

**MINUTES OF THE BOARD OF MANAGEMENT MEETING OF  
MID-WALES HOUSING ASSOCIATION HELD AT TY CANOL HOUSE,  
NEWTOWN ON WEDNESDAY, 14<sup>TH</sup> NOVEMBER 2018**

**Present:** Mr. Peter Swanson (Chair), Ms. Olivia Morris (Deputy Chair), Mr. Richard Martin (part), Mrs. Morag Bailey, Mr. Tony Bowron and Ms. Elizabeth Jenkins.

**Officers:** Mr. Shane Perkins (Chief Executive - part), Mr. Charles Brotherton (Director of Finance and Company Secretary - part), Mrs. Sian Howells (Director of New Business - part), Mrs. Jean O'Neill (Acting Assistant Director of Customer Services - part), Mrs. Andrea Williams (HR Manager – part) and Mrs. Janet Price (Governance Officer – minute taker - part).

<b>1.</b>	<b>APOLOGIES FOR ABSENCE</b>	Action
1.1	Apologies were received from Ms. Joy Garfitt (leave of absence), Miss Susan Havard, Mr. Alex Gambroudes, Ms. Elenor Bonner-Evans and Mr. Daniel Lewis (Board Members), Cllr. Michael Williams (Powys County Council) and Mrs. Anna Orton (Director of Care & Repair in Powys).	
1.2	Recorded as absent was Mr. Mark Roberts (Board Member).	
<b>2.</b>	<b>DECLARATIONS OF INTEREST</b>	
2.1	Mr. Richard Martin declared an interest in agenda item 5, reference 4.8, Decisions and Recommendations from Audit & Scrutiny Committee on 31 <sup>st</sup> October 2018.	
2.2	All Officers declared an interest in agenda item 14 – Briefing from the Chair on discussions with Welsh Government Head of Regulation Operations – and undertook to temporarily withdraw from the meeting during that item.	
<b>3.</b>	<b>MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 19<sup>th</sup> SEPTEMBER 2018</b>	
3.1	Mr. Richard Martin proposed and Ms. Olivia Morris seconded that the minutes of the Board of Management meeting held on 19 <sup>th</sup> September 2018 be approved as a true record.	
<b>4.</b>	<b>MATTERS ARISING</b>	
4.1	Members received the report for information.	

5.	<b>DECISIONS TAKEN AT THE AUDIT &amp; SCRUTINY COMMITTEE MEETING ON 31ST OCTOBER 2018</b>	
5.1	Members were advised of the decisions taken at the Audit & Scrutiny Committee meeting (A&SC) held on 31st October 2018.	
5.2	The first item, relating to the rescinding of delegated authority to the Executive Group to approve future allocations of properties to relatives of Board Members and employees was clarified by the Chief Executive, following a discussion with the Association's Housing Regulation Manager. She accepted that it was 'custom and practice', within the housing sector, for officers to make such allocations and then seek retrospective approval from committee.	
5.3	Members discussed the issue of who has the authority to sign the Cylch Caron Development Agreement, which currently stands as the Chair of Finance & Risk Committee (F&RC) and the Deputy Chair; the latter chosen for his (then) involvement with the Cylch Caron Task & Finish Group. Members were asked whether the authority should remain with the incumbent of that position, or with the individual Member himself.	
5.4	Another Member commented that she would be more comfortable with the decision reverting to being one that the full Board should take. <i>At this point, Mr. Richard Martin (former Deputy Chair) temporarily withdrew from the meeting.</i>	
5.5	The Company Secretary reminded Members that Mr. Martin, who was co-opted to the Board in September, was re-appointed for his skills and expertise, particularly in relation to the Cylch Caron development and his wider connections within Ceredigion. As a co-optee, he has the same rights and responsibilities as all other Members (with the exception of voting on changes to the Rules) which should not undermine Members' ability to request that he still has the appropriate authority. Crucially, the Company Secretary also reminded Members that signing the Development Agreement does not commit the Association to the full business case, which will be presented to the full Board for consideration.	
5.6	The Chief Executive also explained the purpose of the Cylch Caron Task & Finish Group and subsequent delegation to the Finance & Risk Committee. He added that Mr. Martin is also a voting member on the Cylch Caron Project Board and his continued involvement with the project has been invaluable.	
5.7	<b>Mr. Tony Bowron proposed and Ms. Olivia Morris seconded that the Chair of the Finance &amp; Risk Committee and Mr. Richard Martin should be given authority to sign the Cylch</b>	

