

Irvine Housing Association Board

Item: 5.1

Date	26 March 2020
Subject:	Board Terms of Reference
Author:	Donna Boyle
Sponsor:	Paul Hillard
Appendices:	Board Terms of Reference
Action:	Decision
Data Class:	Paper – Confidential Appendix - Public

EXECUTIVE SUMMARY

Group's Governance Team have recently carried out a review of Group's Committee and Subsidiary Board Structure. As part of this process, Group Board considered the dissolution of the Scotland Committee, subject to the Committees powers being delegated to Irvine's Board. In order to formalise these delegated powers, the Association's Board Terms of Reference have been revised and are presented for consideration.

RECOMMENDATION(S)

The Board is asked to consider and approve the proposed revised Board Terms of Reference.

1 Background

- 1.1 In 2019, Group's Governance Team commenced a review of TRGL's committee and subsidiary board structure to identify opportunities to enhance efficiency and strengthen Group governance. Group's Governance and Remuneration Committee has overseen this work.
- 1.2 The Governance Team considered each committee and subsidiary board against the following questions:
 - Value - Do you add value to the Group? Do you deliver something to the Group that is not provided elsewhere? Without you would the Group be exposed to governance risk?
 - Role - Are you a key line of assurance? Do you actively make decisions, provide assurance, monitor risk, support compliance? Is your role not met through any other means?
 - Composition and Operation - Is your composition right? Does the business you carry out align with your terms of reference/matters reserved? Are you operating within scope? Is your interface with group board and other areas of the structure, effective? Are your meetings effective?

2. Review outcomes

- 2.1 Two committees were identified as adding limited value to the Group due to their narrow scope, infrequency of meetings, restricted outcomes and a lack of criticality in the role that they perform i.e. that role is or could be performed equally or better by another part of the structure. The Scotland Committee was one of the two identified.

3. Proposal

- 3.1 Group Board considered the dissolution of the Scotland Committee at its Meeting on 12 March 2020 on the following basis:
- 3.2 "Scotland Committee – to be dissolved. The Committee's purpose is to oversee and monitor the implementation of the Group business strategy in Scotland. It met only once in 2019.

There has been a maturing of the relationship of trust between Riverside and Irvine over the past 10 years and TRGL has increasingly utilised Irvine as its 'eyes and ears' in Scotland and the means through which growth can be driven and opportunities sourced. As with the recent bid for Dumfries and Galloway Housing Partnership, Irvine played a key role in developing the proposal for Group Board's consideration. It is proposed that this role be formalised in Irvine Board's agreed responsibilities. A revised Terms of Reference are proposed at Appendix 1 (proposed changes are highlighted).

3.3 This change would be in line with the spirit of the Constitutional Agreement between Riverside and Irvine which states:

- i. The Riverside Group operates successfully on the basis of mutual support and an overriding commitment to achieving collective goals.
- ii. Irvine HA shall use its solid business and service base to become a centre for the Riverside Group in Scotland.

3.4 Currently the Scotland Committee is constituted with an equal number of members from Irvine Board and TRGL. TRGL has one nominee on the Irvine Board. This is not considered an issue as in accepting these Group responsibilities in Scotland, all Irvine Board members commit to carrying out the role and achieving the group strategic goals. These additional responsibilities would in no way impact on Irvine's Board's current role with respect to Irvine as an Association."

3.5 Further to Group Board's decision dissolve the Scotland Committee, subject to its powers being transferred to Irvine's Board, the Board are asked to consider and approve the proposed revised Board Terms of Reference.

4. Recommendation

- 4.1 It is recommended that Board consider and approve the proposed revised Board Terms of Reference.

