

MINUTES OF MEETING NO.647
QUEENS CROSS HOUSING ASSOCIATION BOARD OF MANAGEMENT
HELD ON MONDAY 31 AUGUST 2020 AT 6.00 P.M. VIA ZOOM

Andrew Burns, Marilyn Clewes, Ian Elrick, Margaret Glass, Sadie Gordon, David Horner, John McIntyre, Robert Takenzire, Bronwyn Wyper.

Shona Stephen (Chief Executive), Neil Manley (Director of Finance and Corporate Support), Rona Anderson (Director of Property, Enterprise and Regeneration), Donalda Hogg (Head of Business Services), Louise Smith (Head of Housing & Housing Support), Fiona Smith (Executive Office Manager), Adele Drennan (Governance Officer).

Niall McKinnon (Head of Development) – item 4 only.

Matt Millar (observer)

ACTION

1.0 Welcome and Apologies

1.1 Marilyn Clewes welcomed everyone, with a special welcome to Matt Millar who was observing his first Board meeting. Niall McKinnon, Head of Development was in attendance for item 4 only. Apologies received from Anne Ramsey.

2.0 Declarations of Interest

2.1 No new declarations were made.

3.0 Annual Accounts 2019/20

3.1 The purpose of this report was to consider a recommendation from the Audit Committee that the Chair and other relevant board members sign off the group accounts and letter of representation. Andrew McCulloch, Director of Audit from Wylie and Bisset, our external auditors, had fully briefed members of the Audit Committee when they met on 25 August. This was an opportunity for the full board to ask any further questions and for members of the audit committee to provide feedback on their discussions.

3.2 The Chair of the Audit Committee confirmed that an external audit had taken place and that these form an unqualified audit opinion. The accounts now reflect the Workspace being part of the QC Group and confirmed that the Housing Association is in a strong financial position. It was also confirmed that the impact of Covid-19 on the financial position of the Group will not be fully understood until the coming year. The Chair of the Audit Committee recommended that the Board sign off on the Group Accounts.

3.3 The Board:

- Confirmed that so far as any Board member is aware, there is no relevant information of which the Group's auditor is unaware.
- Approved all documents to be signed by the Office Bearers and presented to the membership at the AGM on Monday 7 September, subject to minor amendments.
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4.0 Hamiltonhill – Consent for Disposal

This report is not for publication due to commercial sensitivity.

5.0 2020 Model Rules

- 5.1 The purpose of this report was for the Board to consider the recommendation not to call a SGM to adopt the SFHA 2020 Model Rules until 2021 to allow time to consider any other amendments (to the rules) which the Association may want to make at the same time.
- 5.2 The Executive Office Manager confirmed that the 2020 Model Rules can be adopted at the AGM in September 2020, an SGM during 2021 or at the AGM in 2021 and invited the Board to discuss and consider each of these options. The Board discussed and considered the options and risks and noted that there was no urgency or legislative reason for the Association to adopt these rules. This was confirmed by the SHR at a webinar on 28 April and in a SFHA publication (COVID 19 Briefing practical governance versions 3 and 4) which stated that Associations may choose not to adopt the new Rules and that under the current circumstances ‘this is not something SHR will make a big deal out of.’
- 5.3 It was clarified that should the Board wish to adopt the Rules at the AGM in 2021, we would require to hold an SGM immediately beforehand.
- 5.2 Following discussion, the Board:
 - a) Agreed not to call a SGM to adopt the SFHA 2020 Model Rules until 2021.
 - b) Noted that this has been communicated to SHR as a notifiable event and a copy of this minute will be issued to SHR confirming that the Board supports this recommendation.

6.0 Update from Chair of Audit Committee

- 6.1 The Chair of the Audit Committee provided an update earlier in the meeting at item 3.

7.0 Minute of Meeting No. 646 held on 18 August

- 7.1 The minutes of meeting 646 held on 18 August 2020 were approved as an accurate account, proposed by John McIntyre and seconded by David Horner.

8.0 AOB

- 8.1 The Chair wished to again express her thanks and appreciation for all the work undertaken by staff at Queens Cross to maintain delivery of services under the challenging circumstances.

09.0 Date and Time of Next Meeting

The meeting concluded at 6:45pm.

The next meeting is scheduled to take place on Monday 7 September 2020 (immediately following the AGM).

I certify that the above minute has been approved as a true and accurate record of proceedings:

Chair: **Date:**