

# Approved Minute

**Remote MS Teams Board of Management Meeting held on 18<sup>th</sup> June 2020 at 6.30pm**

***Due to the Coronavirus public health crisis and government advice the Board meeting was conducted remotely using MS Teams.***

The following members participated remotely:

Mark Griffiths (Chair)	Margaret Vass	Cordelia Guidery	Linda Anderson
Fiona Boath	Martin Earl	Alison Smith	Anne Law
Theresa Elliot	Susan Macmillan	Malcolm Begg	

Staff & others in attendance: Donna Birrell (Chief Executive Officer – CEO)  
 Fiona Maguire (Asset & Development Manager – ADM)  
 Susan Mackay (Corporate Services Officer – CSO and Minute Taker)  
 Josh Graham (Modern Apprentice – MA)  
 Lorna Cameron (Observer present up to Item 12.7)

Item		Action
1.	<p><b>Apologies and Conduct of Meeting</b></p> <p>The Chair welcomed and thanked all for attending the meeting and extended the Board’s welcome to Lorna Cameron who was joining the meeting in the capacity of an Observer.</p> <p>There were no apologies.</p>	
2.	<p><b>Declarations of Interest</b></p> <p>Interest was declared by Malcolm Begg, Susan Macmillan, Alison Smith and Margaret Vass, for Agenda Item 12.4.</p> <p>Linda Anderson declared an interest in Claish Farm development.</p>	
3.	<p><b>Health and Safety</b></p> <p>The CEO reported a recent incident involving Legionella. A tenant had recently contracted the disease possibly from using the shower in the property. It had been determined that the shower had not been used for a while. The CEO was</p>	

	<p>glad to report that the tenant was recovering having been hospitalised for ten days but had not yet felt able to return to her home and was staying with family. A contractor had been arranged to visit the property to carry out an inspection and a report was expected during the next 5-7 working days.</p> <p>RSHA had sent a letter and information leaflet (and text message) to all RSHA and Venachar tenants and RSHA sharing owners to raise awareness of Legionella and how to reduce the risk.</p> <p>The CEO had reported the incident to the SHR as a notifiable event as it related to tenant safety. HSE had advised that it was not a notifiable incident.</p> <p>The CEO stated that a full review of RSHA internal processes would take place. She confirmed that RSHA had a Legionella Policy. Both the office premises and the HMO property have Legionella checks in place.</p> <p>It was noted the Group Risk Register would require to be updated to include the risk and mitigating measures RSHA has in place.</p>	<p>CEO/ADM</p> <p>CEO</p>
4.	<p><b>Group Minutes</b></p> <p><b>5.1 Minute of Board Meeting – 21<sup>st</sup> May 2020</b> The Minute was <b>approved</b> on a motion by Fiona Boath and seconded by Cordelia Guidery.</p> <p><b>5.2 Confidential Minute of Board Meeting – 21<sup>st</sup> May 2020</b> The <b>Confidential</b> Minute was <b>approved</b> on a motion by Fiona Boath and seconded by Cordelia Guidery.</p> <p>The Chair apologised for the delay in sending out Member’s Personal Development Plans and would do so over the next two weeks.</p>	<p>Chair</p>
5.	<p><b>Matters Arising Schedule</b> The schedule was <b>approved</b>.</p>	
6.	<p><b>Record of Electronic Approvals</b></p> <ul style="list-style-type: none"> <li>(i) RSHA Annual Business Plan Final Draft 2020/21</li> <li>(ii) Venachar Annual Business Plan Final Draft 2020/21</li> </ul> <p>It was noted that the Venachar Business Plan had been approved and adopted by the Venachar Board at the meeting that took place this afternoon.</p> <p>Both were <b>approved</b> subject to the following amendment.</p> <p>Following a discussion around the inclusion of the Sensitivity Analysis and Scenario Modelling Graph (Appendix 4 of the Business Plan), it was <b>agreed</b> to remove the wording which referred to the sensitivity analysis in the plan itself and not to include the Appendix as part of the plan. It was <b>agreed</b> that this information could be made available if required/requested. Reference has been made to the impact of COVID-19 and this Sensitivity would be included as an Addendum.</p>	<p>CEO</p>

