

**ROSEHILL HOUSING CO-OPERATIVE LIMITED**

**MINUTES OF HYBRID MANAGEMENT COMMITTEE HYBRID MEETING HELD  
ON WEDNESDAY 27<sup>TH</sup> MARCH 2024 AT 6.00PM**

<b>Present:</b>	N Finlayson	(Chair)
	K Stevenson	(Vice Chair) (via Teams)
	J Gallen	
	A Greene	(via Teams)
	P McCann	
	K Devaney	
	K Thomson	
<b>In Attendance:</b>	G Mogan	(Director)
	S Hunter	(Technical Services Manager)
	S Quinn	(Housing Services Manager)
	A Innes	(Corporate Services & HR Manager – via Teams)
	C Williamson	(Senior Finance Officer)
	K McCallum	(Customer Services Officer)
	M McDermott	(Wylie & Bisset)
	J Cloherty	(SHARE)

The Chair welcomed Matthew to the meeting who will deal with the reports under item 4 on the agenda and Julie who would be presenting item 5.

**1. Apologies**

Apologies for absence were received from J Thomson, H McLatchie and S Bannerman.

**2. Declaration of Interest**

None.

**3. Minutes of previous meetings for approval:**

**3.1 Wednesday 28<sup>th</sup> February 2024**

The minutes were approved as a true and accurate record and were signed by N Finlayson.

**3.2 Matters Arising**

**3.2.1 RE: Item 11 – Business Plan 2021-26 Outcome of Tenant Consultation**

G Mogan advised that after the last meeting she was passed a further 7 surveys which had been returned within the deadline. The contents of the surveys showed that the respondents agreed or strongly agreed with our plans and priorities for 2024/25. The results didn't materially impact on the results reported at the last meeting, as the position remained that the

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majority of respondents supported our plans/priorities. The seven respondents were able to be included in the prize draw.

### 3.2.2 RE: Item 15.2 – Committee Training

G Mogan advised that she wished to schedule the Data Protection refresher training for April and that K McCallum will circulate available dates for Committee to respond.

### 3.2.3 RE: Item 7.1 – Scottish Government Consultation of Social Housing Net Zero Standard

S Hunter confirmed that she had submitted Rosehill's response to the consultation and that there has been no feedback yet.

## 4. **Finance Matters**

### 4.1 *Annual Budget 2024/25*

Matthew led Committee through the report for the projected income and expenditure for the coming year and a projected operating surplus of £294,548. He advised that it compares well to the budget for the past 6 months and the following points were noted:

- Grant receivable is in relation to the Barratt Flats
- Reactive repairs are higher than usual
- Planned maintenance includes items not complete in the current year which are carried forward
- Capital expenditure is higher
- All covenants comfortably met

A Committee Member asked about the depreciation figure and how it is calculated as it seems quite high. It was advised that component items depreciate quicker than building and they all have different life spans e.g. 15, 20, 25 years etc, however Matthew agreed to look at the figure again and come back with a full explanation of how this figure was worked out.

A Committee Member asked what the term professional negligence mentioned under the factoring section, refers to. It was confirmed that this is the insurance required to cover the factoring of the additional properties.

A Committee Member asked about the reactive repairs figure and commented that it seems low in comparison to the past 6 months budget. It was confirmed that the cost is set at £568 per unit and the figure in the budget is low and will need to be clarified/amended.

Committee considered and approved the annual budget for 2024-25 subject to the clarification of the depreciation and reactive repairs figures.

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## 4.2 30 Year Projections 2024 – 2054

Matthew referred to the report and it was noted that significant planned maintenance is scheduled for years 1 to 8 at approx. £9.5M and also new build costs at Gowanbank in years 2 to 4 at approx. £9.2M. However, in spite of this the projected operating surplus drops to the lowest level in year 8 of £1.6M which is still a healthy outcome. It was further noted that the figures are the best estimate at the current time and will be updated annually and more accurate figures will be available with the outcome of tender figures etc being known, which has seen up to 50% increases in recent years.

Committee noted that the graph 7 in the report shows the effect on the balances if a below inflation rent increase is applied annually and shows that the results would be negative in year 8.

