



Board of Management Meeting held on 10 February 2022 at 6pm

The Board meeting was conducted remotely using Zoom.

The following members participated remotely:

- Mark Griffiths (Chair)
- Kenneth Butler
- Lorna Cameron
- Martin Earl
- Theresa Elliot
- Fiona Boath
- 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: Claire McArthur, Decision Time (Pre-meeting presentation only)

Item		Action
	<p>Demonstration – Decision Time Risk Module Claire McArthur from Decision Time, gave a presentation to the Board on the Risk Module within Decision Time which was now being used by RSHA. Claire highlighted the heatmap, reports available, and how to filter information to look for changes in risk status.</p> <p>The Chair thanked Claire for a very informative presentation. <i>Claire McArthur left the meeting at 18:35</i></p>	
1.	<p>Welcome and Apologies Mark Griffiths welcomed everyone to the meeting.</p>	

	Apologies had been received from Anne Law, Linda Anderson, Malcolm Begg and Scott Kirkpatrick.	
2.	<p>Declarations of Interest</p> <p>Declarations of interest were received from: Susan Macmillan, item 12.1, Martin Earl, item 14. The CEO declared an interest on behalf of staff members for item 12.2</p>	
3.	<p>Development Exception Report</p> <p>There was no Development Exception Report to consider.</p>	
4.	<p>Health and Safety</p> <p>4.1 H&S Moment. The Chair reminded everyone of the need to remain aware of COVID-19, and of the continuing need to follow current guidelines to remain safe.</p> <p>4.2 H&S Incident. The CEO reported that there had been no H&S incidents.</p> <p>4.3 Health and Safety Update</p> <p>The report provided an update on several H&S topics.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ that the contents of the report and the EVH H&S Control Manual Updates attached as Appendix 1 be noted. <p>4.4 Landlord Facilities Health and Safety Update</p> <p>The DHPS reported that renovation of the Woodside Hotel continued. There had been a recent occasion where a parked works van had blocked the fire exit for the Doune office. The DHPS has spoken to the contractor and no further incidents had been reported.</p> <p>The CEO reported that all except one Board member had accepted the H&S Employer and Landlord statements which had been previously circulated. The Chair will follow up with this Board member if required. All except two members of staff had accepted the Employer H&S statement. One member of staff was currently unwell and not at work, and the other would discuss with their line manager at their next 1to1 meeting.</p>	
5.	<p>Group Minutes</p> <p><u>Board</u></p> <p>5.1 Minute of Board Meeting: 25 November 2021</p> <p>The Minute was approved following a motion by Margaret Vass and seconded by Lorna Cameron.</p> <p>The Board discussed the service offered by EVH following the presentation by Eammon Connolly at the last Board meeting. It was agreed that the annual subscription represented value for money, but that constructive challenge to EVH guidance should always be available to the Board.</p>	

	<p>The option to produce one complete minute of the meeting, rather than a separate confidential minute, was discussed by the Board. The full minute would be produced for approval by the Board, then a redacted version, removing all the confidential items, would be created for publication on the website. It was agreed to move to this option with use of appropriate software to ensure secure redaction and subject to further advice from our DPO.</p> <p>5.2 Confidential Minute of Board of Management Meeting: 25 November 2021 The Confidential Minute was approved following a motion by Margaret Vass and seconded by Lorna Cameron.</p> <p><u>Audit and Risk Committee</u> 5.3 None</p> <p><u>Subsidiary</u> 5.4 Minute of Board of Venachar Meeting: 25 November 2021 The Minute was noted. A question regarding CMP insurance was addressed.</p> <p>5.5 Confidential Minute of Board of Venachar Meeting: 25 November 2021 The Confidential Minute was noted.</p> <p><u>Working Groups</u> 5.6 None</p>	GCO
6.	<p>Matters Arising Schedule A question raised on Decision Time relating to the number of separate policies was discussed, and it was agreed to combine policies where possible at the next scheduled review of each policy.</p> <p>The DCEO/DFCS noted that there would be an update on the risks of entering into a new finance agreement with RBS at Agenda Item 11.1.</p> <p>The Matters Arising Schedule was approved.</p>	
7.	<p>Record of Electronic Approvals The report noted that copies of the HR policies had been available to the Board via Decision Time, and electronic approval had been received from a majority of Board members.</p> <p>The Chair asked that Board members respond to future approval requests by the deadline set to assist with the formal adoption of the policies as necessary. The CEO reported that use of Decision Time to facilitate the electronic approval process for future requests would be investigated, which it was hoped would make it easier for the Board.</p> <p>The Board noted:</p> <ul style="list-style-type: none"> ◆ that the policies presented detailed in the report were approved via the electronic approval process. 	CEO/GCO

