertainty regarding inflation. Mr Turner advised the Board that tenants will also be asked if they would favour options with a longer-term position (i.e. multi-year commitment).

The Board approved the proposed timescale and process for the rent consultation and agreed to delegate authority to the Group Leadership Team to determine two options for rent consultation that fall within the band of 2% and 3.5%.

9. COMMERCIAL SERVICES

9.1 Commercial Services Update

The Board discussed and noted the previously circulated report.

Mr Culross advised the Board the Private Sector Leasing (PSL) team is also supporting 6 to 8 Afghan Refugee families, similar to the support service provided to the Syrian refugee families.

9.2 Development Sub Committee

The Board discussed and noted the previously circulated report.

The Board noted that the Development Sub Committee had met on Tuesday 24 August 2021 and approved the following project:

- **Pre-Tender Risk Assessment – Abbey Quarter Phase 4, Paisley**

The Committee approved the request to enter into a Design and Build contract with Ashleigh (Scotland) Ltd for the delivery of 81 units for social rent within 6 blocks of flats at Abbey Quarter Phase 4, for the sum of £13,249,097

- **Pre-Acquisition Risk Assessment - Dunbeg Phase 4, Oban**

The Committee approved the feasibility/pre-tender acquisition costs in the sum of £1,583,314.74, to facilitate the planning applications. The planning applications will be made subject to a positive review of project viability based on a detailed financial appraisal and feasibility assessment.

10. CORPORATE SERVICES

10.1 Corporate Services Update

The Board considered and noted the previously circulated report.

10.2 Finance Report

The Board considered and noted the previously circulated report.

Mr Dickson left the meeting.

10.3 Quarterly Loan Covenant Compliance Report

The Board considered and noted the previously circulated report.

The Board noted that Link had not breached any of its loan covenants in the period to 31 July 2021 and to the date of the meeting. It was further noted that it was not anticipated that Link would fail to meet any

of its covenants in the period until the next review is due as there were no circumstances foreseen that would cause any covenant breaches.

10.4 Scottish Widows Funding – Execution Document

The Board discussed and considered the previously circulated report.

It was noted that the proposals had been considered in depth previously by the Audit and Risk Committee and no issues had been raised.

Mr Pollard advised the Board that by mutual agreement Scottish Widows is able to sell on the debt however he confirmed there is no intention to do this as Scottish Widows intends to hold the debt for the agreed 30-year period.

Ms Pritchard left the meeting.

The Board approved the recommendation for Link Group to enter into the funding proposals with Scottish Widows based on the loan agreement and approved the recommendation to delegate authority to the Chief Executive, Group Director of Corporate Services, and the Group Director of Finance to execute the legal documents on behalf of the Board and the company.

10.5 Annual Assurance Statement

The Board discussed and considered the previously circulated report

The Board reviewed the work undertaken by the group member RSLs and by Link Group Limited, noting that the Group Leadership Team had confirmed that there were no material issues which required disclosure in the Annual Assurance Statement.

The Board noted the level of work required to procedure the Annual Assurance Statement and Mr Hall agreed to try and establish how much the production of the statement roughly costs.

NH

The Board approved the Annual Assurance Statement and agreed that the statement would confirm that we have considered appropriate systems, evidence, and channels of communication to ensure we comply with:

- ***All relevant regulatory requirements set out in Chapter 3 of the Regulatory Framework***
- ***All relevant standards and outcomes in the Scottish Social Housing Charter***
- ***All relevant legislative duties***
- ***The Standards of Governance and Financial Management***

10.6 Key Performance Indicators

The Board considered and noted the previously circulated report.

10.7 Sub Committee Membership

The Board discussed and considered the previously circulated report.

The Board approved the proposed membership of each of the two sub-committees is:

Group Engagement Committee

- ***Andrew Smith, Vice Chair Corporate***
- ***Gerry Boyle, West Highland***
- ***Jean Hamilton, Horizon***
- ***Tom Nimmo, LinkLiving***
- ***Paula Pyke, Link Housing***

Sustainability Governance Group

- ***Petra Biberbach, Vice Chair Communities***
- ***Linda Houston, West Highland***
- ***Susie Fitton, Horizon***
- ***Paula Pyke, Link Housing***
- ***Caroline Cuthbertson, Link Group and LinkLiving***
- ***Morag Boyter, Link Property (now C-urb 6)***

10.8 Audit and Risk Committee

Mr Pollard advised the Board the Audit and Risk Committee held a meeting earlier that morning, at 9:30 a.m. where a paper was presented in relation to the audit process and audit fees. After consideration, the Audit and Risk Committee approved the overrun cost of £35k being a reduction of £5k from the original £40k sum requested.

Mr Pollard noted the Audit and Risk Committee had expressed concern regarding RSM's ability to deliver going forward on the original tender price and Mr Pollard agreed to discuss this concern with RSM.

10.9 Link Housing Association Ltd – Corporate Changes

The Board discussed and considered the previously circulated report.

Mr Hall advised the Board that as part of the ongoing group structure changes, previously agreed by the Board, Link Housing Association Limited (LHA) will apply for RSL status. In order to do this Link Housing Association is required to convert to a Community Benefit Society (CBS). This requires that there are three shareholding members of the CBS.

The Board approved the recommendation to pass a written resolution to authorise the Directors of Link Housing Association Limited to allot two additional shares, one to Mr John Flaherty and one to Ms Paula Pyke.

The Board resolved that following issue of the shares that Link Housing Association Limited is authorised to convert to a CBS and that the three members authorised to sign the Society's Rules are Mr Flaherty, Ms Pyke and Mr Martin. It was further resolved that the three members were authorised to agree any changes the FCA required in relation to the Model Rules or, if required, to convene a Special General Meeting to do so.

11. Any Oher Business

None.

12. DATE OF NEXT MEETING

Tuesday 16 November 2021 at 10:00am

Meeting Closed at 12:13