

MINUTE OF MEETING OF KEY BOARD  
HELD ON WEDNESDAY 21 AUGUST 2024

At 6.00 p.m. – in the Square, 70 Renton Street, Glasgow

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PRESENT

Sheenagh Simpson (Chair)  
John Paterson  
Jack Crombie  
Ann McGuigan (until 1.14)  
David Meechan  
Gillian Anderson  
Dave Le Sage (online)  
Rebecca O'Donnell  
Dee Fraser  
Paul Hush  
Brian Kemsley

IN ATTENDANCE

Andrea Wood (CEO)  
Alison Wood (Director of Finance)  
Gordon Anderson (Director of Housing, Development  
and Corporate Services)  
Glenn Harrold (Director of People and Organisational  
Development)  
Jean Ramsay (Director of Support)  
Asa Brooks (Governance, Regulation and Compliance Manager)  
Leam MacKeown (Inclusion Manager – Supporting TAG)

ACTION

1.1 APOLOGIES

Apologies were received from Musab Hemi. Angus Turner and Karen Jamieson have been granted leave of absence.

1.2 DECLARATIONS OF INTEREST

No interests were declared.

1.3 MINUTE OF PREVIOUS MEETING (19.6.24)

The minute of the meeting of 19 June 2024 was approved.

1.4 MATTERS ARISING

1.4.1 Board Appraisals (old item 1.4.1)

The Chief Executive confirmed that her own appraisal had been carried out by the Chairperson on 25 June 2024. Board members noted that if they would like to review the appraisal report they can request this from the Director of People.

1.4.2 Pay Award (old item 1.5.2)

Referencing the update that had been circulated to Board members by email, the Chief Executive confirmed that the Union membership had accepted the pay offer via ballot and the increase would be paid in the next salary.

1.4.3 Review of Strategic Plan (old item 1.8)

The Chief Executive advised the Board that the Review of the Strategic Plan, approved at the last Board meeting, was submitted to the Scottish Housing Regulator on 26 June, along with Rent Affordability Reports as required by our Regulatory Plan.

1.4.4 Reportable Financial Matter (old item 1.10)

The Board noted the report.

1.5 STAFFING ISSUES

The Board noted the report. The Chief Executive updated the Board on the recruitment of a new Operational Manager for Highland and Central Scotland and confirmed the successful applicant will take up position in September. The Board noted there have been further staffing changes in this location as two of our Highland-based area managers, are stepping down and the recruitment process is on track to fill both posts. The Chief Executive reiterated that we were working with everyone involved to ensure a smooth transition.

1.6 FINANCIAL REPORT 2023/24 (P)

1.6.1 Annual Accounts for Year to 31.3.24

The Director of Finance spoke to a presentation on the main aspects of the Annual Accounts, referring to the income and expenditure account and the balance sheet. It was noted that there was no financial activity for KHA Development Ltd as it is dormant.

Noting that the accounts had been considered in detail at the recent meetings of the Audit Committee and Finance Review Group, the Board approved the accounts for presentation to the membership at the forthcoming Annual General Meeting.

DF

1.6.2 Letter of Representation

The Board approved the signing of the annual letter of representation to Key's auditor (Azets Audit Services Ltd), confirming the Board's confidence that it had taken all reasonable steps to make the auditor aware of any information relevant to its audit of the financial statements of Key Housing Association Limited for the year ended 31 March 2024.

DF

1.6.3 Audit Management Report

The Director of Finance spoke to the Audit Management Report, in which it was confirmed that Key's latest Financial Statements give a true and fair view of the state of the group's and Key's affairs at 31.03.24, including income and expenditure for the year then ended. In particular, it was noted that there were no issues affecting the group's or Key's ability to continue as a 'going concern', and that the auditor had gained satisfactory assurance that the audit risks identified at the audit planning stage have been mitigated.

1.6.4 2023/24 Overall Review

The Director of Finance spoke to a presentation on Key's financial performance for the year ending 31.03.24, including income and expenditure details across all areas of activity and in each local authority area, together with details of the balance sheet.

The Board accepted the Financial Review report.

1.7 AUDIT COMMITTEE

1.7.1 Minute of Meeting (6.8.24)

The minute of the Audit Committee meeting of 6 August 2024 was noted.

1.7.2 Audit Committee Report

The Board received with approval the annual report from the Audit Committee for the year ending 31 March 2024, noting that the Committee had met on a quarterly basis during the year to consider Key's internal and external audit programmes. The internal auditor (TIAA Ltd) had presented audit reports during the year covering: business continuity management, creditor payments, housing service charges, housing services quality assurance, workforce planning/staff deployment, budgetary control and absence management, with the overall levels of assurance being given as 'Substantial' or 'Reasonable', and no 'urgent' recommendations.

The Board further noted the external auditor's report following the audit process for year ending 31 March 2024 and the Audit Committee's concluding view that the Board had met its responsibilities as detailed in the financial statements.

1.7.3 External Auditor – Year to 31.3.25

The Board approved a proposal to appoint Azets Audit Services as external auditor. This is the third year of a three year contract running until 31 March 2025, with the option to extend further to years ending 31 March 2026 and 2027. The Director of Finance informed the Board that extension would typically be the preferred option if the contract is operating well for both parties.

1.8 AGM ARRANGEMENTS – UPDATE

The Governance Manager spoke to the report on preparations for the AGM to be held as an in-person meeting on Wednesday 11 September 2024 (with an option for online attendance). The Board noted that the meeting will include a presentation on our housing activities by the My Home Group, as well as reports from the Chairperson, National TAG and it will finish with a Review of the Year video.