IRVINE HOUSING ASSOCIATION BOARD TERMS OF REFERENCE

Name:	Irvine Housing Association Board
Purpose	<p>The Board is the Association's governing body. It is responsible for the overall strategic leadership and control of the Association. It will conduct its business to ensure that the Association is financial viable, properly governed and complies with the current regulatory framework.</p> <p>The Association is a member of the Riverside Group. In addition to the Board's role in leading and controlling the Association, it undertakes responsibility to oversee the development and delivery of the Group Business and Growth Strategy in Scotland.</p>
Matters reserved for Group Board	<p>Approval of the Group Business and Growth Strategy in Scotland</p> <p>(outside of the agreed Irvine Business Plan) Approval of specific business opportunities in Scotland, including, but not limited to:</p> <ul style="list-style-type: none"> a. Mergers, acquisitions and constitutional partnerships, b. Formal joint venture arrangements, c. Large scale stock transfers, d. Major investment opportunities.
Key functions of the Board	<ol style="list-style-type: none"> 1. Leading the Association <ol style="list-style-type: none"> 1.1. Developing the vision and values of the Association in partnership with Riverside. 1.2. Agreeing a corporate plan in pursuit of the vision and the strategies contained therein. 1.3. Appointment (and, if necessary, dismissal) of the Managing Director. 2. Acting as guardian of the Association's vision and values <ol style="list-style-type: none"> 2.1. Ensuring compliance with the values and strategic objectives of the Association. 2.2. Ensuring compliance with the Association's Rules and provisions of the Governance Framework. 2.3. Satisfying itself that the Association's business is conducted lawfully and in accordance with generally accepted standards of performance and probity. 3. Making decisions about policy and strategy

	<p>3.1. Establishing policies, strategies and plans consistent with the Association's values in order to achieve its objectives, while remaining mindful of outcomes for customers.</p> <p>3.2. Making decisions on all matters that might create significant financial or other risk to the Association, or which raise material issues of principle.</p> <p>3.3. Devising and developing a risk management strategy to protect the Association in respect of matters that might create a significant risk to, or breach of, the Association's core values, and/or its financial well-being or reputation.</p> <p>4. Monitoring, supervision and control</p> <p>4.1. Satisfying itself as to the integrity of the Association's financial information, approving annual business plans and budget, and the financial statements.</p> <p>4.2. Establishing, overseeing and reviewing a framework of delegation and systems of internal control.</p> <p>4.3. Establishing and overseeing a framework for the identification and management of risk.</p> <p>4.4. Monitoring the Association's performance in relation to its plans, budgets, operational performance and compliance</p> <p>4.5. To make recommendations to the Annual General Meeting of the Association on the adoption of the accounts, appointment of auditors, and election of membership to the Board.</p> <p>4.6. Ensuring and assessing the Association complies With the Scottish Housing Regulator's Regulatory Standards and Guidance, and making statements to this effect as required</p> <p>5. Group responsibilities</p> <p>5.1. Advising the Group Board on the Business and Growth Strategy for Scotland;</p> <p>5.2. Overseeing and monitoring the implementation of the Group Business and Growth Strategy for Scotland.</p> <p>5.3. (outside of the agreed Irvine Business Plan) Identifying and assessing specific business opportunities in Scotland including, but not limited to;</p>
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	<p>a) Mergers, acquisitions and constitutional partnerships,</p> <p>b) Formal joint venture arrangements,</p> <p>c) Large scale stock transfers,</p> <p>d) Major investment opportunities.</p>
Matters specifically delegated to Committees and /or working groups by the Board (for level of financial delegation see the Scheme of Delegated Authority):	<p>The Board may establish and agree the membership and terms of reference of Committees and/or Working Groups to assist it in carrying out its purpose.</p> <p>To assist the Board is appropriately carrying out its functions there will be an Audit and Risk Committee.</p> <p>Policies of the Association will be agreed in accordance with the Policy Framework with matters as delegated therein.</p> <p>The Board may delegate authority, as appropriate and necessary, to the Managing Director.</p> <p>The Board may subsequently rescind any delegated power to any Committee, working group or individual as it sees fit.</p>
How often meetings are held:	<p>The Board will meet a minimum of six times per year, normally on a bi-monthly basis. Additional meetings may be convened by the Chair and Company Secretary if required.</p>
Chair of the Board (and who, if anyone, may not chair it):	<p>The Chair of the Association will be elected from amongst the Board Membership (save this cannot be an employee of a Riverside Group organisation), at a Board meeting convened at the earliest opportunity following the Annual General Meeting (AGM). This individual becomes "Chair Elect" until the position is approved by Riverside.</p> <p>The Chair will hold office until the conclusion of the next AGM. The Chairman may be re-elected but may not hold office for more than five consecutive AGMs.</p>
Composition of the Board (and any restrictions on membership of it):	<p>Only members of the Association, who are a minimum of 18 years of age, shall be eligible to become members of the Association.</p> <p>The Board shall include a minimum of three and a maximum of four Members who are tenants of the Association.</p>