	<p><b>Caron Development Agreement, removing the authority given to the Deputy Chair. All Members were in agreement.</b>  <i>Mr. Martin re-joined the meeting at this point.</i></p>	
5.8	Members received the remainder of the report for information.	
<b>6.</b>	<b>DECISIONS FROM FINANCE &amp; RISK COMMITTEE</b>	
6.1	Members were advised of the decisions taken at Finance & Risk Committee meeting (F&RC) held on 1st November 2018.	
6.2	The Director of Finance drew Members' attention to the stated forecast budgeted surplus in the second paragraph on page 2 of £350,000 and stated that the figure should be £250,000. He highlighted a number of cost pressures on the Association including routine maintenance, repairs to void properties, etc. and undertook to ensure next year's budget would be more realistic in terms of these pressures.	
6.3	The Director of Finance explained that the negative goodwill created by the purchase of EOM is a positive item within the accounts. He also commented that it is unlikely the Rent-to-Own scheme will have any significant effect on the Association's housing stock, with the Welsh Government anticipating that 1,000 homes may be provided throughout Wales under this initiative.	
6.4	Members received the remainder of the report for information.	
<b>7.</b>	<b>LANDLORD HEALTH &amp; SAFETY COMPLIANCY REVIEW AND RECOMMENDATIONS</b>	
7.1	The Director of New Business introduced the report. She explained that following the presentation of the Association's Annual Compliancy Statement to the Welsh Government (WG) in July, the WG has responded with its "Sector Overview and Recommendations" which the Association has to meet, in addition to its own health and safety practices.	
7.2	The Director stated that she was confident in the Association's ability to offer a good level of assurance on health and safety, whilst acknowledging several gaps which need to be addressed to meet the Welsh Government's aspirations in terms of health and safety reporting.	
7.3	Members' attention was drawn to a gap analysis detailing areas which the Association needs to strengthen and noted that the appointment of a Senior Maintenance and Health and Safety Officer in the directorate will assist the Association in providing more focus	

	on these areas.	
7.4	The Director of New Business highlighted the need to undertake fire risk assessments (FRAs) on individual composite fire doors, which will be challenging in terms of time and human resource. In addition work will be required to ensure transparency in the Association's service level agreements (SLAs) with its support providers.	
7.5	Members noted the budgetary pressures resulting from the increased external verification requests by WG and also noted the importance of data integrity as a theme across the sector as a whole.	
7.6	A Member stated that the compliancy review had been one of grave concern for the Committee and felt that one of the basic distinctions, i.e. the difference between landlord and employee health and safety, had become 'muddled'. The Director of New Business disagreed with her statement, stating that whilst there may be some overlap, her report focussed on landlord compliancy. The Member added that the report did not contain an action plan, nor facts and figures, and failed to tie-in with the sector overview recommendations. Further, she commented that the Association's data integrity was 'less than perfect', whilst acknowledging the fine line between providing Board with the assurance it needs and such detail.	
7.7	Accordingly, the Member said that she was unable to agree to the paper in its current form, explaining that, as a result of close engagement with the Association's Regulator (on another issue) she was aware of the need to be meticulous in the presentation of data. She requested a fully costed action plan, with timetable, to help Board monitor progress on each recommendation. She also questioned whether the Association should employ a specialist to audit the compliance, whilst acknowledging stretched resources.	
7.8	The Chief Executive commented that the Association had worked quickly to prepare the scoping report, given the sector overview report had not been published until mid-October. He added that Directors had been keen to provide Members with an early view of the gaps and weaknesses in the Association's health and safety compliance and acknowledged that an action plan could be added in future.	
7.9	The Member emphasised that Board Members need to be reminded of their obligations and liabilities under health and safety legislation and that it is an issue which cannot be delegated. The Chief Executive agreed with her sentiment but commented that it had been difficult to get many Members to commit to attending health	

