

**West Whitlawburn Housing Co-operative**  
**Management Committee Meeting of Monday 25th July 2022**  
**Meeting held in Whitlawburn Community Resource Centre**

**In attendance:**

**Committee:**

A Duffin – Secretary (AD)	M Alcorn (MA)	B McNicol (BMcN)
R Alexis (RA)	P Welsh (PW)	E Kerr (EK)
K Stubbs-Gorman (KSG) Co-optee		

**WWHC Staff:**

S Marshall – Director (Dir)  
G Clayton – Deputy Director (DD)  
R Hosie - Corporate Services Officer (CSO) – Minutes

**Other:**

Eamonn Connelly – EVH Director (EC)

**1. Apologies**

A Anderson (AA); D Murphy (DM); S Anderson (SA)

Meeting is Quorate. The Secretary chaired this meeting.

**2. Confidentiality**

The Secretary reminded all present about the importance of confidentiality.

**3. Declaration of Interests**

Dir, DD and CSO declared an interest under agenda item 5 and will not participate in any discussion or decision making.

**4. Equalities and Human Rights**

No issues raised at this meeting.

**5. Pension Working Group Report**

EC (EVH) presented the report from the Pension Short Life Working Group summarised points contained in the report:

- Background to Scottish Housing Associations Pensions Scheme (SHAPS) and WWHC membership. Valuations and deficit reduction plans with deficit reduction payments and increasing contribution rates. Current scheme options offered by WWHC (Defined Benefit (DB) and Defined Contribution (DC)) and the results from triennial valuations.

- The Pension Short Life Working Group was established with Committee and staff members supported by EVH, to consider future pension provision. The Group had five meetings with the final meeting on 20th July 2022.
- The Group examined a wide range of options and aimed to capture the views of staff (both from members DB and DC schemes), along with staff currently not in any pension scheme. Between meetings staff were asked to consult colleagues as evolving forward strategies emerged. To assist in the overall process the Group was provided with an information session from a well-regarded pension specialist and found this to be helpful.
- Given the potential increasing liability and the increasing contribution costs for employees the favoured option was to consider moving all staff into the DC scheme with effect from 1 April 2023 with a range of DC options on offer with life cover provided for all those within the DC scheme(s).
- The Finance Officer provided modelling of costs showing the position for the current year to end of March 2023, and the three years thereafter to the Group. Significant increases for DB scheme options are projected from April 2023 by The Pension Trust affecting employer and employee contribution rates.
- In conclusion, the group recommends that WWHC move to offering Defined Contribution pension options with effect from 1 April 2023 as detailed in the report.

EC advised Committee of good practice to formally consult all staff for a period of 60 days and formally write to all staff explaining any decisions taken.

EK sought clarification on the deadline for this process - 31st March 2023.

BMcN explained that the current cost of living crisis is a concern. EC agreed.

MA explained that pay increases are likely to change which could affect an employee's pension decision. EC agreed that wage fluctuations are unpredictable and trade unions would argue this too.

EC advised that offering life cover and financial advice to employees as part of the changes process is good practice.

<p>Committee agreed the recommendation to close DB schemes and move to DC schemes as detailed and to progress next steps in the process.</p>
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EC left the meeting at 18:50.

## **6. Previous Minutes**

Management Committee meeting of 27th June 2022. The previous minutes were proposed by MA and seconded by PW. The Secretary will pass the updated signed minutes to the Dir for filing.

## **7. Matters arising from Previous Minutes**

### **Actions arising from Previous Minutes Report**

The Dir confirmed all matters are as in the report and Committee noted the update.

## **8. Sub Committee Minutes and Referrals**

Performance, Assurance and Risk (PAR) Sub Committee has been rescheduled from 15th August to 22nd August 2022. due to GWSF AGM. EK advised of apologies for this date.

## **9. Correspondence**

### a) Information

None.

### b) Decision

None.

## **10. Delegates Reports an Affiliated Organisation Information**

### a) Employers in Voluntary Housing (EVH)

MA explained that recruitment and succession planning is a sector wide issue.

The Dir advised that MA has been booked to attend the EVH annual conference on 8th and 9th September 2022.

### b) Glasgow West of Scotland Forum of Housing Associations (GWSF)

AD advised the AGM will take place on 15th August 2022.

The Dir added that the GWSF conference will take place in October 2022. A senior officer event is arranged to consider future rent increases. A review of EESH2 is due and updated guidance is due surrounding Tenant Satisfaction Surveys which will outline approved survey methods.

Committee noted the update.

### **c) Scottish Federation of Housing Associations (SFHA)**

None.

## **11. Governance and Assurance**

### **a) Schedule of External Submissions 2022/23**

Committee noted all items up to date.

## **b) Management Committee Training Plan**

The next training item on overview of the Regulatory Standards by Linda Ewart will be rescheduled from 15th August 2022 as it coincides with GWSF AGM. Date TBC.

