

Craigowen Housing Association Board Meeting	Wednesday 24 April 2024 Belvoir Golf Club
Start: Finish:	10:30 12:30
Attendees:	Andrew Hamilton (AH) (Chair) Richard Buchanan (RB) Shane Clements (SC) Lizzie Dixon (LD) Geoff Hill (GH) Anne Smyth (AS) Chris Thompson (CT) Ann Watt (AW) Gerry McCann (GMcC)
Apologies:	Nigel Carson Kim Johnston Hugh Logan Peggy Woods
Proposed new Board Member in attendance:	Catherine Molloy (CM) Jackie McWilliams (JMcW)
In attendance:	William McCreight (WMcC) Kim Harper (KH)
In attendance for Agenda Items 5 & 6	Andrew Talbot (AT)
Notetaker:	Marie Patterson (MP)

Item	Notes	Actions
1.	<p>Welcome and Introductions</p> <p>AH welcomed Members and noted apologies received. He also welcomed KH who has joined CHA as the new finance officer, and introduced CM and JMcW, two proposed new Board members. He invited CM and JMcW to outline their background and relevant experience to date.</p> <p>CM, a former school principal with an ongoing keen interest in education (and life-long learning in particular), history and politics, advised of her experience in public life. This includes serving on Boards of Governors and on the Board of Museums NI (a Ministerial appointment). She has also been involved with the</p>	

	<p>Prince's Trust and with the National Trust. Governance and organisational culture are her specific interests.</p> <p>JMcW, has a background in finance and accountancy with significant experience of working within both the private and 3rd sector. She is also founder and Director of "Active Wellness Limited" which offers workplace well-being solutions.</p> <p>AH suggested co-opting CM and JMcW onto the Board with a view to regularising their membership at the next AGM in June 2024. RB proposed and CT seconded co-opting both on that basis. Members were content.</p> <p>AH advised that Matters Arising had been omitted from today's agenda to allow more time for discussion on the Independent Review of the Board but will be picked up at the next Board meeting. Members were content.</p>	
<p>2.</p>	<p>Declarations of Interest</p> <p>No conflicts were declared.</p>	
<p>6.</p>	<p>Independent Review of Board</p> <ul style="list-style-type: none"> • Draft Final Report (paper 4) AT circulated a first draft of his Board Governance Report and guided Members through the key points to note. He invited comments, either during today's discussion or afterwards by email. <p>AT confirmed that, overall, his assessment of the Board's Governance arrangements is very positive but noted that there is always scope to tighten up on current practice. He also noted that two of his nine recommendations had now been addressed and would be removed from the Report. These were in relation to updating the Charity Commission Register of Trustees which WMcC had subsequently confirmed was not required at this time, and on the recruitment of a new Board and FARC Member with professional expertise in accountancy. JMcW's recruitment to the Board and confirmation today that she would serve on FARC had addressed AT's concerns in that regard.</p>	