7.1	<p><b>Group Key Risk Review and Risk Register (CEO)</b></p> <p>The CEO confirmed no movement in risks since the last report. The Group Key Risk Register was <b>approved</b>.</p> <p>It was noted that the Register would however now be updated to include the risk of Legionella and the implications of this as a result of Item 3.</p>	CEO
7.2	<p><b>Business Continuity Update (CEO)</b></p> <p>The Board congratulated staff in achieving the relet of a Void property in Doune.</p> <p>Following a discussion around the need for this item to be included in future Board papers it was <b>agreed</b> that an email update from the CEO would suffice.</p>	CEO
7.3	<p><b>SHR Information Return (CEO)</b></p> <p>Included in the discussion at Item 7.2, it was <b>agreed</b> that an email update from the CEO to Board Members would suffice in future.</p>	CEO
8.	<p><b>Strategy:</b> No report.</p>	
9.1	<p><b>ARC Return 2019/20 and Validation Audit (CEO)</b></p> <p>The CEO confirmed that the submission of the ARC return had been extended to 31<sup>st</sup> July 2020 due to the COVID-19 crisis. The normal date for return was 31<sup>st</sup> May.</p> <p>Due to the size of the document the draft submission had been uploaded to the Document Library section of Decision Time for Members to access.</p> <p>The CEO reported:</p> <ul style="list-style-type: none"> <li>• The services of a consultant had been used to audit the submission independently and manage any changes to SDM to ensure alignment with the ARC, these reports were included in the report.</li> <li>• The Validation Audit has shown generally a year-on-year improvement in terms of accuracy of data since the initial audit carried out in 2018;</li> <li>• The CEO advised that further improvement however was required in the area of Housing Quality and Maintenance.</li> <li>• The cover report highlighted any significant variances with the previous reporting year and offered explanations.</li> <li>• Further development and automation of SDM has been identified and planned for to reduce reliance on manual processes and scope for human error.</li> <li>• It was noted the results of the last year’s Tenant satisfaction Survey had been used in this year’s ARC return.</li> </ul> <p>The Board noted the outcomes of the audit and agreed that the investment in utilising SDM had been proved worthwhile as was shown in the increase of data accuracy. The Board were assured that any issues/areas of concern identified were being dealt with.</p>	

	<p>The Chair thanked the CEO and staff for their effort to produce the report.</p> <p>The Board <b>approved</b> the ARC submission for 2019/20.</p>	
9.2	<p><b>Confidential Strategy for dealing with SHQS/ESSH Failures (ADM)</b></p> <p>This item was confidential.</p>	
9.3	<p><b>Review of the Housing Design Guide (ADM)</b></p> <p>The revised Design Guide was <b>approved</b>.</p> <p>A Member of the Investment Working Group thanked all those who had been involved in reviewing the Guide. He went on to say that he felt all issues of concern that had been raised relating to current tenanted properties had been included and addressed in the review of the Guide, this he felt would lead to an overall improvement to property design in the future.</p> <p>One Member took the opportunity to query the issue of outdoor taps in property design. The ADM advised that the provision of an outdoor tap for a property was possible through the completion of an alteration request form.</p>	
10.	<p><b>Confidential SHR Financial Returns (CEO)</b></p> <p>This item was confidential.</p>	
11.	<p><b>Chief Executive's Report (CEO)</b></p> <p>The CEO invited The Chair and ADM to update the Board in relation to the SHIP meeting which had been held earlier in the day with regard to the development programme.</p> <p>The ADM reported that Stirling Council would support: Clais Farm, Balmaha, Gartness Road, Drymen and Kippen in the 20-21 development programme. Lampson Road, Killearn, the ADM reported had been marked as a "shadow" development at present which meant that should funding become available this year it would be considered. The ADM commented that Killearn had not been programmed by RSHA to happen this year. Acquisition funding for the site at Croftamie had been received at the end of the financial year. Back in April the Scottish Government had intimated that it may have to be returned. However, if LLTNP grant planning consent next month this is unlikely. The LLTNP Planning Committee is due to meet on 27<sup>th</sup> July 2020.</p> <p>The ADM went on to report that Stirling Council had voted to front fund 3 of their own projects with HAG being directed to Forth HA and RSHA developments.</p> <p>It was noted that the 2021-22 HAG funding could be restricted but this was as yet unknown.</p>	

	<p><i>Group Strategy Day:</i> The CEO proposed that the Group Strategy day which would normally take place in August would be postponed until December 2020-January 2021? A brief discussion followed and it was <b>agreed</b> to postpone the Strategy Meeting until later when the fuller impact of COVID-19 may be better assessed and progress/update of the Asset Management Strategy had been made and the financial impact was clearer.</p> <p><i>Corporate Insolvency and Governance Bill:</i> this Bill would allow AGMs to be held virtually on a more permanent basis. This was discussed in more detail at Agenda item 12.3.</p>	
12.1	<p><b>Ethical conduct and Notifiable Events/Annual Assurance Status (CEO)</b></p> <p><b>Notifiable Events:</b></p> <p><i>Notifiable Event:</i> As detailed in Agenda Item 3. Health and Safety: incident involving legionella.</p>	
12.2.	<p><b>Office Bearers' Decisions:</b> None to report.</p>	
12.3	<p><b>Annual Performance Report 2019/20 &amp; SGM/AGM, additional proposed amendment to the new Model Rules (CEO)</b></p> <p>The Board noted the report.</p> <p>The CEO confirmed that a survey to Members was in the process of being sent out to gather information of the ability of our Members to participate in a "remote" AGM. Current legislation was going through Government to allow AGMs to be held remotely until the end of September 2020.</p> <p>Guest speaker: given the probability of the AGM being held remotely it was <b>agreed</b> to reduce the business at the next AGM to formal business only.</p> <p>The Board gave their <b>approval in principle</b> to the additional proposed amendment to the new Model Rules subject to appropriate wording. The proposal would allow for virtual attendance at AGMs on a more permanent basis. The CEO reported that the proposed wording had not as yet been received back from Solicitors TC Young however it was expected shortly.</p> <p>Board Members agreed that as a rural Housing Association this provided a positive step towards increasing the accessibility of AGMs to our members. It was agreed that the ability to hold "hybrid" AGMS in the future was a real benefit.</p>	CEO
12.4	<p><b>Board Members standing down/seeking re-election at AGM (CSO)</b></p> <p>The Board <b>approved</b> the report and it was noted that Members Margaret Vass, Malcolm Begg, Alison Smith and Susan Macmillan would stand down/seek re-election at the 2020 AGM.</p> <p>It was noted that the Member, subject to the Nine-Year Rule, had been assessed for continuing effectiveness and had been approved by the Board during this year's Board Appraisal process.</p>	CSO
12.5	<p><b>Working Group Dissolution: Governance Working Group (CEO)</b></p>	

