



**Board of Management Meeting held on 7 October 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)
- Linda Anderson
- Malcolm Begg
- Fiona Boath
- Kenneth Butler
- Lorna Cameron
- Martin Earl
- Theresa Elliot
- Scott Kirkpatrick
- Susan Macmillan
- Anne Law
- Margaret Vass

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: Scott Drever, SDM Housing Management Software Solutions (presentation)  
 Stephanie Harper, Change HR (presentation)

Item		Action
1.	<p><b>Welcome and Apologies</b></p> <p>Mark Griffiths welcomed everyone to the meeting, especially the new Board members elected at the AGM in September, and to Scott Drever and Stephanie Harper.</p> <p>Apologies had been received from Andrew Faulk and Mike Morrice</p>	

	<p><b>MyHome Demo, Scott Drever</b>  A presentation on the MyHome software system linked to the Association’s SDM Housing management was given by Scott Drever.</p> <p>Scott demonstrated the MyHome dashboard and interactive options available to tenants, including booking repairs, online rent payments and updating tenancy information.</p> <p>The Board asked questions about the options available on the standard package.</p> <p>Mark Griffiths thanked Scott for his informative presentation.</p> <p><i>Scott left the meeting following this item</i></p>	
	<p><b>Equality Diversity and Human Rights Audit: Presentation on key findings and recommendations Stephanie Harper, Change HR</b></p> <p>Stephanie Harper presented her highlights from her report following the recent Equalities audit. Stephanie discussed the changes and improvements noted in the report which could be made to both policy and practice. The key priority would be to develop the Equality, Diversity and Human Rights Strategy and Policy Statement and to comply with the SHR guidance on Equality Monitoring and data collection. Stephanie confirmed that she had not found any practices which would cause concern and require immediate action.</p> <p>Mark Griffiths thanked Stephanie for her report and advice on next steps for the Association.</p> <p><i>Stephanie left the meeting following this item.</i></p>	
2.	<p><b>Declarations of Interest and Code of Conduct Annual Update</b></p> <p><b>Declarations of interest were made as follows:</b>  Fiona Boath and Theresa Elliot – item 13.4  Linda Anderson – item 13.8  Malcolm Begg – item 13.1</p> <p><b>Annual Update</b>  The GCO gave a verbal update on progress towards completion of the annual signing of the Code of Conduct and Declarations of Interest for both staff and Board members. A final report would be presented to the next Board meeting prior to the Registers of Interest being made publicly available on the website</p>	GCO
3.	<p><b>Health and Safety</b></p> <ul style="list-style-type: none"> <li>• <b>Health and Safety Update</b> – there was no incidents or matters to be reported to the Board.</li> </ul>	

	<ul style="list-style-type: none"> <li>• <b>Landlord Facilities Health and Safety Update</b> – the CEO reported that the audit was currently being undertaken by Housing H&amp;S Compliance and progress would be reported to the Audit and Risk Committee in November.</li> <li>• <b>H&amp;S induction for Board members</b> – this would be co-ordinated by the GCO and CSO.</li> </ul> <p>A question was raised in relation to the Board H&amp;S training sessions and the CEO confirmed that there would be two sessions to attend.</p>	
4.	<p><b>Election of Office Bearers, Membership of Committee and Election of Chair, RSHA Board Nominated Representative on subsidiary Venachar Ltd, Membership of Working Groups and Election of Chair. Revised Remit of Audit and Risk Committee</b></p> <p>The Board was advised of the requirement to complete several governance tasks as outlined in the report.</p> <p>Information on the roles of the office bearers was attached in appendices 1-3, and the remit of the Audit and Risk, and Investment Working Group (IWG), was provided in appendices 4 and 5.</p> <p>Nomination for Chair had been received for Mark Griffiths Nominations for Vice Chair had been received for Fiona Boath and Theresa Elliot.</p> <p>Mark, Fiona and Theresa accepted the nominations.</p> <ul style="list-style-type: none"> <li>• Mark Griffiths was duly elected as Chair following a motion from Margaret Vass, seconded by Anne Law.</li> <li>• Fiona Board was duly elected as Joint Vice Chair following a motion from Scott Kirkpatrick, seconded by Malcolm Begg.</li> <li>• Theresa Elliot was duly elected as Joint Vice Chair following a motion from Scott Kirkpatrick, seconded by Malcolm Begg.</li> </ul> <p>The Chair conducted the remainder of the meeting.</p> <p>Volunteers were sought for the Audit and Risk Committee and Investment Working Group.</p> <p>Volunteers for the Audit and Risk Committee were sought, and Fiona Boath, Margaret Vass, Mark Griffiths, Lorna Cameron and Susan Macmillan were selected to sit on the Committee.</p> <p>Fiona Boath was nominated by the Chair to continue as Chair of the Audit and Risk Committee. No other nominations were received. Fiona accepted the nomination and was duly elected as Chair of the Audit and Risk Committee. It was noted that Fiona had already served 2 years as Chair of A&amp;R Committee and on this occasion the Board agreed to extend this period.</p>	

