



**Board of Management Meeting held on 25 November 2021 at 6pm**

***Due to the Coronavirus public health crisis and government advice the Board meeting was conducted remotely using Zoom.***

The following members participated remotely:

Mark Griffiths (Chair)  
Kenneth Butler  
Lorna Cameron  
Martin Earl  
Scott Kirkpatrick  
Margaret Vass  
Andrew Faulk  
Susan Macmillan

Staff in attendance: Donna Birrell, Chief Executive Officer (CEO)  
Kirsty Brown, Deputy Chief Executive Officer/Director of Finance and Corporate Services (DCEO/DFCS)  
Craig Wood, Director of Housing and Property Services (DHPS)  
Jackie Leeds, Housing Services Manager (HSM)  
Hilary Tennant, Governance and Compliance Officer (GCO) (Minutes)

Also in attendance: Eammon Connolly, EVH (presentation only)  
Ewan MacDonald, Macdonald Cameron (EM) (Item 3 only)

Item		Action
1.	<p><b>Welcome and Apologies</b> Mark Griffiths welcomed everyone to the meeting and extended a warm welcome to Eammon Connolly from EVH.</p> <p>Apologies had been received from Fiona Boath, Malcolm Begg, Linda Anderson and Theresa Elliot.</p>	
	<p><b>Eammon Connolly, EVH – Board members only</b> The Chair thanked Eammon for his presentation.</p> <p><i>Eammon left the meeting following this item</i></p>	

	<p><i>Staff joined the meeting at 6:30pm</i></p> <p><b>Declarations of Interest</b> Susan Macmillan declared an interest in item 11.3.</p>	
2.	<p><b>Declarations of Interest and Code of Conduct Annual Update</b> The report confirmed that all Board members and staff, with the exception of one member of staff, had completed the annual signing of the Code of Conduct and Declarations of Interest documentation.</p> <p>The Registers of Interest had been reviewed by the CEO and preparations were being made for the Register to be made publicly available on the website via the RSHA Guide to Information.</p> <p>The CEO reported that the tenancy agreement for the Board member, as approved at the last Board meeting, had not yet commenced. The Register would be updated again imminently and reported at the next Board for approval.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the completion of the Registers of Interest for RSG Board members and staff be noted;</li> <li>◆ that the completed RSG Board Members' Register of Interest be approved, and publication of the Register as part of the Managed Publication Scheme/FOI Regulations be completed; and</li> <li>◆ that the completion of the signed Codes of Conduct for RSG Board members and staff be noted.</li> </ul>	CEO
3.	<p><b>Development Exception Report, Ewan MacDonald, Macdonald Cameron Ltd</b> <b>3.1 Balmaha</b> The report provided an update on the proposed development at Balmaha and detailed the four options available to ensure the project's viability.</p> <p>EM advised that an increased tender price subsequent to the grant award had resulted in a project shortfall. Following a review by the design team the report recommended that further value engineering works be implemented. A meeting had been held with the planning authority. This had been positive but further discussion would be necessary regarding amendments.</p> <p>The cost plans would then be revised to allow the project options to be re-evaluated. If this re-evaluation indicated that project could be delivered within budget the contract would be re-tendered and planning consents sought if required.</p> <p>MV and the Chair stressed that the Board was keen to press ahead with the project at the earliest opportunity. MV asked about our communications with the local community who had been keen for the Association to complete this project. The DHPS advised that he had had informal conversations with East Loch Lomond Community Trust (ELLCT) and</p>	