	<p>AT outlined the approach and process adopted for his review to date and advised that it had been structured around the four principles underpinning the National Housing Federation Code of Governance 2020. It had also taken account of the relevant DfC Regulatory Standards Framework.</p> <p>AT confirmed that CHA's Legal Structure and Constitution (paragraph 1.1) is as it should be. He would amend the text in this paragraph relating to the Charity Commission Register and remove the corresponding recommendation (recommendation one).</p> <p>AT also confirmed that the Charitable Objects (paragraph 1.2), Mission (paragraph 1.3) and Values (paragraph 1.4) are as expected but suggested that these should be reviewed from time to time in line with best practice. He added that the Strategic Direction and Planning process, currently underway, would be of assistance with that.</p> <p>In relation to Resident Focus (paragraph 1.5) AT advised that some Members, in responses to the questionnaires, thought that residents aren't engaged in decision making. He encouraged CHA to bear this in mind, whilst acknowledging the invaluable residents perspective which GMcC, AS and LD bring to Board discussions and decisions.</p> <p>AT recommended that CHA review and update its Code of Conduct (paragraph 1.6), and to have all trustees sign the Code. He welcomed the development of a five-year strategic plan (paragraph 2.1) and noted the consensus that the current organisational structure works very well in supporting delivery of CHA's social purposes and strategic objectives.</p> <p>Turning to Collaboration and Partnerships (paragraph 2.3) AT wondered if CCT (NI) should be listed as a key strategic partner and, if so, whether this should be formally documented in a MOU or similar. RB outlined CHA's efforts (namely by AH, NC, RB and WMcC) to develop a constructive relationship with the Trust and the time and work they had invested to bring the transfer of assets to fruition. Legal obstacles thwarted its completion, but CHA</p>	
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	<p>had hoped to build on the harmonious relationship that had been reached during the process. A subsequent change in the hierarchy at CCT(NI) however had impacted progress and numerous attempts to meet with key personnel from the Trust had not been successful. RB quoted from the CCT(NI) Directors' Report 2023 which stated that "With the decision not to proceed [with the transfer of assets], the directors considered it was important to seek the views of key stakeholders – the Communities and their residents – to inform the strategic future of CCT(NI)." This clearly indicated that the Trust does not consider CHA to be a key strategic partner. He suggested therefore that AT's recommendation should be amended to "If CCT(NI) is a key strategic partner" and to park it as part of the strategic review. CT took a slightly different approach and felt it was better to continue to seek a better relationship with the Trust. This would be important if CHA seeks to extend the provision of services in the future. LD agreed and noted that the amount of contact with CCT (NI) reduced significantly when the Communities took over responsibility for maintenance and liaised directly with CHA. She thought, however, that the patchwork of ownership and leasing of properties pointed to the need for a framework of some sort with CCT (NI) and saw value in having something in place – even if further down the road – particularly if/when relationships aren't good. It would provide assurances for both parties in terms of what would be delivered. AS agreed, and felt that a MOU was essential in terms of strategic planning and to keep the door open with the Trust. AH suggested that CCT (NI) should not be listed as strategic partner but to add "As the CHA property is sited within the estate owned by CCT (NI) and its properties share some services CHA should consider whether it develops a framework with the Trust". AH proposed changing the recommendation to "CHA should consider documenting the relationship with CCT (NI). Members were content.</p> <p>It was agreed that a MOU with DfC was not required – SC explained that the regulatory framework and HAG already document the relationship - and that it should be removed from the list of key strategic partners in paragraph 2.3. It should instead be included as "other</p>	
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	<p>important partnerships” in the sentence immediately following the list. Members were content.</p> <p>AT confirmed that Members understood their Roles and Responsibilities (paragraph 3.1) but recommended that written role descriptions in relation to the role of the Board, the role of individual trustees, and the role of the Chair and other honorary officers should be developed. He also recommended that training on good governance should be provided for new Board Members and that training for all Board Members should be delivered regularly (every year or two). He confirmed that Members unanimously agreed that the Chair is highly skilled and effective in the role (paragraph 3.2).</p> <p>AT recommended that the Board undertake a regular skills audit (paragraph 3.3). This would be particularly helpful in identifying any skills gap that may need to be addressed and in succession planning when Board Members are nearing the end of their tenure and their skills need to be replaced. AT noted the push by regulating bodies for the nine-year maximum tenure of Board Members to be rigorously applied and welcomed the very positive steps taken by CHA to recruit new Board Members in recent months. He recommended that CHA continue with that - through CHA’s existing networks, CO3 and Business in the Community for example - and that Members who have served more than the maximum term of nine years should resign as soon as possible (paragraph 3.4).</p> <p>AT would amend the text on the Audit Committee (paragraph 4.2) to reflect the current membership of FARC and their skills (ie, to remove Parry Farry and add Geoff Hill and Jackie McWilliams). He would also delete from “as his term of office” to “Accountancy expertise” in the final sentence and remove the recommendation as it had now been addressed.</p> <p>AT would update the draft report following today’s discussion and would provide a final version which would be circulated to Members by 30 April. AH thanked AT for his work thus far.</p>	<p>AT</p>
