

Board of Management Meeting held on 6 October 2022 at 6.00 p.m.

The Board meeting was held in a hybrid manner with Board members attending in person at the Association’s Boardroom, Stirling Road, Doune and also via Zoom

Attendance in Person: Mark Griffiths, Howard Dales, Theresa Elliott, Andrew Faulk
Linda Anderson

Attendance via Zoom: Margaret Vass, Graeme Darling, Fiona Boath, Martin Earl,
Susan Macmillan

Staff in Attendance: Donna Birrell – Chief Executive Officer (CEO)
Craig Wood – Director of Housing and Property Services (DHPS) –
attended virtually
Jackie Leeds – Housing Management (HM) – attended virtually
Sandra McPhee – Governance and Compliance Officer (GCO)
(Minutes) – attended virtually

Also in Attendance: Graeme Brown – Edinburgh Risk Management EMRG – attended for
Decision Time Risk Module only
Ewan MacDonald – Macdonald Cameron (MC) – attended for Item 3
only

Item		Action
1.	<p>Welcome and Apologies Mark Griffiths welcomed everyone to the meeting and Graeme to his first full meeting as Board member.</p> <p>Apologies were received from</p> <ul style="list-style-type: none"> • Kenneth Butler • Lorna Cameron • Scott Kilpatrick 	
	<p>Decision Time Risk Module</p> <p>The Chair welcomed Graeme Brown from EMRG to the meeting.</p>	

	<p>Graeme walked the Board through the Risk Management module on Decision Time, highlighting what each area represents. Graeme used some of the risks as examples to delve deeper into the module and how these are use, analysed, reviewed, and updated. Graeme explained that where there are actions there will be a target score. The target score should always be the same or lower than the residual score and is the score that is aimed for once the actions have been completed. The target scores should all be 13 or under and should not be zero since there are too many external factors to have a zero score.</p> <p>Also, Graeme made the Board award of the various reports that can be obtained from Decision Time on the various areas of Risk. It was also highlighted that the register will be updated with the Risk Appetite and show where the risk sits in terms of the appetite. IT was noted that this was still a work in progress and subject to discussion with Audit and Risk Committee in November.</p> <p>The CEO advised that the SMT will update the Risk Register for the next Quarterly Performance report. The CEO will also update risks assigned to the DCEO/DFCS until the new post holder has been recruited to The CEO will continue to work with EMRG to refine the report to show risk movement, review dates/notes and rationalise controls.</p>	CEO
2.	<p>Declarations of Interest</p> <p>There were no Declarations of interest received.</p>	
3.	<p>Development Exception Report</p>	
3.1	<p>Drymen, Gartness Road</p> <p>MC presented the report and highlighted the following;</p> <ul style="list-style-type: none"> - MacTaggart & Michel (MacMic) have provided a revised tender with an updated offer of grant received September 2022 - MacMic house building division was purchased by Springfield Properties Plc - Springfield wishes to delay the project further until they complete their own assessment of the viability of the project - Meeting to be held with Springfield and MacMic to discuss project - Planning consent for the project expires in March 2023 <p>The Board raised the following comments / queries:</p> <ul style="list-style-type: none"> • Does the new updated tender amount match the grant offer? MC advised that the grant offer of funding aligns with the new tender <p>The DHPS advised that it is essential that the terms of the Section 75 Agreement are put in place and that the affordable housing is delivered first. This provides important protection for the Association.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the contents of the report. 	

<p>3.2</p>	<p>Killin, Stitt Builders Yard</p> <p>MC provided the following update</p> <ul style="list-style-type: none"> • Meetings have taken place with Killin and Ardeonaig Community Development Trust and the Killin Community Council who were very supported of new housing on the site and other areas • Progressing with site investigation and flood investigations <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> • Even though the Community Council are supportive this might not be fully representative of others in the community. It was noted that MC will engage and consult with other groups as appropriate. <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the contents of the report 	
<p>3.3</p>	<p>Balmaha</p> <p>MC provided a verbal update and highlighted the following</p> <ul style="list-style-type: none"> - Two tenders have been received from JR Group for the original and a higher density scheme which are both very high and highly caveated - Meeting to be organised with the JR Group in to discuss - Tenders are still to be reviewed by the Association’s cost consultants. <p>The Board raised the following comments or queries</p> <ul style="list-style-type: none"> • Is another redesign required? MC advised that with the planning consent due to expire, this would not be an option. MC advised that work should start on site as soon as possible in order to secure the original planning consent. <p>The DHPS advised</p> <ul style="list-style-type: none"> - Due diligence has been completed - If redesign done for the site this will take longer, would need new consent and tenders and looking at 2024 before starting - Could face abortive costs - Have discussion with Scottish Government on current tender for existing scheme as soon as possible <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the report ❖ Approved that approach be made to the Scottish Government for decision ❖ Any approvals required can be obtained through Office Bearer Decisions to ensure that progress can be made 	
<p>3.4</p>	<p>Croftamie</p>	