Induction training is to be scheduled for KSG – other committee members welcome to attend. A potential new committee member has agreed to attend the August 2022 meeting.

Committee noted the update.

## **c) Governance, Recruitment & Succession Planning**

Committee noted the requirement to elect a new Chairperson following the AGM in line with Rules,

Annual appraisals will be carried out following AGM which will identify skills gaps and training requirements. Committee agreed to consider recruitment further at this point.

## **d) AGM Planning**

As agreed at the June 2022 meeting, the AGM will take place on Saturday 10th September 2022 at 10am.

EK asked if members can be represented by proxy if they are unable to attend. The Dir / DD confirmed that this is allowed in the Rules.

The Secretary will issue Committee information on Rule compliance to the next meeting.

Committee noted the update.

## **12. Regulation**

No report at this meeting.

## **13. Director Report and Targets**

The Dir summarised the update provided within the papers.

The WWHC office has reopened with screens still in place at reception and interview rooms. The requirement to wear face masks has been removed after consultation with staff and staff are able to WFH should they contract COVID-19.

The Secretary sought clarification regarding NB Smoke and Heat Alarms and the number of properties completed. The DD advised there is one property with access issues.

Completion of HEEPS Insulation Works has been delayed due to due to labour shortages. WWHC and the contractor have agreed to postpone this work until the autumn. The DD re-assured committee that this programme will be complete by the end of the calendar year.

Committee noted the overall update report and progress to targets.

#### **14. Property services**

No items.

#### **15. Tenancy services**

The arrears monitoring report will be presented at the PA&R Sub Committee meeting on 22nd August 2022 meeting.

#### **16. Corporate services**

##### a) Financial Audit 2021/22

Fieldwork for the audit is complete and the Auditor will present the financial Statements to the 29<sup>th</sup> August 2022 Committee meeting. No issues have been highlighted thus far. Committee noted the update.

#### **17. East Whitlawburn**

##### a) Legal Agreement

Complete as previously reported.

##### b) Loan Finance

Committee considered the report from TC Young Solicitors on the loan agreement documentation with CAF Bank Limited ("CAF")

The report gives an overview of the key terms on which CAF is prepared to offer the loan. CAF's documentation comprises a Key Commercial Terms Letter ("KCT") and standard Terms and Conditions which apply to the KCT.

At the time of this report negotiations on the terms of the loan agreement are ongoing and to be finalised.

TC Young confirm that in their view the legal terms in the documentation are not inappropriate subject to satisfactory resolution of any points identified.

The Dir advised that the Co-operative's rules have been submitted to CAF Bank. The covenants have been submitted to the auditor for comment with no issues and the insurance broker has confirmed conditions are met.

The extract of the minutes in the format required by the Bank is included in the report

Committee approved the recommendations and authorised signatories as detailed in the appended extract of the minutes.
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##### c) Progress report

The DD advised there is a delay in handovers of four weeks. An update will be provided at the next PA&R sub-committee meeting.

EK queried two properties on Morven Road which are not WWHC properties. The DD confirmed this is correct adding that on the same site there is planning permission in place to build two semi-detached houses. Committee highlighted ASB concerns around the EW / NB properties. The Dir and DD reassured committee that staff are working with the Police and CCG to resolve issues. Concierge will continue to action Anti-Social Behaviour (ASB) where and when they can.

Committee noted the update.

## **18. Business Plan**

30 year Financial Projections have been updated with FMD as required by CAF Bank for the loan approval. The summary was presented to Management Committee at the June 2022 meeting. The narrative supporting the projections has been updated and it is recommended that Section 8 of the Business Plan is approved for inclusion. The 30 year cash flow summary was included in the papers which included previous totals from August 2021 for comparison. The Dir explained that the detailed assumptions have been updated (pension, inflation etc.).

Management Committee approved the update to Section 8 'Financial Projections' of the Business Plan.
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## **19. Policy Reviews**

### **a) Training and Development Policy**

Existing policy reviewed under the normal review cycle. The Dir advised that no significant changes are proposed

Committee approved the updated Training and Development Policy
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### **b) Volunteering policy**

The Volunteering Policy details how WWHC will facilitate and support volunteering opportunities. There have been no legislative changes relating to this policy and no material changes made.

Committee approved the updated Volunteering Policy
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## **20. Complaint Monitoring report Q1 2022/23**

The Dir summarised the quarter 1 monitoring report. 3 complaints carried forward from 2021/22 were resolved and 13 new complaints were received during Q1. 62.5% of complaints were upheld and 87.5% were responded to within timescale.

The Dir noted that communication issues were main reasons for complaints made and upheld. Staff refresher training will be planned to rectify this.

## **21. Procurement – IT System**

The DD reported that investigations into a new IT system which will meet our housing management, repairs, health & safety compliance, and asset management requirements.

Our current system is a dated 'legacy system' and a new IT system will significantly improve efficiencies in all of our day to day processes.

