

**PRIVATE AND CONFIDENTIAL**

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

**Minutes of a meeting of the Board of Management of Sanctuary Scotland Housing Association Limited held via Microsoft Teams on 11 August 2020.**

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Attendance record since AGM September 2019

**Present**

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|---|-----|
| Alan West, Chairperson  | 6/6 |
| j', Vice Chair  | 6/6 |
| Alex Clark, Vice Chair  | 5/6 |
| John Arthur   | 6/6 |
| Peter Cowe  | 6/6 |
| Michael McGrane   | 6/6 |
| James Docherty  | 5/5 |
| Gillian MacPhie   | 4/4 |
| Suzanne Phee  | 3/6 |
| Sanctuary Housing Association (represented by Patricia Cahill, Director - Sanctuary Scotland) | 6/6 |

**In attendance**

Gillian Lavety, Development Director - Scotland (Items 208/08/20, 209/08/20, 216/08/20 and 217/08/20)  
Joyce McQuat, PA  
Jamie Whitmore, Director - Financial Planning and Analysis (Item 207/08/20)  
Paul Smith, Head of Financial Reporting (204/08/20, 205/08/20 and 211/08/20)

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**The Chairperson welcomed everyone to the sixth meeting of the Board of Management following the Annual General Meeting.**

**198/08/20 APOLOGIES**

There were no apologies for absence.

The Chairperson reported that the meeting had been duly convened and that a quorum was present for the purposes of the business to be considered and, if thought fit, resolutions to be passed at the meeting.

**PRIVATE AND CONFIDENTIAL**

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

**199/08/20      DECLARATIONS OF INTEREST**

The Chairperson reminded members of the need, in accordance with the provisions of Sanctuary Scotland Housing Association’s Standing Orders, to disclose any personal interests in relation to matters under consideration at the meeting that were outwith the annual declarations made.

It was noted that such disclosures would be recorded under the relevant agenda items for ease of reference when producing ‘extract minutes’.

**200/08/20      APPROVAL OF MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 9 JUNE 2020**

The minutes of the meeting of the Board of Management held on 9 June 2020 were approved.

**201/08/20      MATTERS ARISING FROM MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 9 JUNE 2020**

The Board of Management considered and noted the schedule of action points.

**202/08/20      ACTIONS SINCE LAST MEETING**

The Board of Management endorsed actions taken since the last meeting.

**203/08/20      DIRECTOR’S REPORT**

The Board of Management considered and noted a report providing an update on issues relating to Sanctuary Scotland Housing Association and its activities.

Decision: The Board of Management approved the Lettings Strategy for Sanctuary Scotland Housing Association’s general needs stock in the west of Scotland for 2020/2021.

Decision: The Board of Management also approved the disposal of a small area of ground adjacent to a property in Dalmahoy Drive in Dundee which had been approved under the delegated authority given by the Scotland Standing Orders and approved by the Group Capital Committee.

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

**204/08/20 ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2020**

Head of Financial Reporting presented the Annual Report and Financial Statements for the year ended 31 March 2020. He advised that KPMG LLP’s (KPMG) core audit work was complete, though their review of the Annual Report and Financial Statements was ongoing. Details of any final amendments arising from their audit process would be communicated to the Board of Management.

Decision: The Board of Management approved the Annual Report and Financial Statements for the year ended 31 March 2020 to be signed by the Chairperson and the two Vice Chairs.

Decision: The Board of Management requested that consideration be given to the auditors attending the Annual General Meeting in September if this was felt appropriate.

**205/08/20 FINANCIAL STATEMENTS - REGULATOR’S RETURN**

The Board of Management considered a report seeking approval for the restatement of the primary statements and Notes 3 and 4 from the Annual Report and Financial Statements for the year ended 31 March 2020, under FRS 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

Head of Financial Reporting confirmed to the Board of Management that there had been no material changes with amendments only being made to how figures were presented.

Decision: The Board of Management approved the FRS 102 restatements to allow for submission to the Scottish Housing Regulator.

**206/08/20 ANNUAL ASSURANCE STATEMENT**

The Board of Management considered a report presenting self-assessment work in relation to Whistleblowing and Equality and Human Rights to give board members the assurance that Sanctuary Scotland Housing Association was compliant with Chapter Three of the Regulatory Framework in this area.

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

Director - Sanctuary Scotland commented that this would allow the signing and submitting of the Annual Assurance Statement to the Scottish Housing Regulator by the end of October 2020 deadline.