	<p>MC provided the following update;</p> <ul style="list-style-type: none"> - Awaiting outcome of the planning application. Information received that notice should be out within the next two weeks. - Through the open procurement process the JR group are working towards the procurement of the timber build kits and construction of the roads - Expected site start of January 2023 - Retaining wall required to be built to level out the site - Diversion required for the public utilities - Agreement required for possible abortive costs. <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note project progress ❖ Approved a £26,597 share of the total at risk expenditure of £105,813 required to initiate the project at the current tender price. 	
4.	<p>Annual Adoption and Signing of the Code of Conduct and Review of Declaration of Interests</p> <p>The GCO reminded members, that they must complete, sign, and return the Code of Conduct and Declaration of Interests documents ASAP.</p>	All Board Members
5.	Health and Safety	
5.1	<p>H&S Moment</p> <p>Following discussion with the CEO, the Chair advised the meeting that the November and February meetings will be held remotely only using Zoom for health and safety reasons for both Board members and staff. This will be made clear on the meetings schedule and on Agendas for these meetings.</p>	
5.2	<p>H&S Incident</p> <p>There were no reportable incidents, however, the CEO advised the meeting that while the work to remove the trees outside the office was being carried out, a tree fell onto the building. No one was hurt and there was no damage.</p> <p>An email was issued to the site manager to notify them of the incident.</p>	
5.3	<p>Health and Safety Update</p> <p>There were no updates to report.</p>	
5.4	Landlord Facilities Health and Safety Update	

	<p>The DHPS advised that for the EICRs notifiable event, monthly updates are being provided to the SHR. The DHPS advised that there are currently 20 outstanding cases for access to be arranged. Letter will be issued, advising tenants to contact and make an appointment for access within the week. If no contact is received, then forced accesses will be arranged.</p> <p>There was one gas safety check that was over the inspection date. This was due to the family involved having Covid. The check was carried out 3 days later. The CEO advised that this is not a notifiable event but will be included in notes for the ARC return in 2023.</p>	
6.	Group Minutes	
6.1	<p>Board</p> <p>6.1.1 Minute of Board Meeting: 11 August 2022</p> <p>The Minute was approved following a motion by Linda Anderson and seconded by Howard Dales.</p> <p>6.1.2 Minute of Board Meeting: 22 September 2022</p> <p>The Minute was approved following a motion by Margaret Vass and seconded by Howard Dales.</p>	
6.2	<p><u>Audit and Risk Committee</u></p> <p>Minute of Audit and Risk Committee</p> <p>None</p>	
6.3	<p><u>Subsidiary, Venachar Ltd</u></p> <p>None</p>	
6.4	<p>Working Groups – Investment Working Group</p> <p>None</p>	
6.5	<p>Interim Group Strategy Day: 8 September 2022</p> <p>The Minute was approved following a motion by Andrew Faulk and seconded by Margaret Vass.</p>	
7.	<p>Matters Arising Schedule</p> <p>It was agreed that the amendment to the remit for the Audit and Risk Committee would not proceed and member numbers will remain at 6. There would therefore be no need to amend the Standing Orders.</p>	