Matthew further advised that the estimated costs for bringing properties up to the Net Zero standard have been estimated at £800K a year but these are not yet included in the projections, as there are too many unknown factors at the moment, e.g. when the standard will be introduced, what the standard will be set at, and costs of meeting the standard. Committee noted that should these have a negative impact then a decision would need to be made on whether to proceed with new build. It was noted that a full financial appraisal will be carried out later this year on the Gowanbank site and if not financially viable the site could be handed back to Glasgow City Council.

A Committee Member asked if the rental income from the proposed new build was included in the figures. S Hunter confirmed that they had been accounted for and although additional rental income there would also be an element of component replacement in these units throughout the 30 years.

A Committee Member asked that should the constitution change, Corporation Tax would no longer be applicable. It was confirmed that this is correct.

Committee considered the projections and approved them noting that they are updated annually and that there is flexibility in them.

Committee thanked Matthew and he then left the meeting.

## 5. **Annual Committee Appraisal Report – presented by Julie-Ann Cloherty, SHARE**

Julie led Committee through a presentation of the findings from the assessments and advised that there was a good mix of length of service on the Committee, good links to core values and there were 2 new members recruited.

It was noted that there are 2 recommendations from the assessments:

- Discuss how to communicate vision and values to members.

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- Put Learning & Development Plan in place for the coming year. SHARE have identified some areas based on the outcome of the assessments. G Mogan advised Committee that their individual plans will be added to their individual folders on Decision Time.

Julie also confirmed that the 3 recommendations made last year have been completed. It was also noted that the Chair's Appraisal was carried out and the outcome was good.

In conclusion, Julie advised that the outcome of the assessments was excellent and the Committee work well together and were able to attract new members during the year.

G Mogan advised that it is hoped that a draft Learning & Development plan is available for the next meeting.

There were no questions for Julie. She was thanked for her time and at this point she left the meeting.

## **6. Minutes of Membership Sub-Committee meeting held on:**

### **6.1 9<sup>th</sup> February 2024**

This item is deferred.

### **6.2 4<sup>th</sup> March 2024**

The minutes were approved as true and accurate on a motion by N Finlayson and seconded by J Gallen.

### **6.3 7<sup>th</sup> March 2024**

This item is deferred.

### **6.4 14<sup>th</sup> March 2024**

The minutes were approved as true and accurate on a motion by K Devaney and seconded by J Gallen.

## **7. Chair's Report**

This will be dealt with after agenda item 14.

## **8. Finance Matters**

### **8.1 Cashflow to February 2024**

Committee noted the contents of the report and that the large item of expenditure was the fuel grant payments.

At this point C Williamson left the meeting.

## **9. Technical Services Matters**

It was noted that there was nothing to report.

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## 10. *Housing Services Matters*

### 10.1 *Former Tenant Arrears Write Off Report*


Committee considered the contents of the report and noted that S Quinn has authorised the write off of two cases totalling £117.62 which was within the delegated authority limit.

Committee considered the reasons for the proposed write offs and then approved the write off of 10 cases totalling £13,396.33 as detailed in the report and noted that these cases can be resurrected at any time should the former tenant make any contact with Rosehill.

### 10.2 *Former Tenant Credit Write Off Report*

S Quinn advised Committee of a typing error in the report at section 4.1 where it states arrears but it should be credit.

Committee considered the contents of the report and noted that S Quinn has authorised the write off of 19 cases totalling £789.60 which was within the delegated authority limit.

Committee considered the reasons for writing off the credit balances of 10 former tenants. After some discussion Committee approved the write off of 10 cases totalling £3190.97 as detailed in the report. 

### 10.3 *Rechargeable Repairs Write Off Report*

Committee considered the contents of the report and noted that S Quinn has authorised the write off of one case for £41.76 which was within the delegated authority limit.

Committee considered the reasons for writing off 3 cases, acknowledging that all 3 cases related to former tenants. After some discussion Committee approved the write off of 3 cases totalling £1538.39 as detailed in the report.

### 10.4 *Potential Evictions Report – Rent*

Committee noted the contents of the report with the details of 1 case which has had to be recalled.

