



Digitally Approved Minute

Board of Management Meeting held on 3rd October 2019 at 6.30pm in the Association’s Boardroom, Stirling Road, Doune FK16 6AA

Attendance:

Mark Griffiths (Chair)	Margaret Vass	Malcolm Begg	Colin O’Brien
Fiona Boath	Cordelia Guidery	Theresa Elliot	
Alison Smith	Susan Macmillan	Linda Anderson	

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

Attendance: Kirsty Brown (Finance and Corporate Services Manager/Deputy Chief Officer – KB)

Fiona Maguire (Asset and Development Manager – A&D)

Susan Mackay (Corporate Services Officer – CSO and Minute Taker)

Josh Graham (Modern Apprentice)

Item		Action
	Fire Drill took place at 6.15pm.	
1.	<p>Welcome and Apologies Donna Birrell, CEO took the Chair for items up to and including Item 4.</p> <p>Donna welcomed new Member Cordelia Guidery to her first Board Meeting and a special welcome to Fiona Maguire recently appointed as Asset & Development Manager and Josh Graham Modern Apprentice who was attending as an observer. Round the table introductions followed.</p> <p>Apologies had been received from Martin Earl and Anne Law.</p>	
2.	<p>Declarations of Interest</p> <p>There were no declarations of interest raised.</p> <p>Updated copies of the Code of Conduct and Declaration of Interest forms were circulated to all Members present and posted out to those not present. The CEO requested all Members to complete and return paperwork as quickly as possible so that a report could be made at the November Board meeting. The delay in circulating this year was due to the paperwork for Declaration of Interests being reviewed by the DPO Daradjeet Jagpal in line with data protection legislation.</p>	All Members

	<p>It was noted Code of Conducts and Declaration of Interest forms would shortly be circulated to all staff for signing and completion and in time for the Board report in November.</p> <p>It was noted that an update on personal information and equal opportunities form were included in the packs. The importance of the Code of Conduct was stressed to Governing Body members.</p>	
3.	<p>Health & Safety There were no incidents to report.</p>	
4.	<p>Election of Office Bearers, Membership of Committees and Election of Chairs. (CEO)</p> <p>Chair, Board of Management: Margaret Vass nominated Mark Griffiths. No other nominations were put forward.</p> <p>Mark Griffiths was elected Chair on a motion from Margaret Vass and seconded by Malcolm Begg.</p> <p>Vice Chair Board of Management: following discussions during Board Annual Appraisal Reviews, it was proposed to have this role on a job share basis. This would also assist with succession planning.</p> <p>Nominations for Vice Chair:</p> <ul style="list-style-type: none"> • Fiona Boath nominated by Margaret Vass and seconded by Theresa Elliot. • Margaret Vass nominated by Linda Anderson and seconded by Mark Griffiths. <p>Margaret Vass stipulated that she would do the role for one year only.</p> <p>Fiona Boath and Margaret Vass were elected as Joint Vice Chairs.</p> <p>The CEO now handed over the Chair to Mark Griffiths.</p> <p>Audit and Risk Committees: The following members volunteered to become Members of the Committee: Susan Macmillan; Mark Griffiths; Colin O'Brien; Fiona Boath and Margaret Vass.</p> <p>Chair of the Committee: Margaret Vass proposed Fiona Boath and this was seconded by Colin O'Brien.</p> <p>Investment Committee: The following members volunteered to become Members of the Committee: Margaret Vass, Mark Griffiths, Colin O'Brien, Malcolm Begg, and Anne Law (in her absence Anne was proposed). The CEO agreed to contact Anne to confirm that she would be willing to join the Committee.</p>	CEO

