

**MINUTE OF GWAH MANAGEMENT COMMITTEE MEETING HELD ON TUESDAY 2 APRIL 2024  
AT 6:00 PM, HYBRID MEETING VIA VIDEO CONFERENCE AND IN GWAH OFFICES, 5 ROYAL CRESCENT,  
GLASGOW**

**PRESENT:**

Nicola Adams<sup>1</sup>  
Rowan Evenstar<sup>1</sup>  
Issie Gracie (Chairperson)  
Nina MacNeill  
Joginder Makar  
Billy Robertson  
Yushin Toda  
Ekpe Ukpe  
Debbie van Pomeran Reilly<sup>1</sup>

**ATTENDING:**

Elaine Travers, Chief Executive  
Iain Nicholl, Corporate Director  
Daniel Wedge, Technical Director <sup>2</sup>

**APOLOGIES:**

Anila Ali  
Amy Robertson

**LEAVE OF ABSENCE:**

None

**OBSERVERS:**

None

**Pre MC Training: Services: Repairs and Factoring, led by William Hunter, Repairs & Factoring Manager.**

**WELCOME**

- 1.0** The Chairperson noted apologies, introduced and welcomed MCMs to the meeting, and confirmed the order of business. The general interests of Tenant Members, and GWEn service users, along with the specific interests of E Travers as a GWEn Board Director were noted. The Chairperson reminded Members of the Code of Conduct and meeting etiquette, specifically that questions are directed through the Chair; that discussions are professional and constructive; and that decisions are taken in the best interests of tenants and service users. Members were mindful of their responsibilities as Trustees, accordingly, the Secretary confirmed it was appropriate that Members did not withdraw from the meeting.

**CORPORATE**

**2.0 Minutes**

**2.1 Management Committee Meeting: 27 February 2024**

**2.1.1 Adoption of Minute**

Subject to amendment to the attendance record<sup>3</sup> the minute of the meeting was accepted unanimously as a correct record, proposed by N MacNeill and seconded by D van Pomeran Reilly.

**2.1.2 Matters Arising**

Item 2.1.2.3: Cyclical electrical contracts - contractor compliance

MCMs noted the review of the two contracts in question; with confirmation that non-compliance and pay-less notices had been issued to the liquidated contractor with the intention of holding the retention monies to cover potential faults arising during the 12-month defects liability period.

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<sup>1</sup> On-line

<sup>2</sup> Present for 1.0 to 3.3, and 5.1 / 5.2.

<sup>3</sup> Nicola Adams attended at 5 Royal Crescent (rather than online)

#### Item 2.1.2.4: Commercial unit lease

MCMs noted rent review negotiations were satisfactorily concluded in line with GWHA expectations, with solicitors now developing the lease agreement with a target entry date of May 2024, subject to the required certifications.

#### Item 5.0: Dover Street opening

It was reported that whilst there had been recent progress on site, uncertainty remained in terms of a handover date, presenting challenges for arranging an official opening ceremony. With the priority focus on settling new tenants at the earliest opportunity, and mindful of risks and perception, MCMs were in agreement that whilst it was still important to mark the completion of the project for GW's history/timeline, a scaled back event (from originally intended) was a sensible approach.

## **2.2 Audit Sub Committee Meeting: 19 March 2024**

### **2.2.1 Adoption of Minute**

The minute of the meeting was accepted unanimously as a correct record, without amendment; proposed by Y Toda and seconded by B Robertson.

### **2.2.2 Matters Arising:**

#### **Item 4.2: Regulatory Compliance Report - Engagement Plan**

MCMs welcomed the standard compliant Engagement Plan for 2024/25 as an indicator of the SHR's assurance that progress had been made in addressing the previously identified governance and tenant and resident safety issues.

## **2.2 MC Action Plan Compliance**

### **2.2.1 Report No.1 was considered, and progress and compliance acknowledged.**

## **3.0 Governance**

### **3.1 Execution Of Documents**

There were none

### **3.2 Membership Applications**

There were none. In line with Rule 7.3<sup>4</sup>, the final "reasonable" date for approving new membership applications was agreed as MC meeting 14/05/24.

### **3.3 Registers Compliance Reporting**

Report No.3 was considered. MCMs noted from NE report 1004349 the advanced stage of the project, with the glazed curtain walling (GCW), smoke detection, and associated internal and external project works (unrelated to risk mitigation) all now complete; and the GCW compliant insofar as SHQS. The positive feedback from the SHR meeting 22/03/24 was also noted, and the Regulation Manager's response 27/03/24 to the Chair's letter 13/03/24 was welcomed, with note to the SHR's comments about the open and constructive engagement over the last few years, and to the SHR assurance that the requirements of the engagement plan in relation to tenant and resident safety and the regulatory standards are currently met. MCMs accepted that the NE would remain open pending receipt of the completion certificates; and there was confirmation of plans for a full project review in the 2024/25 committee cycle to ensure learning from the experience is embedded.