	<p>It was noted that the Group’s objective to create an Equality and Diversity Policy and Strategy would now be taken forward as a priority by the CEO with external support as part of her work-plan for the year ahead. RSHA currently did not have a fit-for-purpose policy and strategy. A Member queried how exposed the organisation was to Risk as a result of this situation? The CEO went on to advise that the Association does have an existing policy and strategy however it is very out of date and now a priority for review. It was also noted that the previously arranged Board Briefing Session on this topic had had to be postponed due to COVID-19.</p> <p>On this basis the Board <b>approved</b> the dissolution of the Working Group.</p>	CEO
12.6.	<b>New Member Applications:</b> there were none.	
12.7	<p><b>Proposed Co-option to the Board (Chair)</b>  <i>The Chair thanked Lorna Cameron for observing the meeting and hoped she had found it to be helpful and informative. Lorna Cameron left the meeting at this point.</i></p> <p>It was noted that Lorna was currently a Chief Executive of Horizon Housing Association which was part of a much larger Housing Group. The Board agreed that the decision would be made with this information clearly recorded. The Board <b>approved</b> the co-option of Lorna Cameron to the Board.</p> <p>The CEO updated the Board that advertising for Board Recruitment was now “live” on SFHA, EVH, SVE sites as well as being about to appear in the Stirling Observer. She reported that one person had already indicated interest in joining the Board and an informal meeting was due to take place. Interviews for prospective Board Members would take place on 28<sup>th</sup> July with the Chair and CEO.</p>	
13.	<b>Group Meeting Schedule 2019/20 (CEO)</b> The updated schedule was noted.	
14.	<b>Action Tracker</b> The outstanding EIA was noted. The report was approved.	
15.	<b>Attendance at Conference/Seminar or Networking Events:</b> There was no report.	
16.	<p><b>Any Other Competent Business</b></p> <p><b>Remote Meetings:</b> A Member queried whether it was the intention to continue to hold meetings remotely? This could prove particularly useful during the winter months to avoid driving in winter conditions/cut down on travel? A brief discussion took place around this subject.</p> <p>It was noted that MS Teams was limited to viewing only 9 participants at a time, it was further noted that on a small screen such as an iPad this could be further reduced to viewing 4 participants. It was felt that the video conference platform “Zoom” offered more participants to be viewed on a screen at any one time and</p>	

	<p>thus could provide a better experience for those attending. It was noted that Zoom had suffered from security issues early on during the lockdown period and RSHA had been advised by the DPO not to use the platform. The CEO agreed to contact the DPO for his current advice.</p> <p>It was agreed that in the meantime “Zoom” could be used where confidentiality was not a major issue, eg training. This would provide an opportunity to familiarise with the use of the technology.</p> <p><b>iPads/MS Word compatibility issues:</b> Feedback was received from Members about the use of iPads and compatibility with MS Word application. One Member suggested that an app could be downloaded on to the iPad. The CEO agreed to investigate this further.</p>	<p>CEO</p> <p>CEO/CSO</p>
17.	<p><b>Review/Reflections of Meeting</b></p> <p>The Chair requested feedback as to the conduct of the meeting and asked Members to email him directly.</p>	
18.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• Group Briefing Session: Equality and Diversity, tbc</li> <li>• Audit &amp; Risk Committee: 30<sup>th</sup> July (All RSHA Group members invited to pre-session meeting to review Draft Annual Assurance Statement – Verification, time to be confirmed)</li> <li>• Group Briefing session 13<sup>th</sup> August 5.30pm: Annual Assurance Statement</li> <li>• Board 13<sup>th</sup> August at 6.30pm</li> </ul> <p>Business ended at 7.50pm.</p>	