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5.	<p>Strategic Direction Sub-Group</p> <ul style="list-style-type: none"> • Draft Consultative Paper (paper 3) CT introduced the progress report and invited comments and any additions to the SWOT Analysis findings. RB asked for the two successive Grade 2 RSAR assessments to be added to the “Strengths” column. CT agreed. <p>CT advised that two additional groups – Camphill Community Holywood and Craigowen Housing Association Staff - had been added to the list of main stakeholders who will be consulted. He also advised that the draft consultation document (at Appendix A) would be tailored before being sent to CCT (NI) and Camphill Community Holywood. RB was concerned that Section 3 (Build More Homes) may raise expectations and wondered if some work should be done first to ascertain if CHA would be able to access the Social Housing Grant to fund any new builds. If not, it may be necessary to significantly increase rent. SC advised that a Business Case would be required if it was decided to proceed with new builds and noted that responses to the Consultation Document would be reviewed before coming to the Board for a decision on the way forward. It isn’t clear at present if there is unmet need so Section 3 could flag this as something the Board needs to consider. LD agreed, noting the elements involved – accommodation, funding and staff – and thought it was important to explore and take the temperature. CT agreed that Section 3 should explore perspectives without raising expectations and would look again at the current draft accordingly. He also agreed to remove the fourth bullet point in Section 3.2.</p> <p>It was agreed that the Consultation Document, when finalised, would be sent to the Chairs of the Boards in each Community under cover of a letter from AH (which CT would draft). It would be copied to senior managers. CT would set a target date of 30 June 2024 for responses and would offer meetings with each Community and with Neighbourhood. Members were content.</p> <p>Turning to the Detailed Strategic Questions for the Board (Appendix 2) CT advised that he would take time with the Board to work through these interactively. It was agreed</p>	<p>CT</p> <p>CT</p>
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	<p>that a section on the Board and Governance would be added.</p> <p>No further comments were made. CT would review and amend the documents following today's discussion. RB thanked CT for his work, and CT thanked AT for his input.</p> <p><i>[AT left the meeting at 12:00]</i></p>	<p>CT</p> <p>CT</p>
3.	<p>Minutes of Previous Meeting</p> <ul style="list-style-type: none"> • Minutes of Board Meeting 21 February 2024 (paper 1) The minutes were agreed without amendment. • Minutes of Board Meeting 27 March 2024 (paper 1 A) The minutes were agreed without amendment. 	
4.	<p>Review of JMAs (paper 2)</p> <p>MP confirmed that the JMA with Mourne Grange has been signed. The draft JMA with Clanabogan is being reviewed by its Focus Group today. The next step, if the Focus Group is content, will be to forward it to Clanabogan's Board for approval and signing.</p> <p>A copy of the draft JMA with Glenraig was circulated in advance of today's meeting. A further change had been made since then in relation to Glenraig's preferred terminology and references to "service users" have been amended to "registered service users". Members were content.</p> <p>SC questioned the term "employed" in Schedule 6 (Occupancy Agreement). MP would amend this to reference resident co-workers and stepped back resident co-workers. Members were content. MP is meeting Paul Betts on 2 May 2024 to discuss the draft in detail.</p> <p>AH noted that WMcC was following up on the under- occupancy of properties owned or leased by CHA at Glenraig. Whilst not for this year's JMA this was a matter that needs to be addressed.</p>	<p>MP</p> <p>WMcC</p>
7.	<p>Corporate Calendar – for information</p> <ul style="list-style-type: none"> • Summary year view of Corporate Calendar (paper 5) • List of main activities (paper 5A) 	

	<p>WMcC drew Members' attention to the Corporate Calendar and list of main activities which was being shared for information. These are reviewed by the Team each Monday and are used to plan the week ahead. He was happy to provide further information if required. Members were content.</p> <p>WMcC advised that NIHE had changed the process for the Housing Benefit increase this year and that a detailed submission had been requested. He was preparing this at present and would submit it to NIHE within the next week. He also advised that the draft budget for 2024/25 would be tabled at the next FARC meeting (on 1 May 2024) and would then be shared with the Board for approval. Members were content.</p>	WMcC
8.	<p>Any Other Business</p> <ul style="list-style-type: none"> • Date of Next Meeting The next Board Meeting will be held on 26 June 2024, followed by the AGM. AH asked NC, AS, AW and PW to attend to formally log their resignation from the Board. The new Members (GH, CM, JMcW and CT) will be formally brought onto the Board at the AGM. 	