

Board of Management Meeting held on 8th February 2024 at 6.30pm.

The Board meeting was held online using Zoom

Attendance at meeting: Mark Griffiths, Susan Macmillan, Margaret Vass, Fiona Boath, Andrew Faulk, Mark Sinclair, Kenneth Butler, Alison Smith, Lorna Cameron

Staff in Attendance: Donna Birrell – Chief Executive Officer (CEO)
Gerry Casey – Deputy CEO / Director of Finance & Corporate Services (DCEO/DFCS)
Craig Wood – Director of Housing and Property Services (DHPS)
Susan Mackay – Corporate Services Officer (CSO) (Minutes)

Item		Action
1.	<p>Welcome and Apologies</p> <p>The Chair welcomed everyone to the meeting and confirmed apologies from Howard Dales and Linda Anderson.</p> <p>The meeting commenced at 6.30 p.m.</p>	
2.	<p>Declarations of Interest</p> <p>The following declarations were received:</p> <ul style="list-style-type: none"> Staff - Item 10.1 Confidential EVH Employers Ballot: Cost of living proposal for April 2024 Susan Macmillan - Item 10.3 Annual Rent Review and Consultation 2024/25 Outcome and Decision 	
3.	<p>Exception Reports/Presentations</p> <p>There were no reports.</p>	
4.	<p>Health & Safety Exception Report</p>	
4.1	<p>Exception Report</p> <p>There were no incidents or accidents to report and no exception report.</p>	

5.	Group Minutes	
5.1	Minute of Board meeting held on 23rd November 2023 The Minute was proposed by Fiona Boath and seconded by Ken Butler subject to an amendment at Item 10.2, reference to tenant member to read member.	CEO
5.2	Minutes of the Group Strategy Day held on 2nd December 2023 The Minute was approved.	
5.3	Minute of Audit and Risk Committee: none.	
5.4	Minute of Venachar Board meeting held on 20th November 2023 The Minute was noted.	
5.5	Working Groups: none.	
6.	Matters Arising Schedule The Board: ❖ Noted the Matters Arising Schedule	
7.	Rural Stirling Group Key Risks: No Report	
8.	Strategy	
8.1	RSG Group Strategy Day: Outcomes and Action Plan ❖ The Board approved the Outcomes and Action Plan.	
8.2	Group Strategic Plan 2024-2027: First Draft It was confirmed that the current strategy was still appropriate and had not changed. It was agreed therefore to amend the wording of the Foreword of the Plan to remove the wording “ <i>fully reviewed</i> ”. This should reflect that the review concluded the plan was still fit for purpose and that we had adjusted some of our objectives given our changed operating environment. A rewording of several of the strategic objectives had been proposed to make them clearer. It was noted that the Homelessness Crisis was not referred to. It was agreed that a stronger statement on our approach to tackling rural homelessness and initiatives to sustain tenancies should be added to the Plan. The Plan it was suggested could also be brought more up to date to reflect the current situation with the conflict in the middle east . ❖ The Plan would be amended as proposed. ❖ The CEO would redraft the Plan and send out to Members before	Chair

	the March Board meeting for Final approval.	CEO
8.3	Confidential RSHA Business Plan 2024/25 and Strategic Delivery Plan: First Draft Confidential Report	
8.4	Venachar Discussion Paper The Venachar Chair felt it wise to look again at how RSHA could support Venachar as she appreciated the impact of the current proposed rent increase. It was agreed that what was needed was research into a few potential options using the support to pay for feasibility studies on those options. A suggestion was also made to look at some other Associations for models that could be followed. The Venachar Chair asked for some more time to consider, and it was agreed a report would come back to the November RSHA Board meeting. It was noted that the £10,000 allocated in the RSHA budget remain in place to be called upon later in the year. Venachar would decide when to take up the money and if not utilised in the following financial year RSHA would reallocate. The Venachar Chair noted the support for Venachar from the RSHA Board on the recent Strategic Away Day and recorded her appreciation of this support.	Venachar Board
8.5	Confidential Venachar Business Plan and Budget 2024/25: First Draft Confidential Report	CEO
9.	Performance & Policy	
9.1	Polices for Approval All polices were uploaded to Decision Time on Thursday 18 th January 2024 for review prior to the meeting. Appendix 1 – Group Notifiable Event Policy and Protocol Appendix 2 – Group Occupational Driving Policy and EIA The Board ❖ Approved both policies for implementation subject to the agreed amendments.	

