



Board of Management Meeting held on 17 June 2021 at 6.30pm

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
Theresa Elliot
Susan Macmillan
Margaret Vass
Martin Earl
Lorna Cameron

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

Also in attendance: Gary Dickson, Scottish Federation of Housing Associations (Item 9 only)

Item		Action
1.	<p>Apologies and Conduct of Meeting The Chair welcomed Craig Wood to his first Board meeting, and thanked Gary Dickson from SFHA for attending for Agenda Item 9.</p> <p>Apologies had been received from Fionn Stevenson.</p> <p>It was agreed to move item 9 to the start of the meeting.</p>	
2.	<p>Declarations of Interest There were no Declarations of Interest</p>	

9	<p>Strategy Digital Strategy Update presentation - Gary Dickson (SFHA) Gary Dickson, from SFHA, gave a presentation to the Board on Digital Maturity at RSHA.</p> <p>Key themes from the presentation highlighted that a digital strategy affects all aspects of the Association, and that the self-assessment digital check-up, available from the SFHA website, can form a basis to create a digital enablement strategy. Digital can increase staff effectiveness, improve customer interactions, increase business continuity and resilience and protect against Cyber risk.</p> <p>The Board thanked Gary for a very insightful and thought-provoking presentation, and the offer of advice and support to RSHA as it develops its digital strategy.</p> <p><i>Gary Dickson left the meeting following this item.</i></p>	
3.	<p>Development Exception Report (DHPS)</p> <p>3.1 Balmaha Exception Report The report provided details on the current progress of the development. A proposed list of savings would be finalised and require approval. Given the timescale for approval, during which period no Board meetings would be held, it was proposed that delegated authority be given to the Investment Working Group to scrutinise the proposed savings, and to Office Bearers for final sign off. A full report would be presented at the next available Board meeting.</p> <p>A question was raised in relation to the sustainability considerations of moving from timber to PVC window frames. The CEO confirmed that PVC frames were permitted within the Association’s design guide and would offer the largest single saving to the development.</p> <p>The IWG would scrutinise the proposed savings, and if further approval was required this would be sought via email communication.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the progress report be noted ◆ That the scrutiny of the proposed savings is delegated to the Investment Working Group with the final sign off by Office Bearers, with a full report provided to the next available Board meeting be approved. <p>3.2 Drymen Exception Report The report provided an update on progress of the purchase of land for this development from MacTaggart & Mickel. A third party adjudication of the land value had been required and would delay the purchase by RSHA by four months. There was no increased financial risk as a result of this delay.</p> <p>The Board decided: that the contents of the report be noted.</p>	CEO

4	<p>Health and Safety</p> <p>4.1 Health and Safety Update – there was no incidents or matters to be reported to the Board.</p> <p>4.2 Landlord Facilities Health and Safety Update – there was no incidents or matters to be reported to the Board.</p>	
5.	<p>Group Minutes</p> <p><u>Board</u></p> <p>5.1 Minute of Board Meeting: 20 May 2021 The Minute was approved following a motion by Theresa Elliot and seconded by Fiona Boath.</p> <p>5.2 Confidential Minute of Board of Management Meeting: 20 May 2021 The Confidential Minute was approved following a motion by Theresa Elliot and seconded by Fiona Boath.</p> <p><u>Subsidiary</u> None.</p> <p><u>Audit and Risk Committee</u> None</p> <p><u>Working Groups</u> Investment: None</p>	
6.	<p>Matters Arising Schedule (CEO) The Matters Arising Schedule was approved.</p>	
7.	<p>Record of Electronic Approvals (CEO) No report.</p>	
8.	<p>Group Key Risks (CEO) The RSG Risk Register had been fully reviewed by SMT and the updated Register was attached as Appendix 1. The report provided a summary of the risk change positions for several risks.</p> <p>The planned move to using the Decision Time Risk module had been delayed by the pressures of COVID-19 and resource limitations. Refresher training would be arranged to allow full use of the Risk module from Autumn 2021.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the updated Group Key Risk Register for RSG be approved. ◆ That the Risk change positions as summarised in the report, be noted. <p><i>The Business Continuity has been emailed by the CEO to Members as previously agreed.</i></p>	
10	<p>Finance</p> <p>Confidential SHR Financial Returns (DCEO/DFCS)</p> <ul style="list-style-type: none"> i SHR Loan Portfolio Return (LPR) ii SHR 5 Year Financial Projections (FYFP) iii 30 Year Financial projections 	