	The Board may co-opt any suitable person to become a member of the Board, whether they are a member of the Association or not, to serve until the next AGM.
Number of members:	The Board will have a minimum of eight members and a maximum of twelve, including the Riverside nominee, but excluding a maximum of three co-optees at any one time.
How the Board is appointed:	The Board will be appointed in accordance with the rules of the Association and any such procedure approved by the Board.
Quorum:	Four members of the Board, including the Riverside nominee, but excluding co-opted members, constitute a quorum.
Additional points:	<p>For urgent decisions that are required between meetings, the Chair's Action Procedure contained in the Governance Framework Document may be used.</p> <p>These Terms of Reference have been drafted to be complimentary to the Rules of the Association. In the event of any ambiguity the Rules of the association take precedence.</p>

Approved by IHA Board 25th September 2018

Date:	20 March 2020
Subject:	Operational Performance
Author:	Heather Anderson
Sponsor:	Paul Hillard
Appendices:	Yes
Action:	Information
Data Class:	Public

EXECUTIVE SUMMARY

This paper and appendix sets out performance across the operational KPIs as at Period 11 of 2020.

RECOMMENDATION

The Board is asked to consider and note the performance position.

1 Background

- 1.1 Performance against the agreed KPIs is reported to each Board meeting using the newly developed performance reporting system, Tableau. The dashboards are attached to this report as Appendix 1.

2 Performance Context

- 2.1 The agreed KPIs for 2019/20 for Irvine are:

- Total unadjusted arrears.
- Void rent loss.
- Rent Evictions
- Repairs timescales.
- Compliance
- Tenancy Turnover
- Tenancy Sustainability
- Overall satisfaction
- Listening to Views
- Repairs and Maintenance
- Latest Repair satisfaction
- Complaints Handling
- Complaints resolved at first stage.

3 Performance update and analysis

- 3.1 Performance continues to remain out-with target across all customer satisfaction KPIs, with the exception of complaints resolved at first stage. However, the monthly overall satisfaction with services currently sits at just over 80%. A new Customer Plan for Irvine has been developed which sets out more detailed and comprehensive actions to try and drive forward improvements,

and which reflects the new overarching Group plan. Work is also underway with Group's Customer Insight Team to review current methodologies used for gathering customer feedback. A customer involvement exercise seeking customer feedback on areas of dissatisfaction is being developed, and monthly information bulletins will commence from June 2020 which will outline planned capital improvements, how rental income is used, and value for money achieved on an ongoing basis, as well as an emphasis on 'You said, We Did' approach. The Association held its first online 'question time' with Managers in February which went well, with a number of customers contacting us and raising issues and engaging in a useful chat with the Management team. This approach will be rolled out more widely throughout 2020 and each session will focus on a particular service area. Steps have been taken to procure a text messaging service through which we can contact customers via text message to provide them with service information and updates.

- 3.2 Arrears levels have seen a considerable decrease over the past four weeks. This is due to a change in process where Housing Officers are focusing their time on arrears in high risk areas, as well as the non-charging fortnight. End of year 'campaigns' have been jointly implemented by Housing Officers and the Income Collection team to target non UC arrears cases, carry out evening visits and as much face to face intervention as possible to push towards our target by year end.