10.	Finance	
10.1	<p>Confidential – EVH Employers Ballot: Cost of living proposal for April 2024 (all staff left the meeting at this point).</p> <p>Confidential Report</p>	
10.2	<p>Loan Funding Update</p> <p>The DCEO/DFCS gave a brief summary of the paper to update Members of the current treasury management position. The paper focused on several areas requiring action.</p> <p>A Board Member queried when the issue with loan repayments had been discovered, the DCEO/DFCS could not confirm the exact date as it pre-dated his appointment, however, it was confirmed that the position had been under discussion with the RBS for a couple of years. Discussions on agreeing a revised payment schedule were ongoing with the bank.</p> <p>Due to a combination of adverse financial impacts the RBS Interest Cover covenant is projected to be breached. The additional costs for repairs had been the most significant factor that impacted on the covenant. It was noted a breach of a covenant is a Notifiable Event. A waiver for the interest for the current financial year is being sought to help manage the situation. A permanent change to the calculation method is also being sought due to the calculation method not being viewed as appropriate for the ratio. (It was noted that the increase in cost of repairs is sector wide.)</p> <p>The DCEO/DFCS advised the Board that he had already commenced work to introduce monthly internal management account reporting, which would be fully in place by April 2024. This would provide improved monitoring and reporting to manage the financial position as closely as possible. He confirmed that Board reports would however remain quarterly.</p> <ul style="list-style-type: none"> ❖ The Board noted the paper and current situation and were reassured and thanked the DCEO/DFCS for the well-written paper. ❖ The DCEO/DFCS would present an updated report to the March Board. 	
10.3	<p>Annual Rent Review and Consultation 2024/25: Outcome and Decision</p> <p>In the absence of the HSM, the DCEO/DFCS gave a brief summary of the contents of the paper.</p> <p>The Board noted that the feedback from tenants received had been: 55% against and 45% in favour.</p>	

	<p>A Board Member suggested that the feedback received as part of the consultation and should be collated. A “you said, we did” type of response was suggested. The CEO proposed that an Action Plan could be prepared which could be included as part of the Quarterly Performance Monitoring Report.</p> <p>It was noted a few frustrated comments from tenants about lack of space to write comments had been received and this would be taken into account in future consultations.</p> <p>Following a query re the use of the Affordability Tool it was clarified by the DCEO/DFCS that the Tool was used across the sector and thus we use the stronger term “demonstrates” affordability. The Tool takes averages and cannot take individual circumstances into account on this basis it shows rents are affordable.</p> <p>The CEO advised that, as usual, a thank you to tenants for completing the survey and the feedback would be communicated in the Spring Rural Matters newsletter.</p> <p>It was noted that our rent increase was slightly higher than Stirling Council’s 6%.</p> <p>The Board approved:</p> <ul style="list-style-type: none"> ❖ A rent increase of 7.7% for the 2024/25 financial year, for social housing tenancies and shared owner occupancy charges. ❖ A rent increase of 7.7% for MMR properties. ❖ Future MMR rent increases to be approved by November/December each financial year. 	<p>HSM</p> <p>HSM DCEO/DFCS</p>
10.4	<p>Confidential Quarterly Management Accounts to 31st December 2023</p> <p>Confidential Report.</p>	
11.	Operations	
11.1	<p>Housing Design Guide Review: EIA and Consultation Update</p> <p>A Board Member requested that there was a need for design to stay as flexible and as spacious as possible to avoid expensive alterations later on, in particular with a growing ageing population.</p> <p>The DHPS commented that unfortunately there was no funding available for above minimum standards, however working with the Council who were supportive and potential funding sources from elsewhere would help with this aim.</p>	<p>DHPS</p>