	<p>Chair of the Committee: Margaret proposed Malcolm Begg as Chair and this was seconded by Mark Griffiths.</p> <p>It was noted that the role of Secretary of the Association had transferred to the CEO at the May Board as part of the review of Standing Orders.</p>	
5.1	<p>Minute of the Board meeting held on 15th August 2019 The Minute was approved on a motion from Malcolm Begg seconded by Fiona Boath.</p>	
5.3	<p>Minute of Special Meeting of Audit and Risk Committee – 12th September 2019 The minute was noted.</p>	
5.4	<p>Minute of Venachar Board Meeting – 2nd September 2019 The Minute was noted.</p>	
5.6	<p>Action Note of the Governance Working Group meeting 22nd August 2019 The Action Note was noted. There was no feedback from the Chair as the item was included in a later Agenda item.</p>	
5.7	<p>Action Note of the Customer Engagement, Participation and Scrutiny Working Group meeting – 15th August 2019 The Action Note was noted.</p> <p>The Chair (Theresa Elliot) updated the meeting:</p> <ul style="list-style-type: none"> • Joint Staff and Board session scheduled for 25th October 2019, Doune • TPAS session with tenants scheduled for 2nd November 2019, Doune. <p>The Chair commented that whilst progress had been slow to begin with due to working around holidays and work commitments, progress was now taking place.</p>	
6.	<p>Matters Arising Schedule (CEO) Noted.</p>	
7.	<p>Annual Assurance Statement SHR Annual Assurance Statement – Final Draft (CEO)</p> <p>The CEO explained that at the Special Audit and Risk Committee meeting held on 12th September scrutiny of the draft statement had taken place. An evidence bank had been set up and evidence for each statement had been collated and placed in the "bank". Members present had gone through each and checked the evidence. In summary RSHA were either fully compliant or substantially compliant with the SHR Standards of Governance and Financial Management.</p> <p>A discussion followed and a few points were noted:</p> <ul style="list-style-type: none"> • General feeling that members are harder on themselves than need to be; 	

	<ul style="list-style-type: none"> • Member Malcolm Begg – referring to his previous relevant work experiences - had concluded that he was more than happy with the work that had been done; • A Member commented that the general feeling was that no organisation could be perfect and that this could not be an expectation of the sector. The Chair who had attended the SFHA Governance conference agreed with this and stated that had been the general view at the conference. • A Member raised a concern around whether we do what we say we do? i.e., do we follow the policies in practice? • Comments referring to Governance Improvement Plan – connotation that something isn't right? It was clarified by the CEO that such comments do not mean evidence is wrong but that it is being updated. • The CEO referred to existing processes of internal audit and control and proposed that Members could select additional areas for internal Audit review if they felt further control measures were required. • It was agreed that evidence from tenant scrutiny would be excellent evidence in the future. • Other sources of evidence should also be included, eg IIP and to generally keep the scope of sources of evidence wide. • It was noted that whilst the review and scrutiny is part of A&R remit the issue is a Board-wide one and this should not be forgotten. • It was proposed that future review meetings could take place over two dates and/or be split into two chunks? This would enable /encourage more members to attend. It was further suggested that over a period of time every member takes part in at least one review. • A discussion around building in review took place. The CEO stated this would happen at the A&R Committees. A process was also required should a notifiable event occur then more immediate attention would be required. <p>An updated draft Annual Assurance Statement was tabled following discussion with the Chair and Vice Chair. The Assurance Statement was approved and signed by Mark Griffiths as current Chair and Margaret Vass as outgoing Chair.</p>	
8.	<p>Strategy</p> <p>8.1 Group Strategy Day: Outcomes and Recommendations (CEO)</p> <ol style="list-style-type: none"> 1. Members noted the contents of the SWOT and PESTLE analysis. 2. Rural Stirling Group: following discussion it was clarified that the “Rural Stirling Group” was not a separate legal entity. A member commented that should the name be agreed prior to discussion about Venachar and the future of the group? The general feeling 	

was that as long as Venachar continued to exist then we should refer to ourselves as the Rural Stirling Group. It was agreed that this would be reviewed again in the future should Venachar cease to exist. The name Rural Stirling Group was therefore **approved** to be used meanwhile.

3. Vision: “building and sustaining rural communities” – a Member voiced their concern about the way this was presented as it was not a vision statement as it contained a verb:

Alison Smith, proposed an alternative vision statement:

“Strong and attractive rural communities” – this was seconded by Mark Griffiths and **approved**.

4. Mission: “to provide quality housing and support community aspirations”

Following discussion, it was **agreed** to include in the mission statement the word “affordable” which hitherto had been cited as a “value” and would therefore be removed from the list of values.

The new mission statement proposed by Alison Smith was to: “provide affordable, quality housing and support community aspirations”.

This was seconded by Mark Griffiths and was **approved**.