4 Next steps

- 4.1 As above.

5 Recommendations

- 5.1 As described in the Executive Summary.

Irvine Performance Dashboards

As at Period 11 End (23/02/20)

Irvine Operational KPIs - Board

Report Date
23/02/2020

Rent Evictions
5
Target: 5

Repairs Timescales
96.0%
Target 96%

Gas Compliance
100.0%
Target: 100%

Tenancy Turnover
5.6%
Year-End Target: 7%
Stepped Target: 6.4%

Tenancy Sustainability
13
Year-End Target: 9
Stepped Limit: 8.25

Refusals
11.79%
246 Lets with 29
refusals

Evictions



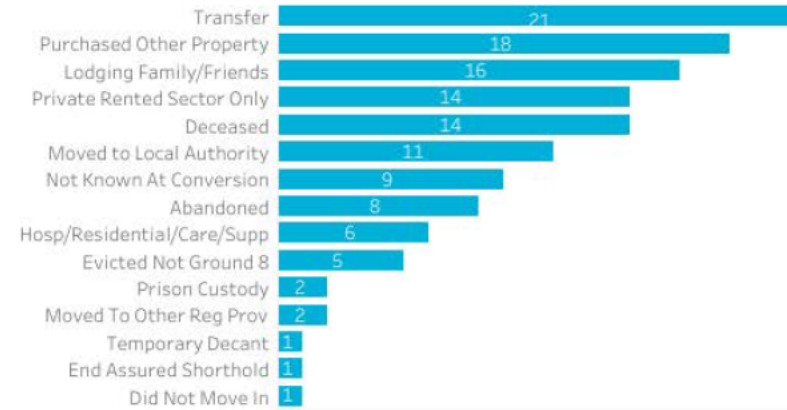
