



Approved Minute

Remote Zoom Board of Management Meeting held on 8th October 2020 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)	Margaret Vass	Lorna Cameron	Linda Anderson
Fiona Boath	Fionn Stevenson	Anne Law	
Theresa Elliot	Susan Macmillan	Malcolm Begg	

Staff & others in attendance: Donna Birrell (Chief Executive Officer – CEO)
Kirsty Brown (Deputy Chief Executive Officer/Finance and Corporate Services Manager – DCEO/FCSM)
Fiona Maguire (Asset & Development Manager – ADM)
Susan Mackay (CSO and Minute Taker)

Item		Action
1.	<p>Apologies and Conduct of Meeting</p> <p>The CEO took the Chair until Item 4 (Election of Office Bearers) and advised Members that the meeting would be recorded for the purposes of minute taking and then deleted.</p> <p>She thanked all for attending and welcomed Fionn Stevenson to her first Board Meeting as a Member.</p> <p>Apologies were noted from Martin Earl</p>	
2.	<p>Declarations of Interests Annual Report (including Agenda Item 5 Annual Adoption/signing of Code of Conduct) (CEO)</p> <p>The CEO apologised for the late submission of the report however this was due to the tight turnaround involved in circulating documents and receipt following the AGM. The Code of Conduct signed by Board Members was the 2020 SFHA updated version and contained only a few minor changes to content including</p>	

	<p>updating of hyperlinks within the document. It was noted that the Staff Code of Conduct had not yet been reviewed by SFHA and thus staff had signed the 2019 version. It was expected that SFHA would shortly be issuing a raft of revised paperwork which would include a revised Staff Code of Conduct and this would be issued to staff for signing in due course.</p> <p>The Board duly adopted the 2020 SFHA Code of Conduct for Board Members.</p> <p>The CEO reported that all Declarations of Interest and Codes of Conduct had been received from staff and Board Members. The CEO confirmed that she had reviewed all declarations and there was nothing of concern to report.</p> <p>The Register of Interests was approved by the Board following a motion by Mark Griffiths and seconded by Fiona Boath.</p> <p>Interest was declared by Linda Anderson in Claish development.</p>	
3.	<p>Health and Safety</p> <p>There were no H&S issues to report.</p>	
4.	<p>Election of Office Bearers, Membership of Committee and Election of Chair, RSHA Board Nominated Representative on Subsidiary Venachar Ltd (CEO)</p> <p>The CEO introduced the paper. She summarised that nominations had been received for the roles of Chair and Vice Chair.</p> <p>Mark Griffiths had been nominated for the position of Chair and Fiona Boath for the position of Vice Chair.</p> <p>The CEO asked if there were any other nominations and there were none.</p> <p>Both Mark and Fiona accepted the nominations.</p> <ul style="list-style-type: none"> • Mark Griffiths was duly elected as Chair following a motion from Margaret Vass, seconded by Susan Macmillan. • Fiona Board was duly elected as Vice Chair following a motion from Margaret Vass, seconded by Susan Macmillan. <p>It was noted that there were no nominations to take up the role of a second Vice Chair which had proved a useful position for succession planning and sharing the workload. Anyone interested during the year should contact the Chair.</p> <p>The CEO then handed the Chair over to Mark Griffiths.</p> <p>Members were asked to volunteer to form the Audit and Risk Committee. Margaret Vass, Fiona Boath, Mark Griffiths, and Susan Macmillan volunteered. It was felt another member should join as the quorum was 3. Fionn Stevenson noted an interest in joining but felt it was too early for her to join until she had a better understanding of RSHA business. It was noted Fionn had already</p>	