8.	<p>Group Key Risks Review</p> <p>As agreed at the October 2021 Board meeting, standard reporting of the RSG Risk Register would be made quarterly as part of the performance monitoring process. The Key Risk report presented was on an exceptions basis following a compliance matter in relation to the Fire Safety Upgrades and rising tender prices for new development projects.</p> <p>The Board had an extended discussion on the risks of the Balmaha development project in relation to the escalating tender costs and time delays. The DCEO/DFCS highlighted that the project delay had resulted in significant financial uncertainty with regard to loan finance for the project. The Board considered the option of highlighting the issues faced with our locally elected representatives and the Scottish Government.</p> <p>The Chair asked the CEO to produce a briefing paper for the Board prior to the March Board meeting, and it was agreed that the Chair and CEO would approach the local MSP to arrange a meeting to highlight these issues. The DCEO/DFCS and DHPS would provide input to the briefing paper summarising the key issues discussed.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ that the updated RSG Key Risk Register be approved; and ◆ that the changed risk position detailed in the report be noted. 	Chair/CEO/ DCEO/DFCS /DHPS
9.	<p>Strategy</p> <p>9.1 RSG Strategic Plan 2022/23 & RSG Strategic Delivery Plan Update 2022/23: First Draft</p> <p>The report presented first draft of the updated Rural Stirling Group (RSG) Strategic Plan 2022/23 and Strategic Delivery Plan 2022/23, appendices 1 and 2.</p> <p>Details of the minor updates made to the Strategic Plan and Strategic Delivery Plan were provided. Following a question raised on Decision Time the Chair advised that the foreword would be updated to include the Association's position on the climate emergency. The Chair to liaise with GCO regarding updated photos.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the RSG Strategic Plan Update 2022/23 First Draft be approved. ◆ That the Strategic Delivery Plan Update 2022/23 First Draft be approved. <p>9.2 Confidential RSHA Business Plan Update 2022/23: First Draft <i>This item was confidential</i></p> <p>9.3 Confidential Venachar Business Plan and Budget 2022/23: First Draft <i>This item was confidential</i></p>	Chair/GCO

<p>10.</p>	<p>Performance and Policy 10.1 Draft H&S Policies for Review The report provided details of the recommended revisions to several existing and one new Group policies (appendices 1-8).</p> <p>The suggested text changes noted by Board members on Decision Time would be incorporated into the final version of the policies prior to final publication.</p> <p>The Board decided that the following policies be approved:</p> <ul style="list-style-type: none"> i. Group Fire Safety Policy ii. Group Lone Working Policy iii. Group Machine and Equipment Safety Policy iv. Group Manual Handling Policy v. Group Occupational Health Policy vi. Group Working at Height Policy vii. Group Sustainable Procurement Policy viii. Group Maternity Leave and Maternity Pay Policy 	
<p>11.</p>	<p>Finance 11.1 Private Finance Loan Agreements The report presented an update on the Association’s private finance loan agreements. First drafts of the new RBS loan finance agreements (Appendices 1 and 2) were being reviewed by the DCEO/DFCS and TC Young, and it was anticipated the final version would be available for presentation at the March Board meeting.</p> <p>The DCEO/DFCS emphasised the significant adverse financial impact of the delays in the development programme. These delays may lead the Board to consider pausing/stopping the planned new loan finance with RBS. Taking this course of action will incur some legal costs however the financial risk of taking out the loan finance when not required was significant.</p> <p>The DCEO agreed to provide a paper to the Board in advance of the March Board meeting to set out the financial implications of the development programme delays to allow a final decision to be made at the next meeting.</p> <p>All outstanding issues in relation to other loan agreements had been resolved.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ that the contents of the report be noted. <p>11.2 Re-allocation of Planned Investment Underspend. The report noted the unsafe position of fencing in three areas, and the proposal to re-allocate an underspend from the planned maintenance budget of £35,751 to replace this fencing.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ that the proposed reallocation of the underspend of £35,751 be re-directed for replacement fencing as outlined in the report be approved. 	<p>DCEO</p>