Tenancy Turnover



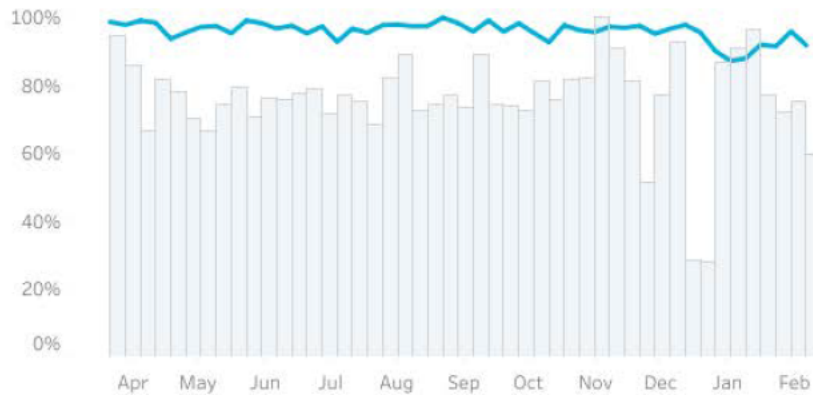
Tenancy Sustainability



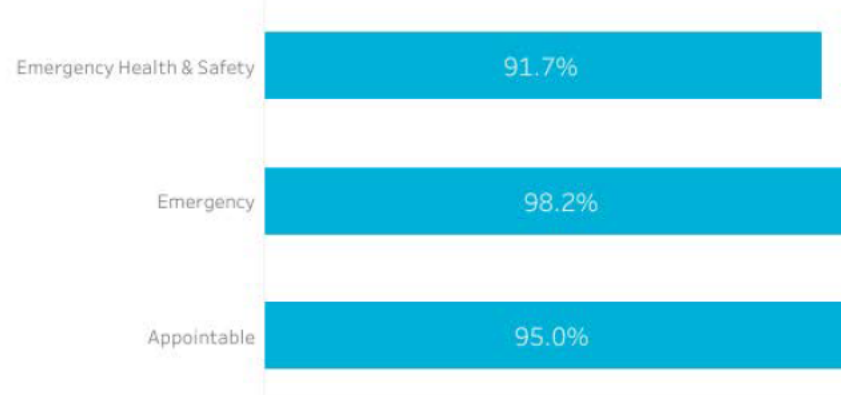
All Ended Tenancies



Repairs Timescales vs Volume of Repairs

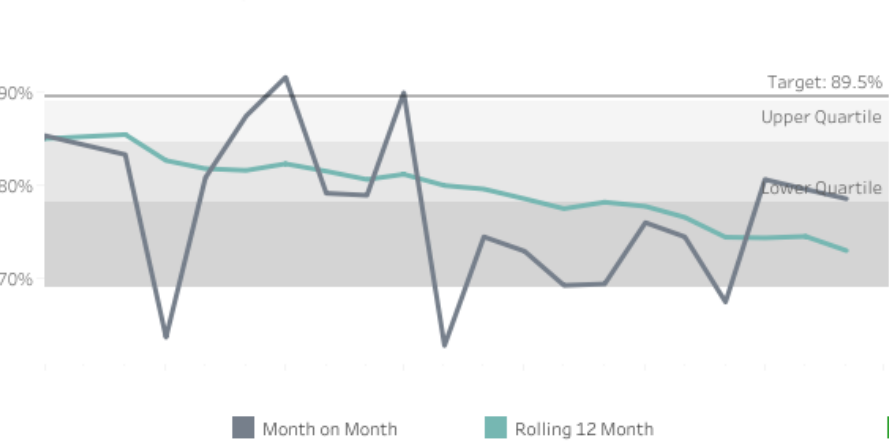


Repairs Timescales by Priority





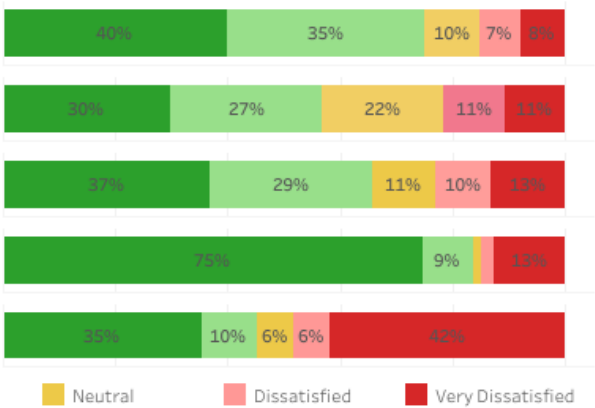
Overall Satisfaction by Month



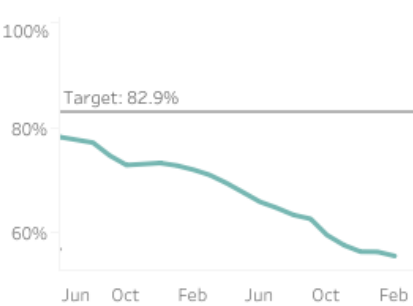
Responses

Overall Satisfaction	557
Listening to Views	556
Repairs & Maintenance	556
Latest Repair	476
Complaints Handling	31