MCMs moved to consider NE report 30790 noting the recent response from the Procurator Fiscal (PF). Mindful of previous reporting, (on the GW close inspection and contact with the deceased tenant's family), and pending further (unlikely) communication from the PF, MCMs were content to conclude reporting, subject to discharge of the NE by the SHR.

There were no data breaches or EPBs to report, and recording in the SAR, FOI and EIR Registers was noted. H&S reporting is as previously agreed.

### **3.4 Pre AGM formalities & MC Competencies**

<sup>4</sup> Applications will not be considered within the period of 14 days before the date of the AGM

Report No.4 was considered, with MCMs confirming the following arrangements for the 46<sup>th</sup> AGM scheduled for Monday, 17/06/24:

1. MCMs standing down / seeking re-election: N Adams, J Makar (reference point 3) and A Robertson as longest serving since last election; and N MacNeill volunteering to stand down (to meet the required 1/3).
2. MCMs continuing: A Ali, R Evenstar, E Ukpe, D van P Reilly, I Gracie and B Robertson;
3. In line with Rule 37.5<sup>5</sup>, and acknowledging the extensive experience of GWHA history and of the governance and regulatory frameworks; and with ongoing effective contributions at meetings, there was unanimous endorsement of the MCMs with greater than 7 years' service<sup>6</sup> : Y Toda and J Maker;
4. Nominations for the five available spaces on the MC to be received from GWHA shareholding members up until 07/06/24 (Rule 40.2)<sup>7</sup> with nominations from existing tenants preferred, and with reference to existing MCM profiles, a sub-preference for City Centre residents, males, and for skillsets including community regeneration, social inclusion, charities/subsidiaries, factoring and local/Scottish Government With tentative interest from Committee Training Forum Members, the potential for an election was acknowledged;
5. Venue: The Pyramid at Anderston (as per 2023), with capacity for remote attendance; and catering/logistical arrangements delegated to Officers;
6. Target issue dates, including invitation issue 21 days prior to the Event (23/05/24 pre-public holiday weekend)<sup>8</sup>;
- 7.

### 3.5 Corporate Plan 24-29 Review & Initiatives 2024/25

MCMs considered Report No.5, mindful of discussions at the Strategy Review in October, and the subsequent consultation at the Tenants Conference in January and the Staff Conference in March. The Corporate Plan, including the draft initiatives for 2024-25 (with ongoing focus on enhanced customer and repairs services, and delivery of investment commitments) was agreed.

### 3.6 MCM Planning and Support: Appraisals report

Report No. 6 was considered, with Members noting strong performance and positive feedback across the appraisal framework; and with note to the points raised in the Board Performance forms in relation to risk awareness; availability of reports in advance of meetings; recording in minutes; and MC representation at events (ATC). The supplementary presentation summarising the general themes from the individual MCM appraisals, as well as the summary of the Chair and CEO appraisals were accepted in compliance with policy, SHR Regulatory Standard 6.0 and GW Rules (37.5; 59.6.11 and 43). The chairperson's recommendations in respect of the long service appraisals were considered, with MCMs resolving to permit the continued appointment of J Makar and Y Toda, subject to ongoing compliance.

### 3.7 GWEN Business Review

MCMs considered the GWEN Business documents at Report No. 7, noting approval of the revised Services Sharing Agreement by the MC 05/12/23. The Minutes were reviewed, and the Business Plan and initiatives were considered, with MCMs agreeing limited scope for additional initiatives over the next few years, and with assurances that GWHA would be involved prior to implementation of any new GWEN commercial activities, including impact assessment, risk mitigation and legal advice to ensure compatibility with Rules/Standing Orders. The planned systems audit of GWEN compliance with the Property Factors (Scotland) Act 2011 was also offered as providing a good basis for

<sup>5</sup> continuous service on the Committee of nine years or more is able to demonstrate his/her continued effectiveness as a Committee Member before he/she may stand for re-election or continue as an Appointed Committee Member.

<sup>6</sup> GW Policy

<sup>7</sup> at least 7 days before the general meeting.

<sup>8</sup> Latest issue date 03/06/24 (at least 14 days prior to the date of the meeting (Rule 23.1))

evaluation of progress through the “Excellence” strategy, prior to progressing through Growth 2. The financial projections were then considered with note to payment in advance for investment works (from homeowners) being key to maintaining strong cashflow; alongside prompt payment and arrears management. The Business Plan 2024-28/29 and budget were subsequently approved.

The intention of the existing Boards Directors (A Ali, A Campbell and E Travers) to continue on the Board was also approved by the MC; and the plans for recruiting an additional Director (for recommendation to GWHA MC) were agreed in line with previous discussions and risk controls.

### 3.8 ICT Strategy Review and Compliance

MCMs considered Report No. 10, noting progress of some key initiatives with the benefit of a settled ICT team: including pc replacement to facilitate improved hot-desking and phone system upgrade. The 2024-29 strategy, including the carry forward of low-risk initiatives was approved.