	<p>The report presented the draft Loan Portfolio Return (LPR) and the draft Five Year Financial Projection Return (FYFP), noted the deadline for submission and confirmed that all deadlines would be met. The report also provided an overview of the updated 30 Year Financial Projections.</p> <p>Copies of the draft submissions for the LPR and FYFP returns were provided in Appendices 1 and 2 to the report. Any material changes as a result of the audit would be incorporated into the final return and communicated to the Board by email for final approval prior to submission.</p> <p>Details of updates to the 30 Year Financial projections were provided in Appendix 3.</p> <p>Following a Board Member query on the potential covenant breach for the 2021/22 year, the DCEO/DFCS advised that discussions were ongoing with the Royal Bank of Scotland (RBS). RBS had received the draft 30 Year Financial Projections (Appendix 3 to the report) and would consider whether a one year covenant waiver or an amendment to the covenant calculation was the most appropriate option. Whichever option was agreed there would be no fee attached to the change. The DCEO/DFCS would continue dialogue with RBS to reach an agreement.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the SHR Financial Returns, and the process for completion and submission, be approved. ◆ That the updates to the 30 Year Financial Projections, be approved. ◆ That the latest version of the new Base Model be adopted. 	DCEO/DFCS
11	<p>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</p> <p>11.1 Notifiable Events: No Report.</p> <p>11.2 Office Bearers' Decisions: None</p> <p>11.3 Governance in the Development Process: Investment Appraisal Assumptions 2021/22 (DHPS)</p> <p>The Association's framework for scrutiny of new build development is contained in the Governance of the Development Process document, approved in June 2018. This framework includes a detailed Investment Appraisal process, which incorporated a set of standard assumptions which are updated annually. The current Investment Appraisal was provided in Appendix 1.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the acquisition value of each until remain between £10-£15,000, be approved. ◆ That the updated allowances for management, maintenance and voids, in line with the Business Plan, be approved. 	

<ul style="list-style-type: none"> ◆ That the updated costs associated with Mid-Market Rent properties to allow for enhanced specification, be noted. ◆ That the Investment Appraisal Standard Assumptions, as detailed in Appendix 1, be approved. 	
<p>11.4 Confidential RSG Learning and Development Plan 2021/22</p> <p>The Annual Board Appraisal Review had been completed and the outcome approved at the Board meeting on 20 May 2021. Appendix 1 provided a brief summary of progress of the implementation of the Board Development Plan 2021/22 recommendations, and the RSG Learning and Development Plan 2021/22 was provided in Appendix 2. The Audit and Risk Committee would monitor progress of the Development Plan and report as part of the Board and Staff Update Report.</p> <p>Training originally planned for 2020/21 which was not completed would be carried over into 2021/22.</p> <p>F Boath highlighted that the contract with North Star would end in October, however, any new Board members recruited during the summer campaign may require initial support. The CEO advised that a procurement exercise would take place in July with the aim of having a new supplier in place to allow a handover with North Star to ensure continuity of support.</p> <p>M Griffiths noted that all Board members now had individual development plans, incorporating both individual needs training and common Board member training. Board members should liaise with the GCO to arrange any required training.</p>	<p>CEO</p> <p>ALL</p>
<p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report, be noted. ◆ That the RSG Learning and Development Plan 2021/22, be approved. 	
<p>11.5 Access to Information Charging Statement (GCO)</p> <p>The report provided details on the number of Freedom of Information (FOISA) requests and Environmental Information (EISRs) requests received since 2019 and the potential fees incurred.</p> <p>At its meeting in October 2019 the Board decided not to implement the charging policy to allow time to assess the impact of the legislation, however a charging structure was approved and uploaded to the RSHA website.</p> <p>The report noted the number and likely charge for those requests received and highlighted the implications of not proceeding with the agreed Charging Policy.</p>	
<p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That a charge be levied for any FOISA and EISRs request received from 1 July 2021, in line with the Group Access to Information Policy and Procedures, be approved. This will be communicated through the GTI on the website. 	<p>GCO</p>

11.6 Annual Performance Report 2020/21 and AGM Administration Arrangements 2021 (CSO)

The report provided the Board with details on the proposed timeframe for the production of the Annual Performance Report (APR) 2020/21, and to advise of the arrangements for the AGM, scheduled for Thursday, 16 September 2021.

A first draft of the APR 2020/21 would be circulated to the Board in mid-August, with a final report available at the beginning of September. Both a digital and hard copy of the report would be produced. It is intended to accommodate peer performance information in the final draft once this data is published by the SHR at the end of August.

Due to ongoing COVID-19 restrictions it is proposed to hold the AGM online, similar to 2020. Gavin Oatts, from Tree of Knowledge, had been approached to provide the keynote address.

The CEO highlighted that this would be the Association's 30th Annual Report, and it was hoped to include a commemorative element, especially as we had not been able to celebrate our 30th anniversary last year due to COVID-19 restrictions. The Board were happy to support this idea, and to produce a separate interactive Report alongside a printed version.

The Board decided:

- ◆ That the timescale for production of the Annual Performance Report 2020/21, be noted.
- ◆ That a virtual AGM be arranged, with the proposed guest speaker, be approved.