### 10.5 *Potential Evictions Report – ASB*

Committee noted the contents of the report and that the Eviction Decree has not yet been received.

### 10.6 *Entitlements, Payments and Benefits Report*

Committee noted the contents of the report detailing the proposed offer of rehousing to a relative of S Bannerman. It was noted that the offer would be in line with the Allocations Policy and a normal computerised audit trail identified the applicant as being the one at the top of the list for the offer. It was also noted that the applicant has

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not yet been informed of the offer and may refuse it, and that the Committee Member has had no involvement in the process.

After consideration, Committee granted permission for the offer to be made.

## **11. Corporate Services Matters**

### **11.1 Health and Safety Update**

Committee noted that there was nothing to report.

## **12. Business Plan 2021-26: Draft Annual Plan 2024/24 and Appendices**

### **12.1 Annual Risk Strategy Statement 2024**

Committee considered the contents of the report and draft statement. After some discussion it concluded that the Statement reflects all crystallised and new risks identified and any mitigating measures put in place, and as such approved the Annual Risk Strategy Statement.

### **12.2 Draft Annual Plan 2024/25 and other Appendices**

Committee considered the contents of the report and various appendices and decided on the following:

Committee approved the draft Annual Plan subject to the addition of the updated financial projections and accompanying narrative under section 7.

Committee approved the updated SWOT analysis for 2024/25.

Committee approved the revised Asset Management Plan 

Committee approved the Annual Programme of Key Priorities/Activities for 2024/25.

Committee further approved the 5 year Planned Maintenance Programme, which has been accommodated within the 30 year projections.

Committee also approved the Annual Operational Targets for 2024/25 which are mainly based on the ARC indicators.

Committee considered and approved the Director's Plan of Priorities and Section Operational Plans for 2024/25.

At this point S Hunter, S Quinn and A Innes left the meeting.

## **13 Director's Matters**

### **13.1 Proposed Constitutional Change and Adoption of Model Charitable Rules 2020**

Committee considered the contents of the report and the attachments

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In relation to the draft new rules, Committee acknowledged that these reflected the variations to the model rules as discussed with our Governance Consultant and Solicitor. It was recognised that there were 7 variations, 3 of which were new variations and the remaining 4 related to variations that had previously been made to our Rules and are reflected in our current rules, which Committee wished to retain.

After some further discussion, Committee approved the variations to the Model Rules as set out in Section 3 of the report which related to:

- Rule 12 – Representing an Organisation (new variation)
- Rule 36.1 – Composition of the Committee (new variation)
- Rule 42.1.12 – relating to eligibility for the Committee (new variation)
- Rule 19 – relating to General Meetings and the ability to hold meetings virtually and as hybrid meetings (existing variation)
- Rule 23.1 – Procedure at General Meetings – retain quorum requirements if there are more than 70 Members, to 1/10<sup>th</sup> or 45 members whichever is the lower (existing variation)
- Proxies/Representatives/Postal Votes in relation to deleting postal votes (existing variation)
- Rule 36.1 – Composition of the Committee – relating to the minimum and maximum numbers on the Committee. Retain maximum number of 12 (existing variation)

Committee approved the revised draft new rules and the following resolutions which are required to be put to the members of Rosehill:

- (a) That the Co-operative adopts the Rules in the form attached to this notice in substitution for the existing Rules of the Co-operative subject to any non-material amendments that may be required by the Scottish Housing Regulator of the Financial Conduct Authority.
- (b) That the name of the Co-operative be changed from “Rosehill Housing Co-operative Limited” to “Rosehill Housing Association Limited” immediately on the registration of the new Rules with the Financial Conduct Authority.

Committee further decided the following:

- To convene a Special General Meeting of members to be held, as a hybrid meeting, on the 17<sup>th</sup> of September 2024 at 6:30 pm for the purpose of approving the new rules and name change.
- To approve the Information Leaflet for Members/Tenants on the proposed constitutional change, which will be distributed in early April.