5. Values: ambitious, caring, collaborative and accountable.

A Member queried the values as to whether they drove the right behaviours? It was agreed some more discussion with Senior Management Team and a clearer steer to the consultants was needed before these could be accepted. A proposal to include “respect” or to reflect “diversity” should also be considered.

It was **agreed** that we keep the 4 values as given however the CEO would feedback to MainStreet Consulting before the values were finalised.

- Strategic Options: capacity restraints were noted. It was felt that there should not be a specific request made to officers to assess the opportunities for shared services locally as this could be a very demanding project when the Board were trying to support and reduce workloads of staff. This was **approved**. It was felt that the above could be addressed as part of the review of the staffing structure. If the recommendation is to increase capacity then all options for staffing resources should be explored, including shared services.
6. Venachar options: the decision to park Venachar and allow it to “tick over” with officers replacing independent board members was **approved**.

	<p>7. Risk Review: MainStreet to develop a new risk management process/framework. This was approved. The CEO commented that Decision Time have a Risk module which could be used however this would not be adopted until a new Risk Register is in place. It was noted there was no additional cost for MainStreet to develop this process.</p> <p>8. Governance Structure: Review and agree a preferred option for the future organisation of the Investment Committee.</p> <ul style="list-style-type: none"> • The proposal to reduce the number of Audit & Risk meetings from four to three was agreed. • With respect to the Investment Committee, the need for a Committee structure as opposed to a Working Group structure was discussed. There was strong feeling for the need for a Committee due to the ongoing nature of the work and ambitious plans of the Association in terms of development and planned and reactive maintenance. The current remit of the Investment Committee however provides extra scrutiny but has no decision-making powers, and as such decisions have to be made at Board level and cannot be delegated to a Committee. • It was therefore agreed to have a Development and Investment Working Group subject to the remit of the group being approved by the Board. A draft remit would be circulated to Members by email as soon as possible. • Dates of the next Investment Committee to be reviewed due to scheduling of the CEPS Workshop to be held on 25th October. • It was noted that any changes to the Governance Structure and remits of Committees would require to be reflected in Standing Orders. The Board agreed that this should be done by email circulation of the schedule of changes. 	
8.2	<p>8.2 Venachar Options Appraisal (CEO) This was agreed as part of Item 8.1.</p>	
9.	<p>Group Board Induction Framework (CEO)</p> <p>North Star Consulting and Research have developed the new framework with input from the Chair and CEO.</p> <p>It had been trialled by new members Anne Law and Cordelia Guidery. The recommendations were agreed to as follows:</p> <ul style="list-style-type: none"> • The board approved the adoption of the new framework; 	

	<ul style="list-style-type: none"> • It was agreed to delegate to CEO to finalise actual content as required; • It was agreed to delegate responsibility to the CEO to tailor the SFHA Governing Body Members Guide for the Rural Stirling Group for use as part of the Board Induction Process; and • It was noted that an Equal Opportunities monitoring form existed but needed updating. <p>A member proposed that the wording for Activity 1 be changed to remove “as part of the recruitment process” and insert at the beginning of the sentence “Ideally”.</p> <p>The framework was approved.</p>	CEO
10.	<p>Group Key Risks – Update (CEO)</p> <p>No new risks have been identified since the August Board meeting however the risk register had been updated to reflect the recommendation that it becomes a Group Risk Register and includes risks related to RSHA’s subsidiary Venachar.</p> <p>It was noted the Risk Register had been shared with Venachar Board members and at the Venachar Board meeting in September, it there had been a request that Venachar specific risks would be looked at in the future and a separate risk register for Venachar would be created. The Board agreed that this was something that could be dealt with as part of the overall review of the Risk Management framework and a separate exercise was not considered appropriate at this time.</p> <p>The CEO reported that she is currently liaising with Decision Time to trial the risks module early in the New Year subject to Decision Time being able to accommodate it. (If the trial is successful the system could be implemented at the start the new business year in April). However, this is dependent on the work being completed by consultants MainStreet.</p> <p>It was noted further work on the Register was required and consultants MainStreet were currently engaged to do this.</p> <p>The Risk Register was adopted.</p>	
11.	<p>Policies recommended for adoption by Audit and Risk Committee (CEO/DCEO)</p> <p>These policies provided by the DPO had been scrutinised at the Audit and Risk Special Meeting held on 12th September. The DCEO had separated them into two documents covering the policy and procedural elements however due to the outward facing nature of the policies some procedural elements had had to be retained in the policy.</p>	