	<p>expressed an interest in joining the Investment Working Group which matched her skill set.</p> <p>Lorna Cameron volunteered to join the A&R Committee.</p> <p>It was agreed that Fionn would attend the next A&R meeting as an observer.</p> <p>Mark Griffiths went on to nominate Fiona Boath to continue as Chair of the Audit and Risk Committee. Fiona accepted the nomination. There were no other nominations and Fiona was duly elected as Chair.</p> <p>Members were then asked to volunteer to join the Investment Working Group. Malcom Begg, Margaret Vass, Anne Law, Mark Griffiths, Fionn Stevenson and Susan Macmillan volunteered to join the group. Mark nominated Malcolm Begg to continue as Chair of the group, there were no other nominations and Malcolm accepted. Malcolm was duly elected as Chair of the Investment Working Group.</p> <p>RSHA Board Nominated Representative on Subsidiary Venachar Ltd: this position was currently held by Margaret Vass who intimated that she was willing to continue in the role. There were no other nominations and Margaret was duly elected to continue as RSHA Board Representative on Venachar Board.</p>	
5.	<p>Annual Adoption/Signing of the Code of Conduct (covered under Item 2 above.)</p>	
6.	<p>Group Minutes Board</p> <p>6.1 Minute of Board Meeting – 13th August 2020 The Minute was approved following a motion by Margaret Vass and seconded by Theresa Elliot.</p> <p>6.2 Confidential Minute of Board of Management Meeting – 13th August 2020 The Confidential Minute was approved following a motion by Margaret Vass and seconded by Theresa Elliot.</p> <p>6.3 Minute of Board Meeting – 15th September 2020 The Minute was approved following a motion by Mark Griffiths and seconded by Margaret Vass.</p> <p>6.4 Confidential Minute of Board Meeting – 15th September 2020 The Confidential Minute was approved following a motion by Mark Griffiths and seconded by Margaret Vass.</p> <p>Audit & Risk Committee None.</p> <p>Subsidiary None.</p>	

	<p>Working Groups Investment: None Customer Engagement, Participation and Scrutiny: None</p>	
7.	<p>Matters Arising Schedule</p> <p>The Matters Arising Schedule was approved.</p>	
8.	<p>Record of Electronic Approvals (CEO)</p> <p>A Member raised an issue concerning when a community panel is formed, i.e. not until there was a “project” with planning consent (point 4.5.4 of the report). The Member felt strongly that there was a need for community panels to be created during the inception stage of a development. Following a brief discussion another Member added that as well as achieving community engagement/“buy-in” to a development, community panels could also provide a good source of local knowledge. It was agreed that a protocol for establishing Community Panels should be considered by the Investment Working Group at their next meeting.</p> <p>The ADM agreed to contact the development agents and look to commence the formation of a community panel for Croftamie. It was felt now was a good time to take this forward. The ADM commented that the development had moved at a fast pace which had not enabled a panel to be set up notwithstanding the impact of the current public health crisis. She reported that the last Croftamie Community Council meeting that had been attended had indeed been positive.</p> <p>The report was noted.</p>	<p>ADM</p> <p>ADM</p>
9.	<p>Group Key Risks (CEO)</p> <p>The Group Key Risk Register was approved.</p>	
10.	<p>Strategy: Asset Management Strategy: Action Plan (ADM)</p> <p>A Member commented that planning for component renewals should not automatically replace like for like but should be looking to do better and future proof for climate change. This would also support EESSH targets.</p> <p>The Board approved the Action Plan.</p>	
11.	<p>Performance & Policy Development Programme: Exception Reports</p> <p>Following a query from a Member regarding the welfare of a tenant, the ADM confirmed that the tenant who was not allowing access to carry out the annual Gas Safety inspection was indeed well, Housing Officers had been in contact earlier in the year and the tenant was continuing to pay rent. Following a further query, the ADM confirmed that the tenant’s refusal to allow entry was caused by the current COVID-19 crisis. Following a discussion it was agreed that the ADM would contact the contractor to request that they enhance protective</p>	<p>ADM</p>

