



CUNNINGHAME
HOUSING ASSOCIATION

More than just a landlord

Board of Management Minutes

Date of Meeting: 24th August 2023

Please note that these minutes have been edited to remove any information relating to personal/confidential/commercially sensitive or of a personal nature.

CUNNINGHAME HOUSING ASSOCIATION LTD

Minutes of Special Board of Management Meeting

Held on Thursday 24th August 2023 at 2:15 pm in the Association's Quayside Offices,
Marina Quay, Dock Road, Ardrossan KA22 8DA



Present	In Attendance
Lesley Keenan (Chair) Brenda Johnstone Brian McCabe Elizabeth Shedden John Nisbet June Fenelon Margaret Davison Willie Gibson Cllr Eleanor Collier (NAC)	Linda Anderson, Acting CEO Fettes McDonald, Finance Consultant Jeremy Chittleburgh, CT via MS Teams Lesley McPhee, Finance Manager Elaine Nimmo, Minute Secretary

PRIORITY RED – SECTION 1 – STANDING ORDER ITEM AND GOVERNANCE ITEMS		ACTION
1.	Apologies Apologies were received from Frank Sweeney, Janet Strang, Drew Hall, John Kelly, Liam Loudon and Cllr Stephen Canning.	
2.	Chairperson's Remarks <ol style="list-style-type: none"> 1 Welcome members to the meeting and Jeremy Chittleburgh from Chiene & Tait who has joined via MS Teams. 2 The Chair asked all Members to ensure that their mobile phones are switched off. 3 As there were confidential items on the Agenda the Chair read out the following confidentiality statement: In compliance with the Regulatory Code of Governance and Board Members' Code of Conduct all items detailed in this notice as being confidential should not be discussed with any external party either prior to or after said meeting by any Member of the Board of Management. All members should note that when the Group CEO/Executive Directors/Officers are giving or presenting their report that there will be no interruptions to allow them to finish their reports. Questions can be asked after the presentation. 4 GDPR Training - The Chair reminded members to ensure they complete their online GDPR training by the end of August. 5 Training Dates – The Acting CEO discussed the potential of agreeing specific training dates for the new session 2023/24. After discussion the Board agreed that it would make better use of their time if dates were agreed in advance and a timetable issued. The Acting CEO agreed and will arrange to issue dates and arrange training for the new session in line with the Board's collective training plan. 	<p style="text-align: right;">Board</p> <p style="text-align: right;">CEO</p>
3.	Declaration of Interest None.	
4.	Requirement of the Writing (Scotland) Act 1995 None.	

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PRIORITY RED – SECTION 2 – IMPORTANT ITEMS MUST BE TAKEN	ACTION
<p>5. Annual Accounts to 31st August 2023 (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Financial Consultant referred members to the previously circulated draft annual accounts for the year 31st March 2023 and proceeded to go over same with the Board in detail.</p> <p>The Financial Consultant referred members to page 8 of the document Statement on Internal Financial Control “The Board of Management acknowledges its ultimate responsibility for ensuring that the Association has in place a system of controls that is appropriate for the business environment in which it operates.”</p> <p>The Financial Consultant confirmed the annual surplus for the year before pension adjustments was £2.475m. The budget for the year indicated a surplus of £2.930m, therefore an adverse variance of £455k. The Board of Management noted this is prior to the main pension accounting adjustment which totalled £538k. The Financial Consultant advised these adjustments result in a bottom-line surplus for the year of £1.937m.</p> <p>The Board of Management noted that there are no issues with loan covenant compliance.</p> <p>The Board of Management approved the annual financial statements for the year to 31st March 2023.</p> <p>Group Audit Summary Report Jeremy Chittleburgh, Auditor from CT referred members to the previously circulated Group Audit Summary Report. He advised Chiene & Tait have changed their name and are now referred to as CT.</p> <p>Accounting and audit risk and responses The auditor referred members to page 9 and advised CT were satisfied from the review of the budgets and forecasts provided with the assessment of going concern. CT reviewed the rent arrears and discussed with management and are satisfied that they are recoverable subject to the provision. The bad debt provision is considered to be consistent with the prior year and in line with the Groups policy. CT are satisfied that no further provision is required in relation to bad debts.</p> <p>Issues Arising During the Audit The auditor referred members to this section of the report and discussed the recommendations.</p> <p>The Board of Management noted that there were no control issues arising from the audit and there were no weaknesses in the prior year noted.</p>	

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<p>5. Jeremy Chittleburgh thanked staff for their co-operation during the audit. F McDonald commended the Finance Manager and her team for producing the annual accounts which has been demonstrated in the management letter provided. The Board of Management also commended the finance staff.</p> <p>The Board of Management noted the content of the Group Audit Summary Report (Management Letter) as presented.</p> <p>Management Letter Response The Financial Consultant referred members to the previously circulated Management Letter Response for consideration and approval.</p> <p>The Board of Management approved the response to the Group Audit Summary Report (Management Letter) as presented.</p> <p>Letter of Representation The Financial Consultant referred members to the previously circulated draft 'Letter of Representation'.</p> <p>The Board approved the Letter of Representation as presented.</p> <p>The Board of Management agreed to the use of their electronic signatures being used on the final version of the accounts.</p>	CEO
<p><i>**The Finance Manager left the meeting at 12:15pm**</i></p>	
<p>6. Yearly Closed Door Session with External Auditor (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Chair asked all CHA staff to leave the meeting while the Board had a closed discussion with the External Auditors.</p>	
<p>7. Appointment of External Auditor (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Acting Group Chief Executive referred members to page 9 of the accounts and sought agreement of the resolution to re-appoint the auditors, CT which will be proposed to the shareholders at the Annual General Meeting on 6th September 2023.</p> <p>The Board of Management unanimously agreed to propose the re-appointment of the auditors, CT at the Annual General Meeting to the shareholders.</p>	CEO
<p>8. CHA Letter of Support to Citrus Energy (CONFIDENTIAL) <i>(Confidential Report is commercially sensitive therefore has been withheld because disclosure would harm commercial interests.)</i></p> <p>The Acting Group Chief Executive referred members to the previously circulated report and supporting letter from CHA with regard to the inter company loan. Subject to the</p>	

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	Board of Management's approval the supporting letter will be included as an appendix to Citrus Energy's annual accounts. The Board of Management agreed and approved the letter of support to Citrus Energy. The Chair's electronic signature will be inserted onto the letter and thereafter issued to Citrus Energy.	CEO

PRIORITY ORANGE – SECTION 3 – ITEMS TO BE TAKEN, TIME PERMITTING		ACTION
	None	

PRIORITY GREEN – SECTION 4 – ITEMS FOR INFORMATION ONLY		ACTION
9.	Chiene & Tait – Registered Social Landlord Technical Update – June 2023 The Board of Management noted the content of the report.	

The meeting closed at 3.00 pm

	Signature	Date
Approved to Proceed to Chairperson for Sign-Off:		06/09/2023
Approved for Circulation By:		06/09/2023
Proposed By:		
Seconded by:		