	<p>Volunteers were sought for the IWG, and Malcolm Begg, Anne Law, Margaret Vass, Susan Macmillan, Scott Kirkpatrick and Mark Griffiths were selected to sit on the IWG.</p> <p>Malcolm Begg was nominated by the Chair to continue as Chair of the IWG. No other nominations were received. Malcolm accepted the nomination and was duly elected as Chair of the IWG.</p> <p>The position of RSHA Board Nominated Representative on Subsidiary Venachar Ltd was currently held by Margaret Vass who intimated that she was willing to continue in the role. There were no other nominations and Margaret was duly elected to continue as RSHA Board Representative on Venachar Board.</p> <p>Board members who had sent apologies would be contacted to ascertain whether they wished to sit on the A&amp;R Committee or IWG, subject to the membership limits identified in the remits for both the Committee and the Working Group.</p> <p><b>Revised Remit of Audit and Risk Committee</b> The Board approved the revised remit for the Audit and Risk Committee</p> <p><b>Revised Remit of Investment Working Group</b> The Board approved the revised remit for the Investment Working Group</p>	CEO
5.	<p><b>Annual Adoption/Signing of the Code of Conduct</b> The report on this item was covered under item 2 A question was raised via Decision Time regarding the option to elect the Office Bearers and select the members for Committee immediately following the AGM, to help facilitate the completion and signing of the Code of Conduct/Declarations of Interest forms which require information on office bearer positions. It was suggested that any social aspect to the proceedings take place before the AGM rather than afterwards to help facilitate the above.</p> <p>The Board agreed to consider this prior to the next AGM. The item will be added to the Action Tracker</p>	CEO/Chair
6.	<p><b>Group Minutes</b> <b><u>Board</u></b> <b>6.1 Minute of Board Meeting: 12 August 2021</b> The Minute was <b>approved</b> following a motion by Margaret Vass and seconded by Lorna Cameron. <b>6.2 Confidential Minute of Board of Management Meeting: 12 August 2021</b> The Confidential Minute was <b>approved</b> following a motion by Lorna Cameron and seconded by Margaret Vass <b>6.3 Annual Group Strategy Day, 10 September 2021.</b> Subject to the minor amendment noted on Decision Time the minute was approved by Mark Griffiths and seconded by Theresa Elliot</p> <p><b><u>Audit and Risk Committee</u></b> None</p>	