Decision: The Board of Management approved that the evidence highlighted in the report confirmed that Sanctuary Scotland Housing Association be considered to be compliant with no issues of materiality requiring to be highlighted to the Scottish Housing Regulator.

**207/08/20**      **TRANSFER OF ENGAGEMENTS** - Exempt from publication under Section 33(1)(b) (Commercial interests and the economy) of the Act.

**208/08/20**      **HEATHFIELD FARM, GARTCOSH** - Exempt from publication under Section 33(1)(b) (Commercial interests and the economy) of the Act.

**209/08/20**      **PITSKELLY FARM, CARNOUSTIE** - Exempt from publication under Section 33(1)(b) (Commercial interests and the economy) of the Act.

**210/08/20**      **USE OF SEAL**

The Board of Management considered a report advising of the circumstances in which the seal of Sanctuary Scotland Housing Association had been used in accordance with the current Standing Orders. The report was also seeking authority for the application of the seal to appropriate documents during the next 12 months.

Decision: The Board of Management noted the content of the report and the documents to which the seal had been applied over the last 12 months as attached at Appendix 1, and approved the application of the seal in line with the approved Standing Orders of Sanctuary Scotland Housing Association to appropriate documents over the next 12 months.

**211/08/20**      **FINANCIAL PERFORMANCE**

The Board of Management considered and noted a report providing an update on financial performance.

**PRIVATE AND CONFIDENTIAL**

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

**212/08/20 OPERATIONAL PERFORMANCE**

The Board of Management considered and noted a report summarising operational performance to the end of June 2020.

**213/08/20 BOARD OF MANAGEMENT AND SPECIAL COMMITTEE SELF-APPRAISAL**

The Board of Management considered a report submitting details of the outcome of the Board of Management and Special Committee self-appraisal process which had recently been completed.

After consideration, the Board of Management noted the outcome of the most recent self-appraisal process, agreed the continued participation of Suzanne Phee and reviewed its performance in line with the points detailed in the report.

**214/08/20 TERMS OF REFERENCE**

The Board of Management considered and reviewed the Terms of Reference of the Area Committees as detailed in the report with no further amendments required.

**215/08/20 BOARD OF MANAGEMENT SCOPE OF RESPONSIBILITIES AND ROLE PROFILES REVIEW**

The Board of Management considered and reviewed the Board of Management Scope of Responsibilities and Role Profile as detailed in the report with no further amendments required.

**216/08/20 DEVELOPMENT PROGRAMME UPDATE**

The Board of Management considered and noted a report providing an update on the Group’s Affordable Housing Programme in Scotland.

**217/08/20 MILLCROFT, CUMBERNAULD UPDATE**

The Board of Management considered and noted a report providing an update on progress of the Millcroft Road, Cumbernauld regeneration project.

**PRIVATE AND CONFIDENTIAL**

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

**218/08/20 ASSET MANAGEMENT STRATEGY UPDATE**

The Board of Management considered and noted the content of the Asset Management Strategy update report.

**219/08/20 COMMUNITY INVESTMENT UPDATE**

The Board of Management considered and noted the content of the Community Investment update report.

**220/08/20 HEALTH, SAFETY AND COMPLIANCE**

The Board of Management considered and noted a report providing an update on the development, promotion and implementation of health and safety matters across Sanctuary Scotland Housing Association.

**221/08/20 INTER-COMPANY AGREEMENTS**

The Board of Management considered and noted a report reviewing the inter-company agreements between Sanctuary Scotland Housing Association, Sanctuary Housing Association and Sanctuary Homes (Scotland) Limited.

**222/08/20 ANNUAL REVIEW OF CORPORATE REGISTERS**

The Board of Management considered and noted a report providing a summary of the Sanctuary Scotland Housing Association corporate registers maintained by the Governance and Company Secretarial team for the 2019/2020 financial year.

**223/08/20 BOARD MINUTES**

The Board of Management considered and noted a report submitting the minutes of the Sanctuary Housing Association Group Board meeting and the Sanctuary Homes (Scotland) Limited meeting.

**PRIVATE AND CONFIDENTIAL**

**SANCTUARY SCOTLAND HOUSING ASSOCIATION LIMITED (“SANCTUARY SCOTLAND HOUSING ASSOCIATION”)**

**224/08/20 RISKS REVIEW**

The Board of Management agreed that no changes were required to the risk map as a result of discussions at the meeting.

**225/08/20 OTHER COMPETENT BUSINESS**

- a) Data Protection Addendum (Draft)** - Exempt from publication under Section 33(1)(b) (Commercial interests and the economy) of the Act.

**Date of next meeting: Tuesday 15 September 2020.**