



Approved Minute

Board of Management Email Meeting held on 19th March 2020 at 6.30pm

Due to the Coronavirus public health crisis and government advice the Board meeting was conducted by email.

The following members participated electronically:

Mark Griffiths (Chair)	Margaret Vass	Colin O'Brien
Fiona Boath	Martin Earl	Alison Smith
Anne Law	Susan Macmillan	Malcolm Begg
Theresa Elliot		

Staff & Others Donna Birrell (Chief Executive Officer – CEO & Minute Taker)

Item		Action
1.	<p>Apologies and Conduct of Meeting</p> <p>Apologies were noted from member Cordelia Guidery.</p> <p>All Board members were issued with an email on 17th March 2020 advising them of alterations to the way that the March Board meeting was being conducted. Members were advised that due to the new government guidance on social distancing/staying at home there would be no face to face meeting and that the meeting would be conducted by email. Due to the circumstances the business of the meeting was restricted to the following matters recorded in this minute of the email meeting. All other Agenda items were deferred to the next meeting. The agenda items are numbered to correspond to the original Agenda issued and are therefore non sequential.</p> <p>Members received an email voting form to allow them to indicate their approval by responding yes or no to each item including additional comments/questions. Members were advised to add comments/notes on Decision Time and share these as appropriate with the Chair, other Board members, CEO or members of the SMT. The minute of the email meeting collates all of the responses received through the email voting process, comments and questions raised and responded to by email before and during the meeting and comments and questions raised on the Decision Time Board Portal.</p>	

	Board members were also advised by email from CEO on 19 th March that the meeting would be closed at 9pm. Email responses received after the close of the meeting have not been recorded in the minute.	
2.	Declarations of Interest None.	
3.	Health and Safety Board members were updated on the impact of the Coronavirus and Business Continuity.	
4.	<p>Group Minutes Board 4.1 Minute of Board Meeting – 20th February 2020</p> <p>Item 4 Key Risks: Update on new Risk Management Framework A Member queried the statement “<i>the CEO stated that RSHA did not plan to move away from this method</i>” in the context of a question raised on the trend for moving away from the likelihood and impact multiplier methodology. It was agreed that this was incorrect and what the CEO had actually referred to was feedback from the CEO Forum and that all eight RSLs represented currently used multipliers with no plan to move away from this methodology. The minute would be amended to reflect this.</p> <p>Item 7.4 Sod Cutting Event Claish Farm: A member noted that Willie Nisbet is the Depute Convener of the Park. It was agreed the minute would be amended accordingly.</p> <p>Item 13.8 Dedicated RSHA Email Addresses for Board Members: A member commented that they were not sure what a waiver would achieve as they were having to work between 3 different devices to find information to reply to the emailed Board meeting decisions.</p> <p>Subject to the above amendments the minute was adopted.</p> <p>4.2 Confidential Minute of Board Meeting – 20th February 2020</p> <p>The above minute was adopted.</p>	
6.	<p>6.1 RS Group Strategic Plan</p> <p>Emailed responses from members were collated.</p> <ul style="list-style-type: none"> • A member pointed out that Section 3.2 of the covering report shows Board approval as October 2020 when it should in fact be 2019. • A member commented that there had been a huge improvement since the initial draft. • A member agreed with the comment regarding clarity/jargon with respect to point 3.6 of the covering report. This member also suggested that the ‘<i>How we are measured</i>’ sections should have tighter definitions and refer to specific indicators to provide clarity. 	CEO

The following additional comments that were made through the Decision Time Board Portal:

- A member commented that they found the feedback from tenants to be helpful and requested information on the feedback received from stakeholders/partners. The CEO had responded to this request and had advised that the project was de-scoped prior to appointment with a large element of the stakeholder engagement removed to produce cost savings. This had been communicated back to the Board prior to appointment of the consultants. Key stakeholders summaries were provided.
- It was suggested that the introduction to the strategic objectives section should be cut as no other section is introduced.
- The 1st objective should replace "doing" with "delivering"
- The 5th objective should be shortened after "participation" to align with the style of the other objectives.
- The outcomes include too many outputs (e.g. having a new stock condition survey is an output whereas the outcome could be "*all stock complies with Scottish Government standards*" or "*tenants are happy with the quality of their home*" The member suggested that if it was not possible to change outcomes at this late stage, the word "*outcomes*" should be replaced with "*results*".
- A member expressed a preference to see the climate change issue not as a strategic objective in the RSG Strategic Plan but as a strategic priority in the RSHA Business Plan (as it currently is).