Committee acknowledged that the next steps to be taken include:

- Obtaining our lender’s consent to the constitutional change which involves the adoption of new rules and name change. It was noted that G Mogan intends to contact our Lender before the end of the week and will share a copy of the draft revised new rules;

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- TC Young will on behalf of the Co-operative submit an application to OSCR to apply for registration as a charitable organisation and obtain OSCR's in principle consent. Committee considered the draft application and approved it. Those present at the meeting, completed the Trustee Forms. It was noted that once all Committee Members had completed the forms, G Mogan would send them to TC Young for submission to OSCR along with the application.

It was noted that if the vote is successful at the SGM the rules would be submitted to the FCA for registration. TC Young will deal with this on our behalf. The new Rules and name change will become effective once registered with the FCA. It is hoped that this could be completed by October/November 2024.

TC Young will also carry out the following processes on our behalf:

- The Scottish Housing Regulator (SHR) will then be notified and sent a copy of the registered rules, along with a copy of the report and the minute of the meeting at which Committee agreed to the constitutional change, name change and to adopt the new rules.
- In terms of OSCR's in principle consent, notify OSCR that rules have been registered with FCA allowing them to enter the housing association on the charity register and issue a charity number.

### 13.2 *Cyber Essentials Renewal Application*

Committee noted the contents of the report and approved the application for submission. It was noted that if our application is successful and our accreditation is renewed, the application for Cyber Essentials Plus will then be progressed.

### 13.3 *Director's Report*

Committee noted the contents of the report on various matters and in particular noted the following:

National Fraud Initiative – Pilot for RSLs – Committee noted that there have been no enquiries from tenants or staff in connection with Rosehill's planned participation in the Pilot. It is intended to circulate a reminder prior to sharing any data with Audit Scotland.

SHR Thematic Study on Tenant Participation and Gypsy/Traveller Participation - It was noted that Rosehill's response to the Tenant Participation survey, being carried out by TPAS Scotland on The Regulator's behalf, has been submitted.

SHR – Rosehill Engagement Plan 2024/25 – Committee noted that GSWF had emailed members advising that there would be a slight delay to The Regulator publishing the annual engagement plans for RSLs, which are expected to be published about the 2<sup>nd</sup> or 3<sup>rd</sup> of April.

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**14. Minutes of Sub-Committee meetings for information:**

**14.1 Draft minutes of Staffing and Health & Safety Sub-Committee meeting held on 27<sup>th</sup> February 2024**

Contents noted.

At this point K McCallum left the meeting and G Mogan left the meeting temporarily for the next item.

**7. Chairs Report**

G Mogan was invited to re-join the meeting.

The Chair advised G Mogan that Committee had considered the proposed pay deal for 2024 and decided to vote in favour of the pay deal. G Mogan was instructed to complete the ballot paper and submit to EVH on Committee's behalf. It was noted that the deadline for submitting ballot papers was 12 noon on 28<sup>th</sup> March.

**15. Confidential Staffing Matter**

G Mogan advised that due to further forthcoming changes within the Finance Team, she had held an initial discussion with the Chair and Vice Chair on what action needed to be taken. It was decided that we should now recruit for a Finance Manager and Finance Officer and that to assist with recruiting we would consider flexibility in the number of hours to be worked. It was also decided that, in the interim, she would look into options for temporary cover until both posts were filled.

The Committee discussed the steps taken and decided that they were necessary under the circumstances. It was noted that if the recruitment for a Finance Manager was successful that we would then, giving due notice, terminate the arrangement with Wylie+Bisset.

G Mogan then updated Committee on the temporary arrangements being put in place. The Senior Finance Officer will continue to work with us on a part-time basis (2 days a week) from the start of May until we successfully recruit for the Finance Officer post. Our former Finance Manager has agreed to work 2 days a week from the first week in April until at least the end of June or if possible until the Finance Manager post is successfully filled.

**16. Any Other Competent Business**

**16.1 SHR communication about AAS 2024**

Committee noted that The Regulator had issued advice on the preparations for this year's AAS and that it has decided to continue its request that landlords provide specific assurance on their compliance with relevant obligations in relation to tenant and resident safety.

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**17. Date of Next Meeting**

The next meeting of the Management Committee will be held on Wednesday 24<sup>th</sup> April 2024 at 6:00pm.

I certify that this minute was approved as a true and accurate record of the meeting.

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

(Chair)

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