

**Board of Management Meeting held on 11 August 2022 at 6:30pm**

***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.***

The following members participated in person:

Mark Griffiths - Chair  
Howard Dales  
Linda Anderson  
Mike Morrice  
Susan Macmillan  
Ken Butler

The following members participated virtually:

Fiona Boath  
Theresa Elliot  
Lorna Cameron  
Martin Earl  
Margaret Vass

Staff in Attendance:

Donna Birrell – Chief Executive Officer (CEO) – attended virtually  
Craig Wood – Director of Housing and Property Services (DHPS)  
Sandra McPhee – Governance and Compliance Officer (GCO)  
(Minutes)

Also in Attendance:

Ewan MacDonald – Macdonald Cameron (MC) – attended virtually  
for Item 3 only  
Graeme Darling – Observer - Potential new Board Member –  
attended virtually  
Fiona Patterson – Observer – Potential new Board Member –  
attended in person

Item		Action
1.	<p><b>Welcome and Apologies</b></p> <p>Mark Griffiths welcomed everyone to the meeting. Mark introduced Fiona and Graeme to the meeting as observers as potential new Board members. Also, Mark welcomed Sandra who is the new Governance and Compliance Officer for the organisation.</p> <p>Apologies had been received from</p> <ul style="list-style-type: none"> <li>• Malcom Begg</li> <li>• Andrew Faulk</li> <li>• Scott Kirkpatrick</li> </ul>	
2.	<p><b>Declarations of Interest</b></p> <p>Declarations of interest were received for:</p> <p>Item 13.7 – New Member Applications – Graeme Darling and Fiona Patterson declared their interest.</p> <p>Mark advised that this Item would be taken as the last item of the meeting.</p> <p>Item 13.5 - Mark Griffiths declared that he had had no involvement in the selection of the AGM venue</p>	
3.	<p><b>Development Exception Report</b></p>	
3.1	<p><b>Balmaha Project Profile (verbal Update)</b></p> <p>The report advised that the JR Group tender price was heavily qualified and expensive with cost per unit of £257k. Overall this contract would be £300k higher expected.</p> <p>JR Group would provide a fully billed tender for the end of the month.</p> <p>There is a further option available for the contractor to conduct a redesign of the development and new costs provided.</p> <p>The Board raised the following comments / queries:</p> <ul style="list-style-type: none"> <li>• The costs provided are very expensive but not surprising.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to note the contents of the report</li> <li>❖ to note the potential for a redesign of the site and new costs if the current tender is not viable.</li> </ul>	

<p>3.2</p>	<p><b>Killearn, Lampson Road</b></p> <p>The report advised that MacTaggart Construction who are the preferred builder have provided an updated tender for the consented 11 units with the cost per unit being be £219K.</p> <p>Full development costs have been submitted, with supporting information to the Scottish Government for consideration with the formal tender application being submitted once feedback has been received from the Scottish Government.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to note noted the contents of the report</li> <li>❖ to approve the recommendation to enter a design and build contract with the preferred contractor subject to achieving an acceptable offer of grant.</li> </ul>	
<p>3.3</p>	<p><b>Croftamie</b></p> <p>The report advised that the preferred contractor, JR Group is currently working with a design team to address all outstanding matters regarding the Stage 1 Building Warrant and planning applications.</p> <p>The JR Group have submitted a revised tender with a works cost per unit of £206K.</p> <p>A caveat was included that would ensure the contractor meets everything required for the building. However provisional costs have been received for a number of items, including an overhead electrical diversion which would be an extra £45k (provisional costs). JR Group are to provide revised costs.</p> <p>The Board raised the following comments or queries</p> <ul style="list-style-type: none"> <li>- Have JR Group given any indication of what the new costs will be? MC advised that no estimates have been received as yet.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ To note the content of the report</li> <li>❖ To approve the recommendation to enter a Design and Build contract with the preferred contractor subject to achieving an acceptable offer of grant.</li> </ul>	