	<p>would ensure that ongoing communication was provided to the community when updates were available.</p> <p>The Chair asked that the architect be advised of our wish to proceed as quickly as possible, and the DHPS advised that he would arrange a meeting with the architect to emphasise the importance of getting the project on site as soon as possible. He noted that some of the delay had been caused by a delay in contractors providing costs for the project.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the progress report be noted;</li> <li>◆ that implementation of the further value engineering measures be approved; and</li> <li>◆ that the project options are reappraised following cost plan revisions.</li> </ul>	
4.	<p><b>Health and Safety</b></p> <p><b>4.1 Group H&amp;S Policy Statement</b></p> <p><b>4.2 Group Landlord Facilities H&amp;S Policy Statement</b></p> <p>The Board approved the above Policy Statements.</p> <p><b>4.3 H&amp;S Moment</b></p> <p>The Chair reported two recent incidents locally which served to emphasise the need to maintain our vigilance against COVID-19 and to take care of our mental health.</p> <p>A Board member highlighted the “Happy to Chat” initiative organised by the Callander Youth Project, providing benches for people to sit and chat. Stirling Council can assist in identifying benches available for the initiative. The Chair asked whether the Association could support this initiative and highlight it via the Rural Matters newsletter.</p> <p><b>4.4 H&amp;S Incident.</b> The CEO reported that there had been no H&amp;S incidents. RSHA staff would be advised to maintain COVID safety guidelines following one member of staff being required to self-isolate after being identified as a close contact of a positive case.</p> <p><b>4.5 Health and Safety Update</b></p> <p>There were no incidents or matters to be reported to the Board.</p> <p><b>4.6 Landlord Facilities Health and Safety Update</b></p> <p>There were no incidents or matters to be reported to the Board.</p>	CEO
5.	<p><b>Group Minutes</b></p> <p><b><u>Board</u></b></p> <p><b>5.1 Minute of Board Meeting: 7 October 2021</b></p> <p>The Minute was <b>approved</b> following a motion by Lorna Cameron and seconded by Margaret Vass.</p>	

	<p><b>5.2 Confidential Minute of Board of Management Meeting: 7 October 2021</b> The Confidential Minute was <b>approved</b> following a motion by Lorna Cameron and seconded by Margaret Vass.</p> <p><b><u>Audit and Risk Committee</u></b></p> <p><b>5.3 Minute of A&amp;R Committee Meeting: 4 November 2021</b> The Minute was <b>noted</b></p> <p><b>5.4 Confidential Minute of A&amp;R Committee Meeting: 4 November 2021</b> The Confidential Minute was <b>noted</b></p> <p><b><u>Subsidiary</u></b> None</p> <p><b><u>Working Groups</u></b></p> <p><b>5.5 Action Note of the meeting of the Investment Working Group 26 October 2021</b> The Action Note was <b>noted</b>.</p>	
6.	<p><b>Matters Arising Schedule</b> The CEO reported that Andrew Faulk had indicated his interest in joining the Investment Working Group. This was approved by the Board.</p> <p>The Matters Arising Schedule was <b>approved</b>.</p>	
7.	<p><b>Record of Electronic Approvals</b> There was no report.</p> <p>A Board member had noted the large number of HR policies to be approved and wondered whether any of these could be combined to rationalise the number of policies required. The CEO advised that these policies were based on EVH model policies and formed part of the EVH Terms and Conditions which RSHA employment contracted were based on. The CEO would feedback to EVH the Board’s concerns relating to the large number of policies.</p> <p>The HR policies have been issued for electronic approval, and the Board were asked to return their approval form by 10 December 2021.</p>	<p>CEO</p> <p>Board</p>
8.	<p><b>Group Key Risks Review</b> The report noted that the RSG Risk Register had last been presented to the Board at its meeting in October 2021, at which time it was agreed to present a key risks report to the Board quarterly alongside the Performance Report.</p> <p>The report detailed the changes to the risk position of nine risks which had changed since the last review. All other risks had remained static. The updated Register was attached as Appendix 1.</p> <p>Additional risk management support was being sourced from an external consultant, along with Risk Management training for the Board planned for early 2022.</p>	