	<p>The Board decided:</p> <ul style="list-style-type: none"> ❖ that the Matters Arising Schedule be approved. 	
8.	<p>Record of Electronic Approvals</p> <p>The Chair reminded the meeting that all documents were made available to members earlier through Decision Time. These being</p> <p>8.1 Annual Review of Board/Committee Structure and Effectiveness 8.2 Annual Review of Code of Conduct on Breach Protocol 8.3 Annual Review of Compliance with Notifiable Events 8.4 Annual Review of RSG Governing Body Members Guide</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ that all documents be approved 	
8.5	<p>Annual Review Health & Safety</p> <p>The Chair noted that good progress has been made with the areas noted.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the contents of the report and supporting appendix ❖ Approved the Annual Review of Health and Safety Controls. 	
9.	<p>RSG Key Risks</p> <p>Group Key Risks – Update Report</p> <p>The CEO presented the updated Group Key Risks report and advised that the report for Quarter 2 performance will be presented to the Board and the next meeting in November 2022.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> • The Board noted good progress had been made with the work to set up the Risk Module and work still in progress to improve the Board Report • • Discussion on the value for money of the Risk module on Decision time. <p>It was noted that the Updated Forecast and 30-year Business Plan Projections, Items 12.1 and 12.2 on the Agenda, had assumed removal of the costs of the module going forward. The Board did not make a decision on this, and the Chair agreed that a final decision on whether to retain the module on Decision Time would be made at the November Board meeting. The CEO to discuss with FMD.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the contents of the report 	

	❖ Approved the format of Key Risks Board Report Appendix 1.	CEO
10.	Strategy There was no Report.	
11.	Performance and Policy	
11.1	Performance Reports There were no reports.	
11.2	Draft Policies for Review. The report provided details of seven policies which had been updated. The Policies were uploaded to Decision Time at an earlier date for review prior to the meeting. <ul style="list-style-type: none"> - Appendix 1 - Group Appropriate Policy Document, Data Protection Impact Assessment & EIA - Appendix 2 – Group Development Policy - Appendix 3 – Group Disclosure Information Policy - Appendix 4 – Group Hybrid Working Policy and EIA - Appendix 5 – Group Internal Audit Policy - Appendix 6 – Group Records Management Policy The Board decided: <ul style="list-style-type: none"> • All policies be approved for implementation. The Chair asked members to ensure that any policies posted on Decision Time for approval are read by all members and if possible, to note whether policy is approved.	
12.	Finance	
12.1	Confidential – Forecast Update for Year Ending 31 March 2023 including Private Finance Requirement This was a confidential report.	
12.2	Confidential – Update of 30 Year Business Plan Projections – Mid Year Review This was a confidential report.	
12.3	Commercially Confidential – Treasury Management Review for the Year ended 31 March 2022 This was a confidential report.	
12.4	Bad Debt Write Off The report was presented to the Board looking for approval for the write off of	

	<p>£1,397.99 which is for three cases of rechargeable costs.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ to approve the debt write off for £1,397.99 	
13.	Operations	
13.1	<p>Annual Allocations Review</p> <p>The report was presented by the Housing Services Manager and for the Board to approve the temporary removal of targets for transfer lets for 2022/23.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> • The Board raised concerns about the quality of homelessness advice being provided by Stirling Council and had examples of some cases not getting the help they need. <p>Board Member, Martin Earl said it would be useful to find out more details and suggested setting up a meeting with himself, the Housing Services Manager, and any Board Members who wished to join. Martin advised that he would get his diary checked and get a meeting organised. Margaret Vass volunteered to also attend.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the contents of the report ❖ Approved the temporary removal of target for transfer lets for 2022/23 	ME/HSM/ MV
13.2	<p>Annual Procurement Report 2021-22</p> <p>The report was presented to the Board to provide assurance that there is no requirement for publication of report for 2021/22. It was noted that the requirement to publish was reviewed on an annual basis.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ to note the contents of the report. 	
13.3	<p>Energy Audit</p> <p>The report was presented to the Board with the outcome of the audit that was undertaken by Changeworks.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> • The Association should continue to focus on fuel poverty and measures to help reduce costs for our tenants. • Installing solar panels without battery backup would be less beneficial to tenants than with the battery. 	