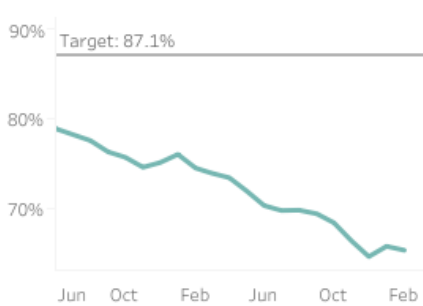
Breakdown of Responses



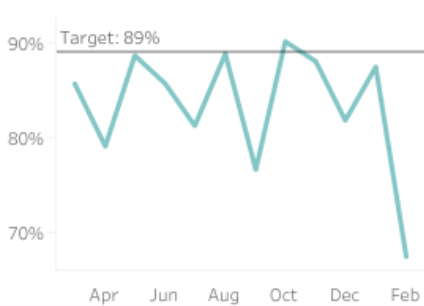
Listening to Views



Repairs & Maintenance



Latest Repair



Complaints Handling



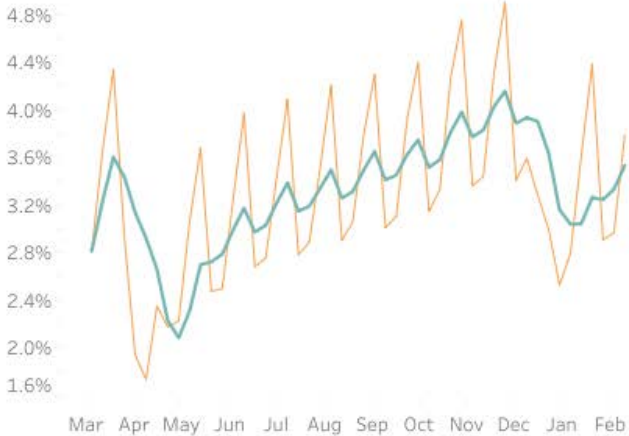
5 Week Arrears

3.71%

£0.39M

Target: 3.06%
£0.32M

Arrears 5 Week Average and Weekly



Rent Evictions Year on Year



Commentary:

- The two void loss peaks are £9k added in error (the first in Nov during a property sale, the second an attempt to reverse this in Jan and adding again in error). The huge dip in Feb is these figures being zeroed.

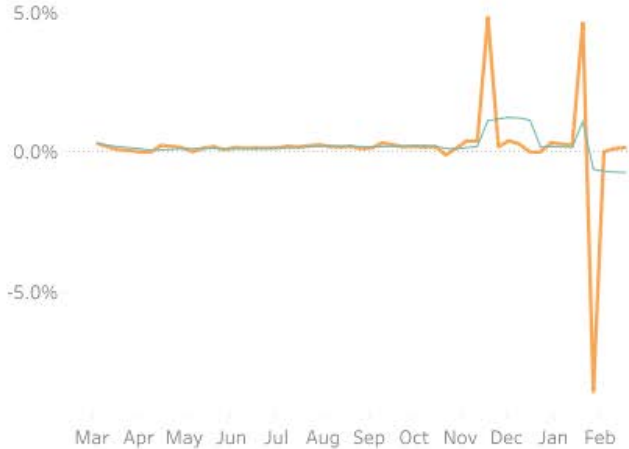
Void Rent Loss

0.20%

£18,144

Target: 0.20%
£18,131

Void Rent Loss Weekly And 5 Week Average



Average Relet Days Week by Week



Date:	26 March 2020
Subject:	Chair's Action Procedure
Author:	Morag Hutchinson
Sponsor:	Paul Hillard
Appendices:	Appendix 1 – Chair's Action Procedure Appendix 2 – Scheme of Delegation – Authorisation Limits
Action:	Board to note Chair's decision
Data Class:	Public

EXECUTIVE SUMMARY

The Association's Chair's Action Procedure which is detailed in the Governance Framework, allows for urgent decisions which do not permit delay to be made between meetings. The Association's Chair has authorised one decision since the last Board Meeting.

RECOMMENDATION(S)

The Board is asked to note the chair's decision in line with the Chair's Action Procedure in relation to:

- Scheme of Delegation – Authorisation Limits

1 Background

- 1.1 The Association's Governance Framework document provides, at paragraph 1.8 that where urgent decisions which do not permit delay are necessary between meetings, the Chair is authorised to take decisions with the advice of the Managing Director, or Executive Team (as the case may be) and following as wide a consultation with Board or Committee Members as time permits.
- 1.2 Following the closure of the Petty Cash facility, Petty Cash was removed from the *Scheme of Delegation – Financial Authorisation Limits* which was approved by Board on 30 January 2020.
- 1.3 It has now come to light that changes at British Gas and Scottish Power mean it is no longer possible for Asset Officers to use purchasing cards to top up prepayment meters making alternative arrangements essential.
- 1.4 Having liaised with colleagues in Procurement, Treasury and Group Finance it has been agreed the only viable solution would be to reintroduce Petty Cash on the understanding it would be used solely for the purpose of topping up prepayment meters.
- 1.5 As the ability to top up meters is required on a regular basis at void properties to allow gas and electrical safety checks to be conducted, we seek Chair's authority to approve an amended *Scheme of Delegation – Financial Authorisation Limits* which re-instates Petty Cash.
- 1.6 The Chair's decision in this matter is attached at appendix one.
- 1.7 The revised *Scheme of Delegation – Financial Authorisation Limits* is attached at appendix two.

2 Risk

- 2.1 That decision's taken outside Board Meetings are not formally recorded and reported to Board.
- 2.2 The Chair's Action Procedure is detailed within the Association's Governance Framework and any decisions taken outwith the Board Meetings are formally reported to Board at the next available Board Meeting.

3 Recommendation

- 5.1 The Board is asked to note the Chair's decision in line with the Chair's Action Procedure in relation to the *Scheme of Delegation – Financial Authorisation Limits*

Irvine Housing Association Board ("the Association")
 RECORD OF DECISIONS OF THE CHAIR UNDER
 CHAIR'S ACTION PROCEDURE

RECEIVED

20 FEB 2020

Amendment to Scheme of Delegation – Financial Authorisation Limits

IRVINE HOUSING ASSOCIATION

1 BACKGROUND

- 1.1 The Association's Governance Framework Document provides, at paragraph 1.8 that where urgent decisions which do not permit delay are necessary between meetings, the Chair is authorised to take decisions with the advice of the Managing Director, or Executive Team (as the case may be) and following as wide a consultation with Board or Committee members as time permits.
- 1.2 A record of those consulted and of their views should be made.
- 1.3 Such decisions must be subsequently put before the next meeting of the Board or Committee for noting, and recorded in the minutes.

2 CURRENT CIRCUMSTANCES

- 2.1 Following the closure of the Petty cash facility, Petty Cash was removed from the *Scheme of Delegation – Financial Authorisation Limits* which was approved by Board on 30 January 2020.
- 2.2 It has now come to light that changes at British Gas and Scottish Power mean it is no longer possible for Asset Officers to use purchasing cards to top up prepayment meters making alternative arrangements essential.
- 2.3 Having liaised with colleagues in Procurement, Treasury and Group Finance it has been agreed the only viable solution would be to reintroduce Petty Cash on the understanding it would be used solely for the purpose of topping up prepayment meters.
- 2.4 As the ability to top up meters is required on a regular basis at void properties in order to conduct gas and electrical safety checks, we seek Chair's authority to approve an amended *Scheme of Delegation – Financial Authorisation Limits* which re-instates Petty Cash.

3 DECISION

- 3.1 The Chair has therefore decided, following the above discussion/s, to:
- 3.1.1 Approve the reinstatement of Petty Cash to the *Scheme of Delegation – Financial Authorisation Limits*
- 3.2 This decision will be put to the Board for noting at the next Board meeting.

SIGNED: 

CHAIR

DATE: 18/02/2020

Scheme of Delegation - Financial Authorisation Limits Amended

Amended

Agenda Item 5.7 Appendix 2

1. All delegations are subject to implementation of relevant policy and procedures.
2. The delegation below is the lowest level to which authority is delegated.
3. Officers can authorise costs only up to the limits stated within the annual budget.
4. Individuals must not authorise any matter directly relating to themselves or in which they have a conflict of interest.
5. Where authorisations exceed limits below authorisation will be required by Group Executive Director or Group Chief Executive.
6. Other than in exceptional circumstances, officers should only authorise transactions within their remit.

[illegible]