We have viewed demonstrations cloud based systems and have had discussions with other RSL's, where there have been significant numbers moving to cloud based software.

Committee noted the update and approved that IT procurement focuses on a cloud based IT system as detailed in the report.
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## **22. Metering and Billing Service Contract Extension**

The DD sought Committee approval to extend the existing Metering and Billing Service Contract for our district heating system for a period of 12 months.

The provider has proposed a price increase which we have requested they reconsider. The DD will notify Committee via email with response.

Committee approved the contract extension for a period of 12 months.
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## **23. Any Other Competent Business**

Ground Maintenance - EK raised concerns regarding grass cuttings and messy unkept areas between Jura Terrace and Roslin Tower and at the back of WWHC's office. The DD explained that the Property Manager is investigating concerns and will pass this information on. Concerns regarding weekend working raised at the previous meeting were addressed by the contractor gave notification late on a Friday afternoon. The DD explained there are staffing issues on the contractor's side and discussions will continue. Committee advised that should the contractor not fulfil their duties as agreed then this should be reflected in the amount WWHC pays for their services.

Loitering - PW highlighted concerns regarding youths loitering in MSF common areas. The Dir / DD explained ASB is a concern as previously discussed and the police will enforce action when called.

MSF Cleaning - BMcN advised that cleaning standards within common areas of MSF's have fallen. The Dir / DD will raise with Concierge manager.

Website -The DD requested that Committee test out the new website and provide feedback. CSO to resend website testing link for Committee.

## **24. Date and Time of Next Meeting**

Monday 29th August 2022 at 6.30pm.

## CONFIDENTIAL ITEMS

### EXTRACT MINUTES OF A MEETING OF THE COMMITTEE OF MANAGEMENT OF WEST WHITLAWBURN HOUSING CO-OPERATIVE LIMITED

Held at Whitlawburn Community Resource Centre.

On 25<sup>th</sup> July 2022 at 6.30 pm.

Present: Andy Duffin; Robert Alexis; Phil Welsh; Muriel Alcorn; Elizabeth Kerr; Bridie McNicol; Ken Stubbs Gorman.

In attendance: Stephanie Marshall, Director; Grant Clayton, Deputy Director; Rachel Hosie, Corporate Services Officer

1. There being a quorum present the Chair declared the meeting open.
2. There was produced to the meeting
  - (i) a draft loan agreement constituting an offer of loan by CAF Bank Limited for Three Million, Nine Hundred and Twenty-Nine Thousand Pounds (£3,929,000.00) (**the Loan**),
  - (ii) a draft first Standard Security in favour of CAF Bank Limited over property at Belmont Road, Albany Terrace, Clifton Terrace, Hilton Terrace, and Whitlawburn all in Cambuslang (**the Security Document**); and
  - (iii) a draft officer's certificate to be given on behalf of WWHC containing various certifications required by CAF Bank (**the Officer's Certificate**). (The Loan, Standard Security and Officer's Certificate being together referred to as the **Documents**)

It was reported to the meeting that the borrowing of the full amount of the Loan by West Whitlawburn Housing Co-operative Limited ("**WWHC**") would not breach the rules of WWHC or any existing contractual or statutory obligations of WWHC and that WWHC is fully empowered to enter into the loan agreement with CAF bank and perform its obligations thereunder.

3. IT WAS RESOLVED that:
  - (i) the borrowing of the loan is consistent with WWHC's borrowing strategy and that the Committee of Management considers that entering into the agreement constituting the loan is in the best interests of WWHC;
  - (ii) the Documents be and are hereby approved on the terms presented to the Meeting or with such amendments as are agreed by any of the following persons whose names and positions are set out below (each an **Authorised Signatory**) in terms of this Minute (iv)



4. IT WAS FURTHER RESOLVED that any Authorised Signatory is authorised
- (i) to sign the each of the Documents for and on behalf of WWHC; and  
the drawdown request form authorising CAF Bank to release the loan funds.
  - (ii) to give written instructions to CAF Bank Limited relating to the Loan and CAF Bank Limited is authorised to accept the signature of any two of them in respect of all matters pertaining to the Loan and the Security Document. Their full names and personal details are attached below.
  - iii) to agree the final terms of the Documents, with such amendments as the relevant Authorised Signatory, in their absolute discretion approve, and any other document that they deem necessary in connection with any of the Documents (such approval to be conclusively evidenced by the execution of the relevant document in accordance with the resolutions set out in this paragraph 4).
- 5 There being no further matters regarding the Documents, the business of the meeting moved to the next agenda item.

**CERTIFIED AS A TRUE EXTRACT** of the Resolutions of the Committee of management of West Whitlawburn Housing Co-operative which remain in full force and effect and none of which have been rescinded, revoked, varied or amended in any way.

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Secretary

Authorised signatories:

**Officers:**

[Redacted]

**Trustees:**

[Redacted]