	<p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the updated RSG Key Risk Register be approved; and</li> <li>◆ that the changed risk position detailed in the report be noted.</li> </ul>	
9.	<p><b>Strategy</b></p> <p><b>9.1 Asset Management Strategy 2021/22 to 2023/24</b></p> <p>The report presented the updated Asset Management Strategy (appendix 1) and provided details of the key changes. Further detailed information was contained in appendices 2-4.</p> <p>A full review of the Strategy would take place during 2022-23, to include a benchmarking exercise and inclusion of forthcoming requirements in relation to EESSH2 and net zero.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the Asset Management Strategy 2021 and supporting appendices be approved.</li> </ul> <p><b>9.2 RSG Strategic Plan 2020-2023 Review: Timeline and Key Dates</b></p> <p>The report provided information on plans for the review of the Group Strategic Plan 2020-23 with the timeline and key dates detailed in appendix 1.</p> <p>The RSG Strategic Plan is scheduled for a full review by March 2023.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the timeline for the RSG Strategic Plan 2020-2023 review and the key dates as provided in Appendix 1, be approved.</li> </ul>	
10.	<p><b>Performance and Policy</b></p> <p><b>10.1 Q2 Performance Report (including update on revised peer group information)</b></p> <p>The report presented the Quarter 2 (July-September) performance data. A revision of the rural peer group for benchmarking was noted in the report.</p> <p>Information on ARC and Universal Credit performance was provided in Appendix 1. An increase in former tenant rent arrears was noted and work in this area would be prioritised. There were 21 new build lets in Q2, with no void loss incurred, and 24 re-lets, with an average re-let time of 14.3 days.</p> <p>Planned maintenance expenditure in Q2 was detailed in Appendix 2. Planned maintenance in 2020/21 but delayed by COVID-19 restrictions had been carried over to the 2021/22 programme. Information on reactive repairs, heating installations/replacements and fire safety upgrades was provided in the report.</p> <p>An update on the Q2 Development performance was contained in Appendix 3. Progress on the current programme was provided in the report.</p>	

Progress on achievement of the actions set out in the Strategic Delivery Plan was provided in Appendix 4, and an update on progress with the Tenant Satisfaction Survey Action Plan was provided in Appendix 5.

A Board member highlighted that the focus on arrears, particularly former tenant arrears, should be maintained, and if additional temporary resources were required to allow this the Board would consider such requests favourably. The HSM advised that a temporary Housing Officer was now in post, and support from the Finance Assistant would prioritise work on these former tenant arrears.

A Board member enquired whether technology could be introduced to improve the allocations process, with virtual house viewings and online information on the pre-letting process being utilised to reduce Housing Officer time and speed up this process. The HSM and DHPS agreed to consider the use of technology and working with new build contractors to create 'show home' videos to promote this stock. A Board member noted that this could include information on the challenges of living in a rural setting.

DHPS/HSM

**The Board decided:**

- ◆ that the Q2 Performance Report and supporting appendices be approved.

**10.2 Q2 Complaints Report**

The report provided details on RSHA's complaints performance for the period July – September 2021. Full information on all complaints received by service area and type was provided in Appendix 1.

The CEO reported that an issue with the SDM dashboard, which had subsequently been resolved, meant that the figure for Stage 2 complaints provided in Appendix 2 should read 15 days rather than 27 days.

The report provided a breakdown of the 21 complaints received, all of which had been responded to within the SPSO timescale required. An ARC comparison table provided further information on the Association's performance against the Scottish average and our peer group average. Information on lessons learned was also provided.

**The Board decided:**

- ◆ that the Quarter 2 Complaints Performance Report, be approved.

**10.3 Draft H&S Policies for Review**

The report provided details of the recommended revisions to several existing and new Landlord Health and Safety policies (appendices 1-5).

**The Board decided that the following policies be approved:**

- i. Group LSM Asbestos in Tenancies Policy
- ii. Group LSM Electrical Safety Policy
- iii. Group LSM Fire Safety Policy

	<ul style="list-style-type: none"> <li>iv. Group LSM Gas Safety Policy</li> <li>v. Group LSM Construction Design Management (CDM)Policy</li> </ul>	
11.	<p><b>Finance</b></p> <p><b>11.1 Confidential Draft Forecast Update for the year to 31 March 2022</b>  <i>This item was confidential</i></p> <p><b>11.2 Confidential First Draft Budget 2022/23 and 30 year Financial Projections.</b>  <i>This item was confidential.</i></p> <p><b>11.3 Annual Rent Review and Consultation</b>  The report presented the annual rent review and options for proposed rent levels from 1 April 2022.</p> <p>The RSHA rent setting process had been reviewed in 2014 and rents were based on a points system (appendix 1). Annual rent setting is based on the October inflation rate. The report provided details on the published inflation data, and the annual rent reviews since 2018/19.</p> <p>The Association must set rents to maintain its financial integrity while ensuring affordability for tenants. Appendices 2 and 3 detailed the results of applying the SFHA Affordability Tool to proposed RSHA rents following the proposed rent increases, which indicated that the Association’s rents would still meet the affordability threshold. Appendix 4 provided rent review benchmarking information.</p> <p>Tenant consultation on rent levels would be undertaken by means of a text message survey arranged by CX Feedback, and a paper copy survey for tenants where no mobile phone/email information is held. The consultation would be promoted in the winter edition of Rural Matters, and a virtual tenants meeting was planned for 29 January 2022. Feedback from the tenant consultation events would be presented to the Board in February 2022.</p> <p>A review of the mid-market properties let by Venachar was still underway and no rent rise would be implemented until the results of this review were known.</p> <p>The Board discussed the options for the rent increase, and the likely effects on the Association and its tenants of each option. Discussion on the adverse effects on the development programme and planned maintenance programme of a lower rent rise option were noted.</p> <p>Clear communication to tenants on the need for the rent rise, and the adverse effects should this not be implemented, were stressed by the Board.</p> <p>All members of the Board indicated their willingness to consult tenants on a rent increase of 3.9% and advise tenants that if this rise could be reduced it would be.</p>	