	<p>Following a Member’s query as to whether it was indeed all staff that would receive training - as stated in the policy - for example what if in the future RSHA employed cleaners? It was confirmed by the CEO that all RSHA staff would be given awareness training of FOI and the formats in which such requests can be made.</p> <p>The Board approved the policies for adoption:</p> <ul style="list-style-type: none"> • Group Records Management Policy • Group Access to Information Policy. <p>Publication Scheme: The CEO confirmed that the Publication Scheme is being developed and does not require Board approval.</p> <p>Fee charging: The Board agreed that there would be no charging of fees. However, the Board requested that costs be reviewed after the first year to give an idea of actual of costs.</p> <p>The Board agreed that the existing “Document Retention Policy” be renamed the “Data Retention Policy” to ensure consistency across the existing suite of information policies.</p>	
12.3	<p>Annual Budget 2020/21 & Rent Increase Consultation – Project Timetable</p> <p>It was agreed that this was an internal operational document and did not require to come to the Board in future.</p>	
13.	<p>Group Meeting Schedule 2019/20 (CEO)</p> <p>A&R meetings: a decision was required around which A&R Committee meeting would be removed from the schedule. Following a discussion, it was agreed to remove the February A&R Committee from the schedule.</p> <p>There was some discussion around the proposal to have 3 briefing sessions to be held before the Board meetings. It was agreed that these would be confirmed following the review of the Members’ development and training plans.</p> <p>A list of all meeting dates would be circulated to Members and Decision Time calendar would be populated with dates of meetings.</p>	<p>CEO</p> <p>CEO</p> <p>CSO</p>
14.	<p>Chief Executive’s Report</p> <p>Woodyard Court, Doune: handover had been completed on 1st October. Following a Member’s query, it was confirmed that an LLI had been used for allocating the six homes in Doune. The CEO advised that consultation with the local community council had taken place and that they had been supportive of this approach.</p> <p>A Member queried why the CEO Report was so low down in the Agenda. This had been in answer to a review at the Strategy Away Day, ie items</p>	

	requiring decisions should appear high up in the Agenda. If the CEO report had decisions to be made it would appear higher up.	
15.	<p>Action Tracker</p> <p>Members noted the content of the Report.</p> <p>The CEO reminded Members that the process would be to grey out items once completed and then remove from the next action tracker.</p>	
16.	<p>Attendance at Conference/Seminar or Networking Events:</p> <p>Colin O'Brien: had attended day one of the SHARE, Governing Body Exchange event held at Seamill Hydro Hotel on 4th and 5th of September. Topics included Assurance Statement, FOI, learning from others regarding statutory interventions by Regulator:</p> <ul style="list-style-type: none"> • Observed: general feeling of concern about increased level of work placed on volunteers. • Discussions around ways of getting younger people interested in becoming members – some Association's had contacted local colleges/universities for new members. • Question raised about paying Board Members? <p>Mark Griffiths: attended both days of the SFHA – Governance Conference, 6th and 7th September, Radisson Blu Hotel, Glasgow:</p> <p>Assurance Statement: had raised the question would the cost of introducing this system be worthwhile for the tenant?</p> <p>Regulator stated shouldn't add cost. Should be doing it anyway. Comment a lot of work for everyone. Comfort taken that RSHA's approach was consistent with others in the sector.</p>	
17.	<p>Any Other Competent Business</p> <ul style="list-style-type: none"> • Deferred items – states in Standing Orders this should be a standing item on the Agenda. Potentially need to review Standing orders. 	CEO
18.	<p>Review/Reflections of Meeting</p> <ul style="list-style-type: none"> • Return to talking through papers again which was not necessary; • Timings/durations noted against Agenda items: conflicting views over helpfulness of timings/durations noted on Agenda. Suggestion that Chair only has times. 	
19.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Development and Investment Working Group – (tbc) • TPAS Customer Engagement Workshop – 25th October 2019 • A&R Committee – 21st November 2019 • Board Meeting – 28th November 2019 	