	<p>The % of wheelchair accommodation seemed low, and it was suggested that references to HfVN be changed to the new guidance.</p> <p>❖ The Board were encouraged that there was understanding about flexibility being built-in wherever possible and approved the Design Guide and EIA subject to the above amendment/clarification.</p>	
11.2	<p>Shared Ownership Buy Backs</p> <p>Finglas Gardens Property: this buy-back had been budgeted for and was financially viable.</p> <p>Three other properties had presented over the year: The shares considered for buy back were two at 25% and one at 50%. Estimated valuations for these properties were higher than the Finglas Gardens property and upgrade works were estimated to be around £15K. The result following an initial appraisal was that they were not financially viable.</p> <p>The report recommendation for Board consideration was the purchase of one of the properties by funding it through the sale of the other two properties.</p> <p>The alternative option was to retain the status quo which would mean the current shared owners would have to find a buyer for the part share in the properties.</p> <p>The DCEO/DFCS confirmed that the three properties required a full inspection as there had not been time to carry these out as yet. The current shared owners had passed away and the properties were in the hands of families/estate.</p> <p>A Board member queried whether financial or strategic aims took precedence in this situation. The Asset Management Strategy had mentioned a more sophisticated approach be taken to options appraisal for disposals to include areas in addition to the NPV, however it was noted that this had not yet been developed and could not therefore inform the current situation. The DCEO/DFCS advised that consideration had been given to the non-financial aspects. However, as the assessment model had not been updated this was not formally documented.</p> <p>It was noted that loan to finance the buybacks would put more pressure on the covenants.</p> <p>The Board also queried whether we had consulted the waiting list to see if there was any demand for shared ownership or any demand in neighbouring RSL waiting lists.</p>	

	<p>The Board:</p> <ul style="list-style-type: none"> ❖ Approved the purchase of the 25% share of 60 Finglas Gardens to enable the property to be used for social rent purposes. ❖ Agreed to defer the decision on the other three properties whilst consultation with applicants on waiting list or other options available were considered. 	HSM/DCEO /DFCS
12.	Governance: Ethical Conduct and Notifiable Events	
12.1	Notifiable Events: None.	
12.2	<p>Office Bearers Decisions</p> <ul style="list-style-type: none"> ❖ The Board noted the decision to accept the proposal from CD Consultancy to secure the ARC validation audit dates proposed in June 2024. 	
12.3	Recommendations from Committee: No report.	
12.4	New Member Applications: No report.	
13.	<p>Chief Executive’s Report</p> <p>The report provided the Board with an update on key issues, actions, and developments since the last meeting.</p> <ul style="list-style-type: none"> • Board Appraisals: Board Members were asked to note in light of the absence of a GCO, that they assist as much as possible with the arrangements for the appraisals. • Risk Management Session in February: Board Members asked to complete the risk appetite questionnaires in advance. • GCO recruitment: The CEO updated the Board that there had been a disappointing response to the recent recruitment campaign. On paper both applicants merited an interview but lack of experience and lack of knowledge of sector had meant no appointment was made. The proposal was to go back out to recruitment with an amended job title “Corporate Services Officer (Governance)” in the hope that this would attract more applicants: it was felt the job title was not understood. Further to this, if the second round of recruitment was not successful, the CEO advised that it may be possible to change the post to a lower grade with a view to providing a learning and development opportunity. The Board discussed the potential for this and impact of a change in structure and what this would involve. The CEO would query with EVH. • Passivhaus Retrofit session: this follow up session would be planned to take place in April Board Members were asked to confirm interest in attending and to give availability for this session. 	<p>All</p> <p>All</p> <p>CEO</p> <p>All</p>

	<p>The Board:</p> <ul style="list-style-type: none"> ❖ The Board delegated authority to the HSM to assist with Stirling Council’s request to house at least four Ukrainian households as and when suitable properties become available. ❖ Worldpay: The Board granted the DCEO/DFCS authority to sign-off the contract. ❖ GCO post recruitment: The Board delegated authority to the CEO to take forward on the basis agreed. 	
14.	<p>Action Tracker</p> <p>The Action Tracker was presented to the Board.</p> <p>The Board:</p> <ul style="list-style-type: none"> ❖ approved the Action Tracker. 	
15.	<p>Attendance at Conference/Seminar or Networking Events:</p> <p>A Board member commented that the “Passivhaus Lessons Learned” online session had been very good.</p>	
16.	<p>Any Other Competent Business</p>	
17.	<p>Review/Reflections of Meeting:</p> <p>Mark commented that he welcomed feedback. Please email your feedback to Mark Griffiths, BoardGriffithsM@rsha.org.uk or Fiona Boath, BoardBoathF@rsha.org.uk</p>	ALL
18.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Board Meeting – Thursday, 14th March 2024 at 6.30 p.m. Hybrid • A&R Committee – Thursday, 25th April 2024 • Annual Stock Tour – Friday, 26 April 2024 – all day event – Route to be confirmed. • Venachar Board Meeting – Monday 13 May 2024 at 4pm – Hybrid <p>The Chair and the Vice Chair thanked the Board for their attendance and closed the meeting at 8.45pm.</p>	