3.4	<p><b>Tyndrum</b></p> <p>The report advised of an issue with the title of the land which has delayed the project indefinitely. A Scottish Government department has asserted a claim on the title.</p> <p>The CEO confirmed that she had written to MSP Evelyn Tweed seeking support and the response is detailed at Agenda Item 14.</p> <p>MC advised that they had written to the Scottish Government regarding support for abortive costs but had received no response to date.</p> <p>There is a second site in the area that was being purchased by the local community group, however this did not proceed, and the site is available for the Association to pursue.</p> <p>The Board raised the following comments or queries</p> <ul style="list-style-type: none"> <li>- What size is the second site? MC advised that it could accommodate 10-12 units, but this is dependent on the type of properties. This would need to be considered by Housing Management.</li> <li>- It would be wise for the Association to pursue the purchase of this site for development.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to note the content of the report</li> <li>❖ to approve exploration of securing the second site within the area.</li> </ul>	
4.	<b>Health and Safety</b>	
4.1	<p><b>H&amp;S Moment</b></p> <p>The Chair advised that with the current Amber weather warning for the high temperatures it would be good if the Association could look at issuing text reminders to tenants about the use of barbecues in this weather with the dry conditions raising the chance of wildfires being started by accident. Also, for tenants to be mindful of their neighbours to try to alleviate ASB issues that can arise.</p>	DHPS
4.2	<p><b>H&amp;S Incident</b></p> <p>The CEO advised that there were no H&amp;S incidents to report, however staff numbers have been down due to an increase of illness due to Covid-19.</p>	
4.3	<p><b>Health and Safety Update</b></p> <p>The DHPS reported there was no H&amp;S update.</p>	

4.4	<p><b>Landlord Facilities Health and Safety Update</b></p> <p>The DHPS reported there was no H&amp;S update.</p>	
<b>5.</b>	<b>Group Minutes</b>	
5.1	<p><b>Board</b></p> <p><b>Minute of Board Meeting: 16 June 2022</b></p> <p>The Minute was <b>approved</b> following a motion by Ken Butler and seconded by Howard Dales.</p>	
5.2	<p><b><u>Audit and Risk Committee</u></b></p> <p><b>Minute of Audit and Risk Committee Meeting: 30 June 2022</b></p> <p>The Board noted the content of the minutes.</p>	
5.3	<p><b><u>Subsidiary, Venachar Ltd</u></b></p> <p>None</p>	
5.4	<p><b>Working Groups – Investment Working Group</b></p> <p>None</p>	
<b>6</b>	<p><b>Matters Arising Schedule</b></p> <p>The Matters Arising schedule was presented to the Board with no further issues or amendments raised.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ that the Matters Arising Schedule be approved.</li> </ul>	
<b>7.</b>	<p><b>Record of Electronic Approvals</b></p> <p>None</p>	

<b>8.</b>	<b>RSG Key Risks Quarterly Report</b>	
8.1	<p><b>Quarterly Key Risk Review</b></p> <p>The CEO presented the report in the new format to the Board.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>- The new format is very helpful and it is good to see the controls included in Appendix 1</li> <li>- Training session has been organised for the Board on the 6<sup>th</sup> October at 6pm before the Board meeting, to help with better understanding of the Risks and also to provide a Users Guide.</li> <li>- It is a very large document and difficult to understand. The Board expressed a preference for a summary style report. The CEO advised that she and Edinburgh Risk Management General will be looking at how a summary report can be produced for the Board.</li> <li>- Including a heat map within the report would help to show at a glance the high risks, any gaps in assurance and the change in risks from one report to the next.</li> <li>- It might be an idea to show less detail and only provide information on the high risks and any changes for these.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ that the Group Key Risks as detailed in Appendix 1 be approved.</li> </ul>	
	<i>Martin Earl left the meeting</i>	
<b>9.</b>	<p><b>Strategy</b></p> <p>There was no Report.</p>	
<b>10.</b>	<b>Performance and Policy</b>	
10.1	<p><b>Q1 Performance Report</b></p> <p>The DHPS advised that with the increase in rent arrears we have appointed a temporary Assistant Housing Officer who is solely concentrating on arrears and as soon as someone starts going into arrears, she is contacting them immediately to discuss their account and put arrangements in place. Also, when notifications are received for Universal Credit, the tenants are being contacted to encourage them to set up direct payments with the Association for their UC. Over the past 8 weeks 35 new payments arrangements have been set up which is an improvement on previous work done. Going forward it was noted that we could see arrears increase with energy costs due to go up again in October.</p> <p>With regards to the electrical testing, there are currently 63 outstanding, which has been a combination of access, contractor availability and staff shortages. A review meeting will be taking place to discuss the options for those tenants who are failing to allow access for the work to be carried out.</p>	