	<p><b><u>Subsidiary</u></b> None</p> <p><b><u>Working Groups</u></b> None.</p>	
7.	<p><b>Matters Arising Schedule (CEO)</b> The Matters Arising Schedule was <b>approved</b>.</p>	
8.	<p><b>Record of Electronic Approvals (CEO)</b> The report provided details on the outcome of the request for electronic approvals made in August 2021 for the following items:</p> <ul style="list-style-type: none"> <li>i. Annual review of Board/Committee Structure and effectiveness</li> <li>ii. Investment Working Group: Mid-year review of effectiveness</li> <li>iii. Annual Review of Compliance with Notifiable events requirements</li> <li>iv. Annual Review of Governing Body Members Guide</li> <li>v. Annual Review of Operation of Subsidiary</li> <li>vi. Annual Review of Effectiveness of Governance and Control of Subsidiary</li> </ul> <p>Copies of these reports had been made available via Decision Time.</p> <p><b>The Board decided:</b> that the results from the electronic approvals be noted.</p>	
8.	<p><b>Group Key Risks Review (CEO)</b> The report noted that the RSG Risk Register had been scrutinised by the Audit and Risk committee at its meeting in July, and had last been presented to the Board at its meeting in August 2021. The updated Register was attached as Appendix 1.</p> <p>The report detailed the changes to the risk position of five risks which had changed since the last review. All other risks had remained static.</p> <p>The report noted the transition to utilise the Risk module within Decision Time for future reports to the Board, which would move to quarterly in line with performance monitoring reports. In conjunction the Audit and Risk Committee remit would be amended in line with the outcome of discussions at agenda item 4.</p> <p>Board members highlighted that they did not have access to the demo Risk module in Decision Time. The CEO would contact Decision Time to arrange access and confirmed that additional training on the Risk module would be arranged for Board members.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the updated RSG Key Risk Register be approved.</li> <li>◆ That the risk change position be noted</li> <li>◆ That the revised approach to risk reporting be approved.</li> </ul>	CEO
10.	<p><b>Strategy</b> The report noted the outcomes from the annual Group Strategy Day held on 10 September 2021, attended by Board members and senior staff. A minute of the session had been provided at agenda item 6.3 for approval.</p>	

	<p>A report on the outcomes was attached as appendix 1.</p> <p>The report highlighted areas for consideration by the Board going forward. The Board discussed planning a series of meetings to assist in the development and delivery of a new strategy. A meeting plan with milestones would be developed and presented at the next Board meeting in November.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the report be noted, and that those questions raised be considered</li> <li>◆ That the delivery of the current strategy be continued while a new strategy to commence in April 2023 is developed.</li> </ul> <p><i>Anne Law left the meeting during consideration of this item</i></p>	CEO/Chair
11.	<p><b>Performance and Policy</b></p> <p><b>11.1 Draft H&amp;S Policies for Review</b></p> <p>The report provided details of the recommended revisions to seven existing and new Health and Safety policies.</p> <p><b>The Board approved the following policies:</b></p> <ul style="list-style-type: none"> <li>i. Group Letter Bomb Policy</li> <li>ii. Group New and Expectant Mothers Policy</li> <li>iii. Group Blood, Body Fluids and Sharps Policy</li> <li>iv. Group Workplace Conditions Policy</li> <li>v. Group COSHH Policy</li> <li>vi. Group Accident and Investigation Policy</li> <li>vii. Group Accident and Investigation Escalation Policy (new)</li> </ul> <p><b>The Board decided:</b> subject to the amendment recommended on Decision Time for item iii, that the policies be adopted.</p>	
12.	<p><b>Finance</b></p> <p><b>12.1 Commercially Confidential Treasury Management Review for the year ended 31 March 2021</b></p> <p><i>This item was confidential</i></p> <p><b>12.2 Update on Private Finance Procurement.</b></p> <p>The report provided an update on the procurement of the additional private finance requirement for the years 2022-2024 to fund the current development programme.</p> <p>Following a successful tender process, the Board agreed to take forward negotiations with RBS for the required funding. These negotiations are continuing, and a procurement timetable was provided in the report.</p> <p>The Board confirmed they were happy to allow TC Young to continue negotiations in relation to this agreement.</p>	