	and safety training.	
7.10	A Member questioned whether the Association has the capacity to prepare the required action plan; the Director of New Business replied that the Association's focus for the year had been to provide a strategic overview and gap analysis, given the time involved, with the intention of providing a detailed, costed action plan in the future, and to research who may be able to provide such independent, external advice.	
7.11	In response to the Member's question, the Director of New Business advised that such a report would not be available in time for the December Board meeting. The Chair of ODC indicated her deep concern about the potential for accidents to occur during this time to which the Director explained that no Association would be able to control against or manage a tenant who wilfully caused damage to properties which could lead to the loss of life. She asked Members if they felt that health and safety was not being sufficiently managed within the Association, given it is clearly reported within the Pentana system. The Member replied that she didn't know, but, as a Board Member she realised it was her legal duty to know; she added that she did not have enough knowledge or assurance to feel secure that the Association is compliant.	
7.12	The Director of New Business replied that it is very difficult to gauge the level of assurance that Members require until such time as Members have all received their health and safety training, but in her professional capacity, she had provided a gap analysis with the promise of further work to follow. The Chief Executive concurred that the Association is unable to give Members the comfort that policies and systems are in place until such training is delivered.	
7.13	The Member also raised the separate issue of employee health and safety compliance.	
7.14	The Director of Finance also reminded Members of their responsibilities in obtaining assurance on two other critical areas: financial sustainability and ensuring good governance. He outlined the varying forms of assurance currently provided for both areas and commented that he felt the Director of New Business had provided a timely response to the Board following the WG's sector overview report. He also stressed the need for urgent training for Board Members, with any non-attendance being an issue for the Chair to address.	
7.15	Members and Officers spoke broadly of the need to develop a realistic timetable for training and the development of an action plan; the Corporate Services Officer will be requested to reinstate	<b>CSO</b>

7.16	<p>the training postponed from early December due to low attendance with the Chair providing a reminder of Members' legal liabilities under health and safety legislation. In addition, it was suggested that Board should determine what it requires from the A&amp;SC in terms of the Committee's authority to monitor health and safety.</p> <p><b>Mrs. Morag Bailey proposed and Ms. Olivia Morris seconded that the proposed scope of actions identified as necessary to better satisfy WG Landlord Health and Safety Sector Compliancy recommendations be approved and that Board Member training and the production of an action plan be undertaken urgently.</b></p>	<b>DoNB</b>
8.	<b>AUDIT REGISTER</b>	
8.1	<p>The Chief Executive explained that the register contained a summary of the internal audit reports recently presented to committee which are presented to Board for retrospective approval. Members received the paper and approved the results of the audits.</p>	
9.	<b>USE OF SEAL</b>	
9.1	<p>The Use of Seal was tabled at the meeting. Mr. Richard Martin proposed and Ms. Olivia Morris seconded that the Use of Seal be ratified. All Members were in agreement.</p>	

Agenda items 10 to 19 are recorded under the Confidential Minutes of the Board of Management of Mid-Wales Housing Association held on 14th November 2018.

**Minutes produced by Governance Officer on 22nd November 2018**

<b>Checked by:</b>	<b>Date</b>
<b>Shane Perkins</b>	<b>Not available</b>
<b>Charles Brotherton</b>	<b>11 December 2018</b>
<b>Sian Howells</b>	
<b>Anna Orton</b>	<b>Not present</b>
<b>Jean O'Neill</b>	