	<p>A new electrical contractor will be in place soon once the tender has been completed.</p> <p>The Association has been seeing an increase of 70% in costs from contractors which will have an impact on works e.g., bathroom tender costs £130k budget to £220k at tender stage and similar for window and door contracts.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>- a Board member commented that the Performance Report had strong links with the Key Risks identified namely; Staff retention/absence, Contractor costs and labour/material shortages and Electrical safety compliance.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ to approve the Performance report for Q1</li> </ul>	
10.2	<p><b>Quarterly Complaints Report</b></p> <p>The CEO presented the report with the Board noting similar trend from previous year quarter 1.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ to approve the Quarter 1 complaints performance report in keeping with SPSO and SHR requirements.</li> </ul>	
10.3	<p><b>Draft Policies for Review.</b></p> <p>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.</p> <ul style="list-style-type: none"> <li>- Group Access to Information Policy and EIA</li> <li>- Group Community Donations Fund Policy and EIA</li> <li>- Group Redundancy Policy and EIA</li> <li>- Group Settlement Agreements Policy and EIA</li> <li>- Group Fire Safety Policy</li> <li>- Group Gas Safety Policy</li> <li>- Group Electrical Safety Policy</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that all policies be approved for implementation.</li> </ul>	

<b>11.</b>	<b>Finance</b>	
11.1	<p><b>Confidential – Annual Financial Statements, Audit Summary and Letter of Representation</b></p> <p><i>This report was confidential</i></p>	
11.2	<p><b>Annual Internal Financial Assurance Report</b></p> <p>No issues or comments raised.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve the Annual Internal Financial Assurance Report</li> </ul>	
11.3	<p><b>Confidential - Q1 Management Accounts</b></p> <p><i>This report was confidential</i></p>	
11.4	<p><b>Bad Debt Write Off</b></p> <p>The report advised that the Association is looking for approval for write-off of two former tenant recharge repairs which total £3,527.33.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve the bad debt write off for £3,527.33</li> </ul>	
11.5	<p><b>11.5 Shared Ownership Buy Back</b></p> <p>The report advised that a request has been received for the Association to buy back a 25% share in a 2 bedroom room property which will be used for social rent purposes</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>- This would be a positive move and allow another property to be available for social rent.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ To approve the purchase of the 25% share of the property</li> <li>❖ approve the delegated authority to officers to allow them to proceed with the acquisition.</li> </ul>	



<b>12.</b>	<b>Operations</b>	
12.1	<p><b>Annual Equality Data Collection and Monitoring Report</b></p> <p>The report provided an update on the work being carried out with the Equality Data Collection and Monitoring.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to note the content of the report.</li> </ul>	
12.2	<p><b>Annual EDH Strategy Action Plan Report</b></p> <p>The report advised that the Audit Action Plan has been updated with progress that has been made.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>- Good progress has been made within the action plan.</li> <li>- It's always good to be mindful of equalities and human rights</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to note the content of the report and Action Plan.</li> <li>❖ To approve the EDH Audit Action Plan Annual Report</li> </ul>	
<b>13.</b>	<b>Governance - Ethical Conduct and Notifiable Events</b>	
13.1	<p><b>Notifiable Events</b></p> <p>None</p>	
13.2	<p><b>13.1 Office Bearers' Decisions –</b></p> <p>The report advised of a number of decisions made by the Office Bearer's. These being</p> <ul style="list-style-type: none"> <li>- The allocation of 9 social housing tenancies at The Meadows, Kippin, using a Local Letting Initiative with priority awarded to those who either currently live or work in the area or have a need to live in the area.</li> <li>- Proceed with a Management Transfer of a property in Aberfoyle</li> <li>- Approved the use of the Seal for the Sale of RSHA Shared Ownership Equity Share.</li> <li>- Renewal of leases for various properties leased from RSHA to Venchar.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ To note the content of the report and the approvals by the Office Bearer's</li> </ul>	