All Board members were asked to return proxy slips for the AGM, whether they were planning to attend or not, to help achieve quorum.

The Board noted that Musab Hemi had been in touch with the Chairperson to explain that sadly, due to difficulties around the time commitment required for Board membership, he will be stepping down as a Board member at the AGM, and not standing for re-election. The Board recognised that since joining in 2022, Musab has been an asset to the work of the organisation.

The Board further noted that Angus Turner will also be retiring from Key's Board at the AGM and not seeking re-election. The Board acknowledged that, as a founding member of the organisation, his impact has been immeasurable. The Board noted that his retirement will be marked at the AGM and welcomed the news that Angus would remain as a Director of Community Lifestyles and member of our review groups.

Chair/  
CEO

Angus currently holds the title of "Vice Chair – Appeals". The Board heard that this role was related to older disciplinary and grievance procedures, which have now been superseded. As the Board no longer plays as prominent a role in our newer procedures there is no need for a dedicated office bearer for appeals. The Board approved a proposal to amend Key's Standing Orders, removing the requirement for the Board to have a post of "Vice Chair – Appeals".

GM

Following on from discussion with the Board at the June Governance Session, the Chief Executive and Chairperson have been progressing the recruitment of a new member to the Board who has a background in ICT. The Board will receive updates on this at future meetings.

Chair/  
CEO

It was noted that there will be a short Board meeting after the AGM.

#### 1.9 SECRETARY'S REPORT UNDER RULE 68

Noted with approval by the Board.

#### 1.10 ISSUES ARISING FROM BOARD APPRAISALS

The Board noted that very few issues had been raised, and that the desire to arrange more focused discussions on various relevant topics could be met by the work around the development of the next Strategic Plan, as addressed at item 1.12.

#### 1.11 NOTE OF GOVERNANCE SESSION (19.6.24)

The Chief Executive presented the report on the proceedings of the Board Governance Session held on 19.06.24, which was noted by the Board.

#### 1.12 TIMETABLE FOR STRATEGIC PLAN REVIEW

The Chief Executive spoke to the report, with the Board agreeing a schedule of work and discussion sessions that would take place in support of the development of the Strategic Plan to be launched in 2025. She explained that the process for developing the plan

would be informed by the Scottish Housing Regulator guidance on business planning. This included agreement over which stakeholders should be involved, including National and Regional TAG, people we support, area managers and commissioning bodies.

The Board acknowledged that the issues being addressed by the upcoming strategy are broadly similar to those of the existing strategy, albeit informed by a more challenging financial climate. They felt that these were still the most pressing matters, and that in recent strategy events people we support have expressed their approval for continuation of these broad themes.

The Board made particular recognition of National TAG and the enthusiasm they demonstrate in support of our strategy work, and thanked our Inclusion and Participation Team for assisting them with this.

#### 1.13 REVIEW GROUPS

##### 1.13.1 Finance (6.8.24)

Head of Finance spoke to the report which was noted by the Board.

#### 1.14 SERVICE DEVELOPMENTS

The Director of Development spoke to the report, describing recent service development activities for Key in four different areas across Scotland.

#### 1.15 ENERGY SAVING OPPORTUNITY SCHEME

The Director of Corporate Services confirmed to the Board that we had met our Phase 1 requirement, by having our independent audit of energy use carried out on time. The Board will be required to approve an action plan in time for submission to the UK Government in December.

#### 1.16 MODERN SLAVERY STATEMENT

Director of People spoke to the report which was approved by the Board, and will be published on our website.

#### 2. COMMUNITY LIFESTYLES

##### 2.1 Directors' Meeting (13.8.24)

The minute of the Directors' meeting held on 13.08.24 was noted.

2.2 Annual Accounts to 31.3.24

The Board approved the Annual Accounts for Community Lifestyles Ltd for the year to 31 March 2024. These had been considered and approved by the Directors and will now be submitted to the AGM of Community Lifestyles being held on 3 September 2024.

2.3 Key Representative to Lifestyles' AGM (3.9.24)

Members noted that the AGM of Community Lifestyles Ltd would be held on the evening of 3 September 2024. It was also noted that at least one Board member (who is not also a Director of Community Lifestyles) is required to attend this AGM, to represent Key. Key's Chairperson would usually attend but as they will be unavailable at this date, John Paterson volunteered to attend in their place.

3. KHA DEVELOPMENTS LTD

3.1 Directors' Meeting (6.8.24)

Director of Housing and Development spoke to the report on the meeting of Directors held on 06.08.24, which was presented for noting.

It was also noted that, given the absence of any planned activity in the foreseeable future, the Directors had agreed to maintain the dormant status of the company.

3.2 Annual Accounts to 31.3.24

With Key being the sole shareholder of KHA Developments Ltd, the Board approved the Annual Accounts for KHA Developments Ltd.

3.3 Ongoing Financial Support

The Board approved Key Housing Association's continued support for KHA Developments Ltd for a further year from 1 April 2024.

4. QUARTERLY REPORTS

The Board noted the report. The Director of Finance confirmed that the report refers to the first quarter up to June 2024.

5. HOUSING, DEVELOPMENT AND ADMINISTRATION ISSUES

5.1 Bank Mandates

The Board approved the signatories on the new bank mandates for the accounts presented, and noted the amended bank mandates that were also presented.

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5.2 Share applications

The Board approved the application for Association membership and use of the seal on a share certificate.

6. AOB

No other business was considered.

7. DATE OF NEXT MEETING

The Board will next meet on Wednesday, 11 September 2024.