	<p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that a proposed rent increase of 3.9% in 2022/23 be presented to tenants for consultation, be approved;</li> <li>◆ that a freeze on Mid-Market Rents be approved;</li> <li>◆ that a proposed increase in occupancy charge for Sharing Owners of 3.9% for 2022/23 be approved; and</li> <li>◆ that the proposed consultation arrangements for tenant and sharing owners be approved.</li> </ul> <p><b>11.4 Update on Private Finance Procurement.</b> The report provided an update on the £3million private finance procurement.</p> <p>RBS had now confirmed that credit approval for the new finance had been achieved. Legal work will now commence to draft the loan agreement. RBS had also now advised that a stock revaluation would not be required until the scheduled revaluation, due in November 2022.</p> <p>The report provided a procurement timetable for the procurement process.</p> <p><b>The Board decided that:</b> that the contents of the report be noted.</p> <p><b>11.5 Update in LIBOR to SONIA Transition</b> The report provided an update on the Association’s move from LIBOR to SONIA as the referenced interest rate on existing LIBOR loan agreements.</p> <p>Information on the option to repay six smaller Nationwide loans was discussed in the report.</p> <p>Draft LIBOR Transition Agreements with Nationwide were provided in appendices 1 and 2. These agreements were expected to be concluded over the new few weeks. The extract minute (appendix 3) would allow conclusion of this for the Association.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the contents of the report and appendices be noted;</li> <li>◆ the signing of the extract minute be approved; and</li> <li>◆ that repayment of six Nationwide loans totalling approx. £130k be approved.</li> </ul> <p><b>11.6 Confidential Q2 Management Accounts</b> <i>The item was confidential.</i></p>	
12.	<p><b>Operations</b></p> <p><b>12.1 Heating Replacement Options (ESSH2) Report</b> The report presented the options for the planned replacement of 45 heating systems in 2021/22.</p>	

	<p>An audit of the Association’s stock against EESSH2 standards had been agreed with Changeworks and would take place in early 2022. The planned heating replacement systems were scheduled for installation before the results of this audit would be known, which could leave the Association exposed to additional costs should there be a need for further upgrades to meet EESSH2 standard.</p> <p>An application for funding to assist with the costs of meeting EESSH2 standards for some of these properties via Net Zero Heating Fund (NZHF) was being developed.</p> <p>The DHPS advised the Board that following the result of the audit, and once more information on the requirements of EESSH2 were available he would bring a component replacement strategy to the Board based on the further information available at that time.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the planned Heat Replacement Systems be deferred to 2022/23, be approved; and</li> <li>◆ that tenant engagement for the properties affected by undertaken.</li> </ul> <p><b>12.2 Tender Approvals</b></p> <p>The CEO noted that the tender had now been received and would be reviewed by the DHPS. A report would be provided to the Office Bearers to allow them to make a decision out with the Board meeting.</p>	DHPS
13.	<p><b>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</b></p> <p><b>13.1 Notifiable Events – Confidential HR Report.</b> The Board noted the content of the report.</p> <p><b>13.2 Office Bearers’ Decisions – Confidential HR Report</b> The Board noted the content of the report.</p> <p><b>13.3 Recommendations from the A&amp;R Committee</b> The report provided details of recommendations from the Audit and Risk Committee in relation to the Annual Review of the Risk Management Framework and the Board Learning and Development Plan (appendices 1 and 2).</p> <p>The Board is required to formally approve the recommendations from the Audit and Risk Committee following the updated remit of the Committee agreed by the Board at the October meeting.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the updated RSG Risk Management Framework, be approved; and</li> <li>◆ that the updated RSG Board Learning and Development Plan 2021/22, be approved.</li> </ul> <p><b>13.4 New Member Applications</b> <b>None</b></p>	