Subject to the above the Strategic Plan was approved. The CEO will make the required amendments.

CEO

6.2 Confidential RSHA Business Plan Draft

This matter was confidential.

6.3 Venachar Ltd Business Plan Draft

The following comment was made through the Decision Time Board Portal.

- Overall, the plan is good given the scale of Venachar however a concise strategy section is missing which would allow Board to be clearer about the approach agreed. Some of the strategy content is there but needs to be grouped together/consolidated.

	The Board approved the Business Plan for Venachar Ltd, subject to the inclusion of a Strategy Section as per the above comment shared through the Decision Time Board Portal.	CEO
7.	Confidential HR Report: Review of Structure This matter was confidential.	
8.	8.1 Confidential Final Budget 2020/21 This matter was confidential.	
9.	Hot Works Policy The purpose of this policy statement was to define how Rural Stirling Housing Association controls the management of Hot Works during maintenance repairs and construction operations. Of the members who returned email voting forms, only five members indicated a response in favour of adopting the above policy. No members rejected the adoption of the policy. Five members however returned forms with no indication. It would appear from the responses received that some Board members overlooked selection of a yes or no for the adoption of this policy.	
10.	Group Key Risks: Business Continuity Action Plan Preparing for a Pandemic The Board reviewed the Group Key Risk Register. A member commented by email as follows: <ul style="list-style-type: none"> • Does Board need to delegate any further decision making to CEO/Chair/Vice Chairs? • How is tenants' inability to pay rent going to be addressed and what will our approach be? • Do we have mechanism to signpost vulnerable tenants to other agencies? The CEO responded to the above as follows: <ul style="list-style-type: none"> • The Board noted the addition of a new risk in relation to the global Coronavirus epidemic and approved the updated risk register. The CEO advised that due to the rapidly changing situation, there would be a requirement for regular updates and communication with the Board on this issue. • The Board approved the additional Action Plan D Preparing for a pandemic for inclusion in the Business Continuity Plan. 	

	<ul style="list-style-type: none"> The Board noted that Decision Time now have a copy of the new format Risk Register and framework to develop the pilot of the Risks Module on Decision Time. 	
11.	<p>11.4 Recommendations from Audit & Risk Committee appointment of Internal Auditor</p> <p>The Board reviewed the Recommendations from Audit & Risk Committee. It was noted that the recommended auditor was offering more in terms of quality of service. The audit reports will be more informative and add more value than those currently being provided. The recommended auditor will also include information on good practice from within the sector and also benchmarking against audit recommendations of other housing association audits of the same scope. They also provide free training for clients.</p> <p>The Board also noted that a change in internal auditor is a Notifiable Event to the Scottish Housing Regulator. The SHR will be updated once the formal appointment has been made.</p> <ul style="list-style-type: none"> A member commented by email response that he could not find this item at end of the agenda. It was not clear what this referred to. A member who had been represented on the interview panel for the Internal Auditor commented that he had been impressed with both tenderers and the quality of the presentation from the recommended Internal Auditor. <p>The recommendation of the Audit & Risk Committee is that the Board should appoint Wylie & Bisset to provide internal audit services for the 3-year period commencing 1st April 2020, subject to obtaining two satisfactory references from within the housing sector.</p> <p>The Board emailed responses unanimously approved this recommendation.</p>	<p>DCEO/FCSM</p> <p>DCEO/FCSM</p>
12.	<p>Close of Meeting</p> <p>The CEO brought the meeting to a close at 9pm.</p>	
13.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> Board Continuation Meeting Thursday 7th May 6pm Audit & Risk 2.00pm Thursday 30th April RS Group Briefing Session 5.30pm Thursday 21st May Board 6.30pm Thursday 21st May Annual Stock Tour – On hold 	CEO