CEO

CEO

11.7 Board members standing down/seeking re-election at AGM (CSO)

The report noted that, in line with Rule 39.1, four of the longest serving Board members would be required to retire and stand for re-election at the AGM in 2021. Three Board members had been identified as the longest serving Board members:

- Fiona Boath
- Theresa Elliot
- Martin Earl

One further Board member, from the next group of longest serving members, would be required to stand for re-election. Details of all Board members' date of last election was contained in Appendix 1.

M Griffiths volunteered to stand for re-election, and this was accepted by the Board.

In addition, the report confirmed that two Board members who had served continually for more than 9 years had been subject to an appraisal which had confirmed their continued effectiveness to remain in the Board. This had been approved at the Board meeting on 20 May 2021.

	<p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the three longest serving members would be required to stand for re-election at the AGM in 2021, along with M Griffiths, be approved. ◆ That the continued effectiveness of the members subject to the nine-year rule had assessed and approved by the Board in May 2021. <p>11.8 Recommendations from the Audit and Risk Committee: No Report</p> <p>11.9 New Member Applications: No report</p>	
12.	Operations: No report.	
13.	<p>Performance and Policy</p> <p>13.1 Draft Policy for Review and Adoption:</p> <ul style="list-style-type: none"> • RSG Disposals Policy <p>The policy set out the Association’s approach to ensure compliance with Standard 7 of the SHR Regulatory Framework. The policy had been developed in conjunction with several other Housing Associations. The draft policy was attached as Appendix 1 and the Toolkit to ensure compliance with Standard 7 was attached as Appendix 2.</p> <p>The Board decided: to approve the Draft Policy.</p>	
14.	<p>Chief Executive’s Report (CEO)</p> <p>The report provided the Board with an update on recent key issues, actions and developments.</p> <p>A progress update on all current development programmes was provided, along with future pipeline projects. Confirmation had been received from the Scottish Government that the award for the Adaptions Funding Programme Agreement 2021/22 would be £35,000, and that match funding of £486,357 had been awarded for the Low Carbon Infrastructure Transition Programme (LCTP). Changeworks would deliver the LCTP on the Association’s behalf.</p> <p>Procurement of a contractor for the LCTP by use of the Scottish Procurement Alliance (SPA) was recommended to reduce lead-in time. As there is no Board meeting in July it was proposed that Office Bearers be given delegated authority to approve the Tender and provide a full report to the next Board meeting.</p> <p>Equality, Diversity and Inclusion group sessions had taken place with staff and Board members on 27 May and an audit report on findings was expected shortly.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ The Adaptions Funding Agreement 2021/22 be noted. ◆ The contractor appointment be completed through the SPA Framework be approved. 	<p>CEO</p> <p>CEO</p>

	<p>◆ The recommendation that the acceptance of the tender is delegated to Office Bearers, or approved through electronic/written resolutions, with a full report for ratification submitted to the next Board meeting, be approved.</p>	
15.	<p>Action Tracker</p> <p>The Board decided: that the Action Tracker be approved.</p>	
16.	<p>Attendance at Conference/Seminar or Networking Events: The Chair reported that he and the DHPS had attended the RIHAF quarterly Board meeting focusing on reduction of fuel poverty and how EESSH2 may impact this issue.</p> <p>F Boath reported that Susan Macmillan and herself had attended the Tenant Engagement Conference organised by the SFHA. Slides from all the presentations at the conference were available in the Resources Section of Decision Time.</p> <p>F Boath indicated that there was an issue with SFHA conference presentations not being compatible with iPads and that this had been feedback to SFHA.</p> <p>F Boath had also attended the Social Value for Board Members training session. This training had highlighted the HACT (Housing Association Charitable Trust) NED (Non-Executive Director) network www.hact.org.uk. The presentation from this session was also available in the Resources Section of Decision Time.</p>	<p>ALL</p> <p>ALL</p>
17.	<p>Any Other Competent Business</p> <p>M Begg enquired about a potential issue with the bathroom fitting in the new homes at Claish Farm. The CEO and DHPS reported that they were not aware of any issues but would check with the contractor to reassure the Board.</p>	CEO
18.	<p>Review/Reflections of Meeting: Please email your feedback to Mark Griffiths Chair.</p>	
19.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Group Briefing Session: Equality and Diversity TBC • Joint Training Session: Effective Questioning, Scrutiny and Challenge - 21 June and 8 July 2021 • Audit & Risk Committee Pre Session - Thursday 29 July 2021, draft Annual Assurance Verification and scrutiny of evidence TBC • Audit & Risk Committee - Thursday 29 July 2021, TBC • Board - Thursday 12 August 2021 at 6.30pm <p><i>The Meeting closed at 8pm</i></p>	