### 3.9 Risk Strategy Review

MCMs considered Report No. 9, approving the revised strategy for 2024-29, including PIs and initiatives in context to the compliance self-assessment and EQIA; as recommended following scrutiny by the ASC 19/03/24.

## 4.0 Finance

### 4.1 Management Accounts to 31/01/24

MCMs considered Report No. 10, noting the context to under-budget management expenses; and housing account deficit for the period of £761k against budgeted loss of £2.2m, due primarily to planned maintenance underspend (to be carried forward) and environmental works not carried out. The Management Accounts for the period were approved; with note to the strong financial position including fully cash-backed net current assets of £24.1m; total capital and reserves of £38.6m (including £219k designated pension reserve); net charitable income of £110.8k and lender covenant compliance at the end of the financial year past.

### 4.2 Final Budget 2024/25

MCMs considered Report No. 11 focussing on amends from the draft budget presented in February, including increased provision within management expenses to reflect organisational restructuring; and within the housing account to reflect the confirmed increase in property insurance costs, and the reduced residential and commercial rental income consequence of the delayed completion of the Dover Street development. In response to MCM queries it was confirmed that the response maintenance contract was scheduled for re-procurement during 2024/25; and separately that the 52 additional internally factored properties were existing GWHA properties that had been overlooked administratively last year (low risk) in the calculation of the GWEn management fee. The final budget for 2024/25 was approved unanimously, with note to the importance of cash flow, and with expectation of close monitoring and ongoing focus on delivering efficiencies and outperforming budget projections. The importance of illustrating for tenants the investment in properties in context to rent increases was also reiterated by MCMs.

### 4.3 Review Financial Indicators – SHR Alignment

MCMs considered Report No. 12, exploring the proposed move from GW historical PIs to SHR sector standard indicators, as supported by HRC consultants. Whilst mindful of the loss of GW trend data, on balance, to ensure consistency and enhanced bench-marking (with peers), it was agreed that GW adopt the method of calculation aligned to SHR reporting, with effect from “year-end compliance report” in June where a further review of KPIs will also be presented.

### 4.4 Delegated Authority

MCMs considered and approved the revised Delegated Authorities to reflect organisational restructuring and role responsibilities, as outlined in Report No. 13. In response to MCM queries it

was confirmed that multiple signatories are required for larger sum transactions to mitigate potential fraud risk.

## SERVICES

### 5.0 Technical

#### 5.1 Procurement Plan 2024-25 (inc Strategy Review)

MCMs considered Report No. 14, noting revisions to reflect marketplace changes relating to community benefit, operational enhancements and feedback from the 2023 Continuous Improvement Programme for Procurement audit (CIPP). Referring to the 5-year investment plan, and in response to a MCM query, it was confirmed there was ongoing engagement with the Scottish Government and utility companies over potential for grant funding for SVT energy efficiency projects. Assured that comprehensive, transparent and robust measures were in place for this core business activity, MCMs approved the 2024/25 Procurement Plan, including the updated 2024-29 Procurement Strategy (subject to an update to GW corporate values), Procurement Guide, and the summary Procurement Activity and 5yr Investment Plan, subject to proportionate performance monitoring as previously agreed.

#### 5.2 Major Works & Investment Update + Full PDP Update

MCMs considered Report No.15, with reference to progress against windows, stonework, cyclical painting and cyclical electrical projects; and noting appropriate progress and action plans in the following projects:

- a) Kitchen and bathroom project underway with 42 properties complete and a further 143 surveyed for installation;
- b) Mixed works project progress at BWC and SVT paced with net-zero feasibility studies (due imminently), all subject to options appraisal and resident engagement; noting potential for grant funding application Q3 2024/25;
- c) Planning and Building Warrant application for 640 Argyle Street pilot retrofit project, including resident consultation scheduled April 2024.

A MCM drew attention to the high levels of resident satisfaction (97%) for the kitchen and bathroom replacement works undertaken by contractor Everwarm, offering this as an opportunity for positive reinforcement for encouraging tenants to participate in future phases.

## OTHER BUSINESS

### 6.0 Any Other Urgent Business

There was none.

### 7.0 Items For Future Agendas

Supplementary Report No.16 was considered agreed alongside the referenced Agenda items:

Integrated Asset Management Guidance: self-assess, rT:Q3.

Car Parking Policy Review (2023), rT:Q3.

Environmental (backcourt) P1 supported business review, rT:Q3.

Estates/Waste Management Strategy (2023/24 Review), rT:Q3.

Regeneration: Projects Progress. rT: May 2024.

30 Year Cashflow T: May / June.

SHR Regulatory Standards Compliance T: 11/06/24.

Services Policy Review Schedule: T: 11/06/24.

Equalities and HR Strategy: HR Compliance T: Q2 2024/25.

Tenancy Sustainment Starter Pack evaluation T: Q3 2024/25.

### 8.0 Date Of Next Meeting

Services 14/05/24

CLOSE