13.3	<p><b>Recommendations from the A&amp;R Committee</b></p> <p>The report advised of the recommendation made by Audit and Risk Committee including the Annual Review of Committee Performance and the Remit for Audit and Risk Committee.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>- Why has the pension review been set at 5 years? The CEO advised that this may be a good practice recommendation and another Board member commented that it would not be prudent to do this too frequently.</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to note the content of the report to approve the recommendations and updated remit of the Audit &amp; Risk Committee subject to further clarification on the 5-year review cycle of the Company Pension Scheme</li> </ul>	DCEO/DFCS
13.4	<p><b>Annual Governance Review</b></p> <p>The report provided the Board with the outcome of several annual governance reviews including;</p> <ul style="list-style-type: none"> <li>❖ Review of Schedule of Delegation and Effectiveness</li> <li>❖ Annual Review of Operation of the Subsidiary</li> <li>❖ Annual Review of Effectiveness of Governance and Control of Subsidiary</li> <li>❖ Annual review of Register of Interests and Entitlements Payments and Benefits</li> </ul> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve the amendments to the Schedule of Delegation as advised in Appendix 1</li> <li>❖ to approve the annual review of the Operation of the Subsidiary. The Board noted that the Schedule of Delegation has been kept under constant review to meet the business requirements as and when required and is fit for purpose.</li> <li>❖ to approve the Annual Review of Operation of the Subsidiary</li> <li>❖ to approve the Annual Review of Effectiveness of Governance and Control of Subsidiary</li> <li>❖ to approve the Annual review of Register of Interests and Entitlements Payments and Benefits.</li> </ul>	
13.5	<p><b>AGM Administrative Arrangements and Notice to Members</b></p> <p>The report confirmed that the AGM will be held on Thursday, 15<sup>th</sup> September at 7pm at the Callander Youth Project Trust.</p>	

	<p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ To note the contents of the report</li> </ul>	
13.6	<p><b>Rule 68 – Report from the Secretary</b></p> <p>The report provides assurance to the Board that the governing body has met the requirements as stated in Rule 68 of the Association Rules</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve the report. The documents were made available for signing and were duly signed by the Chair.</li> </ul>	
13.7	<p><b>New Member Applications – Taken as last item on Agenda</b></p> <p>The two potential new Board members in attendance left the meeting at this point. The Chair advised that the CEO and himself had met with both new members and had circulated background information to Board members. He felt that both candidates would be an asset to the Board.</p> <p>The report advised that two new membership applications had been received and approval is required and also for use of the Seal.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve the two new memberships</li> <li>❖ to approve the use of the Seal</li> </ul>	
13.8	<p><b>Review of RSHA Membership and Cancellations</b></p> <p>The report advised that members are subject to the 5-year rule in line with 11.1.3 of the Association rules that if non-attendance, no apologies or proxy applications are received membership will be cancelled.</p> <p>Letters were issued to 17 members who were the subject of this rule to ask them if they wished to remain members. Responses were received from six members confirming that they wished to remain a member, two members requested removal and nine members failed to respond.</p> <p>The report also provided details of one other proposed membership cancellation.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve cancellation of 12 membership applications as per the report.</li> </ul>	