	<p>safety measures to a higher level for that tenant and thus allay the tenant's fears as far as they were able.</p> <p>The CEO confirmed that RSHA published its RAMS (Risk Assessment and Method Statements) in the form of a leaflet and on the RSHA website for tenants to see. A short video for this purpose was also available on the RSHA website to view. All contractors also carried out their own Risk Assessments and provided RSHA with their RAMS and information to tenants before carrying out a visit.</p> <p>A Member commented that at times the necessary precautions were not always taking place and there was a need for this to be monitored. The ADM noted the feedback and would speak to the contractors concerned.</p> <p>The Chair wished to record the good set of results reported for Q1 which was better than had been expected and thanks were given to the CEO and the staff team.</p>	ADM
11.2	<p>SPSO Revised Model Complaints Handling Procedure (CEO)</p> <p>The Board approved the adoption of the revised SPSO Model procedure.</p>	
11.3	<p>FOI Quarterly Statistics: (CEO)</p> <p>The CEO will forward return via email to Members as previously agreed.</p>	CEO
12.1	<p>Finance: Treasury Management Review (DCEO/FCSM)</p> <p>The DCEO introduced the report and commented that the report in future would take the format of a strategy. The review was required to be approved annually by the Board.</p> <p>A Member queried the move away from LIBOR and the current status. The DCEO commented that background discussions were currently being held by all lenders. RBS advised that there would be a mailing campaign to those affected by the transition later this month; the product for replacing LIBOR had not yet been selected. Nationwide advised that the intention is to migrate LIBOR loans to SONIA and will contact all customers affected shortly. Further information was awaited by the DCEO.</p> <p>The DCEO commented that the transition from LIBOR should result in no additional cost to the borrower, however advised that the Association should budget for legal costs to review the impact of changes on existing loan agreements resulting from the transition.</p> <p>The DCEO confirmed that should the full development programme go ahead next year, extra funding of circa £2.5 million would be required. She had sought feedback from RBS on current market conditions and for now it is business as usual; existing customers will continue to be supported and funding is available.</p>	KB

	<p>The DCEO also reported that she had raised the possibility of removing the restrictive ‘component addback’ on the Interest Cover covenant with RBS. The Relationship Manager advised that he thought this unlikely, however there might be scope to amend the threshold for covenant compliance. The DCEO is going to explore this further.</p> <p>The report was approved.</p> <p>The Chair, on behalf of the Board, congratulated the DCEO on the clarity and completeness of the report. He stated that the DCEO had the ability and skill to transform what was a highly complex topic into one that could be understood by a lay person.</p>	KB
13.1	<p>Confidential Tenant Compensation Request (ADM)</p> <p>This matter was confidential.</p>	
13.2	<p>Confidential HR Report: Review of Structure and Outcome of Group Consultation</p> <p>This matter was confidential.</p> <p><i>Staff (with exception of CEO and DCEO/FCSM) left the meeting for this item. Staff members were invited back to the meeting at approximately 7.40pm.</i></p>	
13.3	<p>Local Lettings Initiative (Callander) (Acting HSM)</p> <p>The CEO introduced the paper. There followed a brief discussion. A few queries had been received via Decision Time around point 4.5 in the report seeking further information – this supplementary information had been provided to Members prior to the meeting to show a breakdown of demand for property in the Callander area.</p> <p>A Member commented that there was a need to consider, following previous experience with lettings at Station Court, Callander, that there are applicants with pressing housing needs who do not have a local housing connection. The LLI provided positive discrimination for those with a connection to the area but also ensured pressing housing need would be addressed. Following a query from a Member, the CEO confirmed that it was not proposed to use a LLI for the wheelchair/amenity housing.</p> <p>The report was approved. Discussions were due to be held with Stirling Council and Callander Community Council would be consulted. It was agreed that a report on the outcome of the consultation would be emailed to members in November.</p>	CEO
14.1	<p>Governance Ethical Conduct and Notifiable Events/Annual Assurance Status Notifiable Events:</p> <p>(i) RBS Covenant Waiver</p>	