12.	<p>Operations</p> <p>12.1 Rent Review Consultation Outcome and Recommendation</p> <p>The report presented:</p> <ul style="list-style-type: none"> ○ the outcome of the consultation exercise undertaken on the proposed rent increase for 2022/23 (Appendices 1 and 2), ○ a report on the Tenants’ Event scheduled for 29 January 2022, ○ a request for the approval for the planned rent increase to apply from April 2022. <p>Board members agreed that the decision to propose a rent increase had been a very difficult one. The Board discussed the role of the Association to signpost tenants to further financial support available from external bodies, to encourage tenants to speak to their utility/energy providers, and to offer support to apply for additional sources of help. Tenants should also receive information and advice on how to use their home heating system effectively and efficiently.</p> <p>The CEO noted that the Association would continue to seek grant funding from external sources whenever possible. The CEO would liaise with L Cameron to look at options for specialist staff training on fuel advice which may be available via the Energy Saving Trust.</p> <p>A Board member highlighted the low tenant response to the Tenant Event scheduled for 29 January 2022, which had meant that the event did not proceed due to lack of interest. The HSM highlighted that the rent consultation had resulted in a 25% response rate which was a good result and indicated a positive level of engagement.</p> <p>Comments expressed by a Board member who could not attend the meeting were also noted during the discussion.</p> <p>The Board reluctantly accepted the financial reality of the current economic situation. The Board fully appreciated the concerns expressed by the tenants in relation to the proposed rent increase.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ that the planned rent increase of 3.9% for the 2022/23 financial year, for both social housing tenancies and shared owners be approved. <p>12.2 Confidential HR Report <i>This item was confidential</i></p>	<p>CEO/LC</p> <p>SMT</p>
13.	<p>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</p> <p>13.1 Confidential Notifiable Events. <i>This item was confidential</i></p> <p>13.2 Confidential Office Bearers’ Decisions <i>This item was confidential</i></p>	

	<p>13.3 Recommendations from the A&R Committee There were no recommendations to consider.</p> <p>13.4 New Member Applications - None</p> <p>13.5 Cancellation of Share/Membership The report provided details of the proposed cancellation of two one Shares held in the Association.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ that the cancellation of the Shares detailed in the report be approved. <p>Post approval note: The report provided details of one Share presented for cancellation, not two Shares, and the minute has been amended to confirm that one Share was cancelled.</p>	GCO
14.	<p>Chief Executive’s Report The report provided the Board with an update on key issues, actions and developments since the last meeting.</p> <p>Development Update An update on the current development programme and future pipeline projects was provided.</p> <p>The Board discussed a change to the position at the Brig O’Turk development. The DHPS reported that he had been advised the developer was proceeding with the planning application for a 4 bed house and 6 affordable homes, but that RSHA was not included in the proposed application. Further details would be brought to the Board when available.</p> <p>Equality, Diversity and Inclusion (EDI): The SMT and GCO continue to work with the DPO to develop our Equalities Monitoring form and Data Collection framework.</p> <p>Investment Working Group: The next IWG meeting was planned for February 2022 to consider Community Engagement.</p> <p>IIP Silver Accreditation IIP Silver accreditation was achieved in November 2021.</p> <p>Board Survey: Hybrid meetings Based on survey returns to establish the preference for holding future Board meetings and training sessions, the programme for future meetings would be:</p> <ul style="list-style-type: none"> ○ October to April: choice of hybrid meetings and online sessions ○ May to September: default position of in-person meetings, however the option of online would be available for those unable to attend the meeting in person 	SMT/DPO/ GCO

	<p>Rural Communities Ideas Into Action Fund RSHA’s application to this fund had been unsuccessful. An application to the Scottish Government Ideas Fund would be considered.</p> <p>Correspondence: correspondence received regarding: EVH Monthly Report November & December were circulated to the Board via email.</p> <p>Learning and Development The weblink for the SHARE Learning and Development Update was provided in the report.</p> <p>The Board decided: that the contents of the report be noted.</p>	
15.	<p>Action Tracker Following a query from a Board member the Office Bearers agreed to review the Action Tracker with the CEO to remove any actions which were no longer current or relevant.</p> <p>The Board decided: that the Action Tracker be approved.</p>	Office Bearers /CEO
16.	<p>Attendance at Conference/Seminar or Networking Events: A Faulk and K Butler had attended the Housing to 2040 event which they had found very informative.</p> <p>F Boath had attended an event organised by Active Stirling and MIND focused on supporting the mental health and wellbeing of volunteers. Contact details will be shared.</p> <p>A Faulk noted that the Forth Valley Third Sector conference 2022 was being held online at the end of February. The GCO had details of the conference which would be circulated to Board members following the meeting.</p>	FB GCO
17.	<p>Any Other Competent Business There was no other competent business.</p>	
18.	<p>Review/Reflections of Meeting: Please email your feedback to Mark Griffiths Chair.</p>	ALL
19.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Finance and Treasury Management and Business Planning, Thursday 24 February 2022, 6.30pm • Risk Management training session, Thursday 3 March 2022, 6.30pm • Board meeting, Thursday 17 March 2022, 6:30pm online • Governance training session – tbc • Employment, HR and People Management - tbc 	

	The Chair thanked the Board for their attendance and closed the meeting. <i>The Meeting closed at 8:35pm</i>	
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Chair's signature