	<p><b>13.5 Cancellation of Share/Membership</b> The report provided details of the proposed cancellation of two Shares held in the Association.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the cancellation of the Shares detailed in the report be approved.</li> </ul>	GCO
14.	<p><b>Chief Executive’s Report</b> The report provided the Board with an update on key issues, actions and developments since the last meeting.</p> <p><b>Equality, Diversity and Inclusion (EDI):</b> The SHR and SFHA guidance for RSL’s on collecting Equality information was available to the Board via the Resource Library on Decision Time. EDI training had been arranged for RSHA staff and Board.</p> <p>The SMT and GCO met with the DPO to discuss the model Equalities Monitoring form. Issues raised were passed to the SHR by the DPO and a future meeting had been arranged for the end of November to take forward the response and develop our Equalities Monitoring Data Collection framework.</p> <p><b>Investment Working Group:</b> The IWG met in October with a further meeting planned for February 2022 to consider Community Engagement.</p> <p><b>Planned Works.</b> <u>Changeworks</u> Project: The tender report had been delayed due to illness. As noted at agenda Item 12.2 tenders received would be reviewed, and a tender report prepared. Electronic approval would be sought from office bearers out with Board meetings.</p> <p><u>Reallocation of Budget:</u> Quotations to replace unsafe fencing at Burngreen, Kippen had been received which exceeded the CEO’s delegated authority therefore approval to proceed with the works would be sought from office bearers out with Board meetings.</p> <p><b>Correspondence:</b> correspondence received regarding:</p> <ul style="list-style-type: none"> <li>i) Planning Application Neighbour Notification Woodside Hotel</li> <li>ii) EVH letter to members regarding potential pay negotiations</li> </ul> <p>were attached as appendices. The EVH Monthly newsletter had been circulated to Board members by email prior to the meeting.</p> <p><b>Learning and Development</b> The weblink for the SHARE Learning and Development Update was provided for the Board. The Board raised the question of parking at the Doune office following issues highlighted as a result of the sale of the Woodside Hotel. The DHPS advised the</p>	

	<p>Board that the Association only owned one disabled space at the rear of the office. The new owner had not responded favourably to informal negotiations so the option of deemed parking rights was now being investigated by our legal representatives.</p> <p><b>The Board decided:</b> that the contents of the report be noted.</p>	
15.	<p><b>Action Tracker</b></p> <p><b>The Board decided:</b> that the Action Tracker be approved.</p>	
16.	<p><b>Attendance at Conference/Seminar or Networking Events:</b> The Chair and DCEO/DFCS recently attended the SFHA Finance Conference. The Chair noted that the SFHA was reporting that financial institutions were increasingly looking for an Environment, Social and Governance (ESG) statement for all their contracts. The SHR believed that RSL's would require this in the future, and the CEO and the Chair will work towards drafting a ESG statement for RSHA. It was noted this would be included in the updated Sustainable Procurement policy when this is next reviewed.</p>	CEO/DCEO/ DFCS
17.	<p><b>Any Other Competent Business</b> Fiona Boath thanked the Board for the flowers sent to her following her family's recent illness.</p>	
18.	<p><b>Review/Reflections of Meeting:</b> Please email your feedback to Mark Griffiths Chair.</p>	ALL
19.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Thursday 9 December, 6.30pm</b> - Group Training Session: Health &amp; Safety Awareness for Governing Body members by Housing Health and Safety Compliance <b>Online</b></li> <li>• <b>Thursday 10 February 2022, 6:30pm</b> – Board meeting <b>Hybrid</b></li> <li>• <b>Governance training session – tbc</b></li> <li>• <b>Finance and Treasury Management and Business Planning, February 2022, - tbc</b></li> <li>• <b>Risk Management, Decision Time module Refresher training – tbc</b></li> <li>• <b>Thursday 17 March 2022, 6:30pm</b> – Board meeting, <b>Hybrid</b></li> </ul> <p>The Chair thanked the Board for their attendance and closed the meeting.</p> <p><i>The Meeting closed at 8:55pm</i></p>	

Chair's signature .....