	<p>The DCEO/DFCS advised the Board that no formal credit agreement had been received from RBS, however this was expected in the following week.</p> <p><b>The Board decided that:</b> that the contents of the report be noted.</p> <p><b>12.3 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>Draft Transition Agreements received in relation to the RBS loans were attached as appendices 1 and 2. Once the final, minor updates were agreed by both legal teams, a minute to confirm the necessary authorisations of the signatory to the agreement would be required. A draft minute was provided in appendix 3 in line with the schedule of delegated authority, which will be signed once final minor amendments are completed. A final version of the Agreement would be uploaded to Decision Time for Board members to review.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the contents of the report be noted</li> <li>◆ That the signing of the draft extract minute be approved.</li> </ul>	
13.	<p><b>Operations</b></p> <p><b>13.1 Reactive Maintenance Framework Tender Report</b>  The report provided an update on the tender process for the reactive maintenance framework.</p> <p>The report provided information of the results of the six Lots which were tendered for in July 2021. Detailed analysis and outcome for each bid had been provided in Appendices 1 and 2. Lots where only two bidders were compliant would automatically proceed following approval from the Board.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that entry into contracts with the contractors for each of the six Lots outlined in the report and contained within the Tender Reports provided by Ewing Sommerville Partnership (Appendices 1 &amp; 2), be approved.</li> </ul> <p><b>13.2 Confidential Allocations Policy: Exceptional Circumstances</b>  <i>This item was confidential</i></p> <p><b>13.3 Stirling Council Lease of Property for Refugee</b>  The report provided information on a request received from Stirling Council to lease a three- or four-bedroom property for a period of 12 months to house a refugee family.</p> <p>At the end of the 12-month period if the family has settled further discussions would take place to consider transitioning the family to an RSHA tenancy.</p>	

**The Board decided:** that the lease of a three- or four-bedroom property to Stirling Council for a period of 12 months be approved.

#### **13.4 Killin Disposal**

*T Elliot and F Boath declared an interest in this item and it was agreed that they would not participate in the discussion or decision.*

The report provided details of the opportunity to dispose of surplus land at Killin.

Details of the land valuation and overage clause, resulting in a final valuation of £28,000 was provided in the report.

The Board discussed the effects on current RSHA tenants in Fingal Road as a result of the sale of the land, and any objections which may be raised. The benefits to the Association of disposal of the land was also considered. Access to the land and any houses built on it would not be from Fingal Road.

**The Board decided:** that the instruction of the Association's solicitors to progress matters towards the sale of the land be approved. It was agreed that the Association would notify all adjacent tenants of the disposal and the business case for this.

DHPS

#### **13.5 Hybrid Working Arrangements: Update for Information**

The report provided an update on preparations being made to allow staff to return to the office on a hybrid model basis.

Consultation with staff had taken place and proposed new office opening hours and weekly staff hybrid working patterns were contained in the report.

**The Board decided that:** that the contents of the report be noted.

#### **13.6 Confidential Tenant Compensation Request**

*This matter was confidential*

#### **13.7 Confidential HR Report**

*This matter was confidential.*

*Staff left the meeting during consideration of this item.*

#### **13.8 Confidential Allocation of a Property to a Board Member**

*This item was confidential.*

14.	<p><b>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</b></p> <p><b>14.1 Notifiable Events:</b> No Report.</p> <p><b>14.2 Office Bearers’ Decisions</b> The report provided information on an electronic approval sought from the office bearers by the CEO in August 2021.</p> <p>Following advice from EVH it had become apparent that the delegated authority given to the CEO in relation to dismissal following a disciplinary matter was not in line with current EVH T&amp;C’s and could expose the Association to the risk of legal challenge to any decision in relation to a disciplinary dismissal.</p> <p>Authority was therefore sought from office bearers for the Schedule of Delegation to be amended to mirror EVH T&amp;Cs and that the authority to dismiss should rest with the Board.</p> <p><b>The Board noted that:</b></p> <ul style="list-style-type: none"> <li>• in September 2021 Office Bearers approved amendments to the Schedule of Delegation.</li> <li>◆ Board representatives involved in any Disciplinary Hearing would be those members of Audit and Risk Committee who had received training on Disciplinary and Grievance from Law at Work in 2019.</li> </ul> <p><b>14.3 Recommendations form the Committee:</b> None</p> <p><b>14.4 New Member Applications:</b> None</p> <p><b>14.5 Confidential Annual Assurance Statement 2021 Final Draft</b> <i>This item was confidential</i></p>	
15.	<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>Development:</b> The report provided a progress update on the seven current developments and provided information on six future projects in the pipeline. It was noted that the Lampson Road planning application had been approved.</p> <p><b>Equality, Diversity and Inclusion (EDI) Consultancy Services:</b> The EDI Audit Report had been received in August and was circulated the - Audit and Risk Committee in September 2021. A presentation from Change HR had been made at the beginning of the meeting providing a summary of key findings.</p> <p>An EDI training programme has been agreed, and training dates for the Board have been scheduled.</p>	