	<p>(ii) The DCEO reported no update had so far been received from RBS. GDPR Breach</p> <p>The CEO reported nothing had so far been received back from the ICO. The DPO had intimated that we may not hear back from the ICO. Staff training provided by the DPO had taken place on 7th October. The CEO will update the SHR as soon as possible. The CEO reported that the internal investigation was near completion.</p> <p>The Board approved the notifiable events report.</p>	CEO
14.2	Office Bearers' Decisions: None.	
14.3	Recommendations from Committee: None.	
14.4	New Member Applications: None	
15.	<p>Chief Executive's Report (CEO)</p> <p>The CEO reported that Members Fionn Stevenson, Fiona Boath and Lorna Cameron had indicated interest in joining the panel to consider the tender submissions for the Equality and Diversity work and subsequent appointment of a Consultant. The closing date for submissions was 23rd October 2020. If any other Member was interested in joining the panel, please contact her.</p> <p>The CEO had put forward a proposal to jointly procure training with several other interested HAs on "Effective Questions, Scrutiny and Challenge" for board members. The training could form part of a mini conference event early in the new year. The CEO would report back to the Board.</p> <p>The Board approved the draft AFS Return.</p> <p>The ADM requested the Board's approval for her to produce a letter in support of planning application for a developer in Strathblane area. The Board approved this request.</p> <p>The report was noted.</p>	<p>Board Members</p> <p>CEO</p>
16.	Group Meeting Schedule 2020/21: The Board noted this report.	
17.	Action Tracker: The Board approved this report.	
18.	<p>Attendance at Conference/Seminar or Networking Events: Board Member Feedback</p> <p>Mark Griffiths and Fiona Maguire had attended the Stirling Council SHIP meeting earlier in the week and reported a very favourable meeting. Focus had been on the Aberfoyle area and in particular a site in Kinlochard which was being promoted. Stephen Clark from Stirling Council would give a presentation to Members prior to the November Board on the SHIP programme.</p> <p>Lorna Cameron had attended a Social Care Webinar recently which had focussed on issues such as mental health, social isolation and helping people to live</p>	LC

	<p>independently for longer. The slides would be forwarded to the CEO and shared on Decision Time/Document Library.</p> <p>The CEO will also forward to Board Members the link to a Health and Social Care Survey for Stirling and Clackmannanshire.</p>	CEO
19.	<p>Any Other Competent Business</p> <p><i>Clash, Callander:</i> following a query by a Member around holding a PR event to promote the development, it was proposed to hold a celebration in Spring 2021 to coincide with the first handover, if restrictions allowed. (Earlier events had been postponed due to the pandemic.) It was expected 10-12 houses would be completed for handover by that time.</p> <p><i>SFHA Networks:</i> SFHA were relaunching networks for Chairs and Governing Bodies. It was agreed this was a good source of shared learning.</p> <p>The meeting closed at 8.15pm</p>	
20.	<p>Review/Reflections of Meeting: Please email your feedback to Mark Griffiths Chair.</p> <p>The Chair noted that good use was being made of the notes section on Decision Time which helped deal with some issues prior to the Board meeting.</p> <p>The Procedure note on how to use the notes section would be re-circulated to Members.</p>	CEO
21.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Group Training Session: Health & Safety Awareness for Governing Body members 29th October at 6.30pm (via Zoom by Housing Health and Safety Compliance) • Audit & Risk Committee Thursday 5th November Time TBC <p><i>NB All Board members are welcome to attend the above meeting as part of Annual Assurance verification process.</i></p> <ul style="list-style-type: none"> • Group Training Session: Health & Safety Awareness for Governing Body members and Board Getting to Know You 19th November at 6.30pm (via Zoom by Housing Health and Safety Compliance) • Board Thursday 26th November at 6.30pm preceded at 6pm by Stephen Clark, Stirling Council • Group Briefing Session: Equality & Diversity TBC 	