	<p><b>Group Meeting Schedule 2022-23</b></p> <p>The Group Meeting Schedule for the coming year was presented to the Board and details all dates for the Board meetings, Audit and Risk Committee and Venachar Road of Management meetings. Training and development days are also highlighted and will be confirmed as arrangements are progressed.</p> <p>Discussion took place regarding the Board meeting scheduled to take place after the AGM on the 15<sup>th</sup> September to elect the Office Bearers and members of Committee. A member advised the Board that this meeting was not agreed and should take place on another day following the AGM.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ to approve the Group Meeting Schedule for 2022-23</li> <li>❖ to make alternative arrangements for a Zoom meeting to take place the week after the AGM to allow the election of Office Bearers to take place. The CEO and Office Bearers will progress arrangements and the GCO will confirm in due course.</li> </ul>	CEO/ Office Bearers/ GCO
13.10	<p><b>Confidential – Annual Assurance Statement 2022 – First Draft</b></p> <p><i>This report was confidential</i></p>	
14.	<p><b>Chief Executive’s Report</b></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"> <li>• Interim Group Strategy Day – arrangements being made for this event. CEO is still waiting on response from members to confirm their preferred date for the event. It was accepted that it was unlikely a date could be found to suit everyone. The preferred date so far was the afternoon of Thursday 8<sup>th</sup> September and this will be confirmed. The CEO suggested that discussion questions could be sent to all Board members in advance to allow feedback from members unable to attend the event.</li> <li>• Working Groups – Investment Working Group – New Chair for the group to be identified and then the DHPS will arrange the next meeting</li> <li>• Joint Tenant Satisfaction Survey – Due to a delay in resources, Clackmannanshire Council have confirmed that the tender for the contract was being issued on 5<sup>th</sup> August with expected survey start by 24<sup>th</sup> October.</li> <li>• Correspondence: Tyndrum title issue response from MSP. The Board requested that we write again to the MSP and seek personal view /support. It was also suggested that we could request a meeting to discuss.</li> </ul>	CEO

	<p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ To note the content of the report</li> </ul>	
15.	<p><b>Action Tracker</b></p> <p>The Action Tracker was presented to the Board.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>❖ that the Action Tracker be approved.</li> </ul>	
	<i>Lorna Cameron left the meeting</i>	
17.	<p><b>Attendance at Conference/Seminar or Networking Events:</b></p> <p>Event: Board Member Feedback</p> <p>A member advised the group that he attended an event which highlighted the change in the Building Regulations which will have an effect on developments once the changes come into effect. The member advised that when companies are purchasing materials they must record and track the origin of materials right from the start of their making or they cannot be used. This will have an impact on cost of materials and quality being made available.</p>	
18.	<p><b>Any Other Competent Business</b></p> <p>No other business raised.</p>	
18.	<p><b>Review/Reflections of Meeting:</b></p> <p>Please email your feedback to Mark Griffiths Chair.  <a href="mailto:BoardGriffithsM@rsha.org.uk">BoardGriffithsM@rsha.org.uk</a></p>	ALL
19.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Annual Stock Tour</b> – It was noted that this will be postponed to Spring 2023</li> <li>• <b>AGM</b> – Thursday 15<sup>th</sup> September at 7pm, Callander Youth Project</li> <li>• <b>Board Meeting – to elect Office Bearers tbc</b></li> <li>• <b>Interim Board Strategy Away Day</b> – Date to be confirmed.</li> <li>• <b>Board meeting</b> – Thursday 6<sup>th</sup> October 2022 at 6.30 pm – Via Zoom</li> <li>• <b>Employment, HR and People Management training session</b> – Thursday 25 August 2022 at 6:30pm via Zoom (<b>2 members gave apologies for this session</b>)</li> <li>• <b>Audit and Risk Committee</b> – Thursday, 3<sup>rd</sup> November 2022 at 2.00 p.m.</li> <li>• <b>Venachar Board of Management</b> – Thursday, 24<sup>th</sup> November 2022 at 4.30 p.m.</li> </ul> <p>The Chair thanked the Board for their attendance and closed the meeting.</p>	

	<i>The Meeting closed at 8.20 p.m</i>	
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