	<p><b>Audited Financial Statements (AFS) Return</b> The Association’s AFS Return had been submitted to the SHR on 27 September 2021. A copy of the submitted AFS Return was available in the document library of Decision Time.</p> <p><b>Financial Conduct Authority (FCA) Annual Return</b> The FCA Annual Return has been submitted on 29 September, along with signed financial statements for RSHA. A copy of the submitted FCA Return was available in the document library of Decision Time.</p> <p><b>CEO Mid-Year Review of Appraisal</b> The mid-year review took place on 23 September. There were no issues to report.</p> <p><b>Investment Working Group:</b> The next meeting of the IWG is scheduled for 26 October, which will consider the Tyndrum proposals in advance of planning submission, and Community Engagement.</p> <p><b>Planned Works.</b> <u>Changeworks</u> Project: A tender report would be available in late October. To facilitate an early commencement of the contract electronic approval would be sought from office bearers prior to the next Board meeting. <u>Reallocation of Budget:</u> an urgent need to replace unsafe fencing at Burngreen, Kippen had been identified. It was proposed to utilise an underspend of £35k on the planned maintenance decoration works to fund this necessary work. Should the quotes for this work exceed the delegated authority level of £25k electronic approval would be sought from office bearers prior to the next Board meeting.</p> <p><b>Correspondence:</b> all correspondence received had been circulated to the Board by email or was attached as appendices.</p> <p><b>Learning and Development</b> The weblink for the SHARE Learning and Development Update was provided for the Board.</p> <p><b>The Board decided:</b> that the contents of the report be noted.</p>	
16.	<p><b>Annual Group Meeting Schedule</b> The report presented the annual group meeting schedule for approval, and detailed the assumptions made when scheduling meetings and training/development sessions.</p> <p>F Boath noted that there were several training sessions and formal meetings scheduled for November, which can present a challenge for Board members when trying to attend on all dates.</p> <p><b>The Board decided:</b> that the Annual Group Meeting Schedule be approved</p>	

17.	<p><b>Action Tracker</b></p> <p><b>The Board decided:</b> that the Action Tracker be approved.</p>	
18.	<p><b>Attendance at Conference/Seminar or Networking Events:</b> F Boath and S Mcmillan had attended the SHARE Allan Ferguson Memorial Debate, which considered the role of Housing Association's and the private sector in achieving net zero.</p>	
19.	<p><b>Any Other Competent Business</b> The CEO asked Board members to ensure that comments made on Decision Time are visible to the report author to ensure that responses can be provided.</p>	ALL
20.	<p><b>Review/Reflections of Meeting:</b> Please email your feedback to Mark Griffiths Chair.</p>	ALL
21.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Thursday 4 November, 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 4 November 2pm</b> - Audit &amp; Risk Committee <b><i>NB All Board members are able to access A&amp;R Committee reports via Decision Time</i></b></li> <li>• <b>Thursday 11 November at 6:30-8pm</b> - Group Briefing Session: Equality, Diversity and Human Rights, <b>Online</b></li> <li>• <b>Thursday 18 November, 6:30-8pm.</b> Equality, Diversity and Inclusion for Board members involved in recruitment and selection, disciplinary and grievance matters (members of Audit and Risk Committee only) <b>Doone Office.</b></li> <li>• <b>Thursday 25 November, 6:30pm</b> – Board. <b><i>Hybrid meeting Preceded at 6pm by EVH presentation (Board only)</i></b></li> <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> </ul> <p>The Chair thanked the Board for their attendance and closed the meeting.</p> <p><i>The Meeting closed at 8:20pm</i></p>	

Chair's signature .....