	<ul style="list-style-type: none"> • Discussion took place on the different types of solar panel packages and costs as well as new heating systems. • Consideration to be given to consortium buying/collaborative procurement to try to reduce costs <p>The DHPS advised the Board that the Association is currently in a good position with EESSH and going forward we will be able to meet the requirements of EESSH 2 even with solar panels being installed without batteries.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ To note the outcomes of the Energy Audit ❖ Agreed that the IWG are involved with the development of the Energy Strategy ❖ Approved unplanned works relating to EESSH 2 are deferred until there is clearer guidance from the Scottish Government in terms of compliance. 	
14.	Governance - Ethical Conduct and Notifiable Events	
14.1	<p>New Member Applications</p> <p>The report advised that one new membership application had been received and approval is required and also for use of the Seal.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ to approve the new membership ❖ To approve the use of the Seal. 	
14.2	<p>Confidential – Notifiable Events</p> <p>This was a confidential report.</p>	
14.3	<p>Confidential - Office Bearers Decisions</p> <p>This was a confidential report.</p>	
14.4	<p>Annual Assurance Statement 2021 – End of Year Report and Action Plan</p> <p>The report presented the end of year review of the Action plan for the Annual Assurance Statement of 2021.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ❖ to note the contents of the report. 	
14.5	<p>Confidential – Annual Assurance Statement 2022</p> <p>This was a confidential report.</p>	
14.6	<p>Confidential – Offer of Tenancy to Member of Staff</p> <p>This was a confidential report.</p>	

14.7	<p>Confidential – Board Member Leave of Absence</p> <p>This was a confidential report.</p>	
15.	<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> <p>The report highlighted the following;</p> <ul style="list-style-type: none"> ❖ Proposed Group Strategy Day: Given the current political and economic uncertainties and the gap at DCEO/DFCS level pending recruitment, the Board agreed that the time was not right to carry out a full strategic review. After discussion the Board agreed the following; <ul style="list-style-type: none"> ○ The proposed Group Strategy Day is deferred to 2023/24 ○ The Group Strategic Plan 2020-2023: the plan should be extended by one year and cover a four-year period 2020-2024 ○ The above should be updated to cover additional references to homelessness in the Strategic Objectives as agreed at the Interim Group Strategy Day session ○ The Business Plan and Financial Projections be updated as usual for 2023/24 ❖ Recruitment panel for the DCEO/DFCS post: after discussion it was agreed that the panel would include the following: <ul style="list-style-type: none"> ○ Chair ○ Vice Chair (it was noted that Fiona Boath may be time restricted on the 8th of November) ○ Howard Dales ○ Reserve: Margaret Vass ❖ Cost of Living Crisis: The Board noted the planned Special Edition of Rural Matters focusing on the Cost-of-Living Crisis. The CEO advised that this would provide as much sign posting to help and support as possible and details of how we propose to carry out consultation this year with residents on the rent review. We will be seeking tenant volunteers to work closer with us in a focus group so that we can understand what is important to our tenants and what our priorities should be. The Chair suggested using CX Feedback as part of this. A Board member asked that this edition include an article on bleeding radiators. The CEO to check with DHPS policy on this and will include if appropriate. <p>The Board decided:</p> <p>to note the contents of the report</p>	CEO/DHPS
16.	<p>Action Tracker</p> <p>The Action Tracker was presented to the Board.</p>	

	<p>The Board decided:</p> <ul style="list-style-type: none"> ❖ that the Action Tracker be approved. 	
17.	<p>Attendance at Conference/Seminar or Networking Events:</p> <p>The Chair advised that he had recently attended the SFHA Governance Conference. He indicated that there had been some good discussions and that as expected there had been plenty of conversation about the impact of the Emergency Legislation to freeze rents until March 2023.</p>	
18.	<p>Any Other Competent Business</p> <ul style="list-style-type: none"> ❖ The Chair advised the Board of the resignation of Mike Morrice for personal reasons. ❖ Co Vice Chair: The Chair proposed that Theresa Elliot be appointed as Co Vice Chair, and this was seconded by Margaret Vass. ❖ Chair of Investment Working Group: The Chair confirmed that Andrew Faulk had volunteered to Chair the Investment Working Group and this was approved by the Board. ❖ CIH Housing Awards: As there was no other interest from other members the Chair agreed to attend this event with Theresa Elliot. ❖ Theresa Elliot gave apologies for the November Board meeting. 	
18.	<p>Review/Reflections of Meeting: Please email your feedback to Mark Griffiths Chair. BoardGriffithsM@rsha.org.uk</p>	ALL
19.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Data Protection Training – Thursday, 17 November 2022 at 6.30pm • Board meeting – Thursday 24 November 2022 at 6.30 pm – Via Zoom • Audit and Risk Committee – Thursday, 10 November 2022 at 2.00 pm – Via Zoom. • Venachar Board of Management – Thursday, 24 November 2022 at 4.30 pm – Via Zoom. <p>The Chair thanked the Board for their attendance and closed the meeting.</p>	

Chair's signature

Chairs Signature _____