

**Board of Management Meeting held on 18 May 2023 at 6.30 p.m.**

***The Board meeting was held on a hybrid basis with members in the office Boardroom and joining online via Zoom***

**Attendance at meeting in person:** Fiona Boath, Theresa Elliot, Linda Anderson, Ken Butler, Susan Macmillan, Andrew Faulk, Margaret Vass, Mark Griffiths

**Attendance at meeting via Zoom:** Howard Dales, Graeme Darling, Lorna Cameron

**Staff in Attendance:** Donna Birrell – Chief Executive Officer (CEO)  
Gerry Casey – Deputy CEO / Director of Finance & Corporate Services (DCEO/DFCS)  
Craig Wood – Director of Housing and Property Services (DHPS)  
Jackie Leeds – Housing Services Manager (HSM)  
Susan Mackay – Corporate Services Officer (CSO) (Minutes)

**Also in Attendance:** Lorna Shaw, Research Resource, for Item 3.1 only (by Zoom)  
Freya Lees, North Star Consulting and Research, for Item 3.2 only (by Zoom)  
Lynda McColl, Observer (in person)  
Richard McElfratrick, Observer (in person)

Item		Action
1.	<p><b>Welcome and Apologies</b></p> <p>Fiona Boath welcomed everyone to the meeting.</p> <p>There were no apologies.</p>	
2.	<p><b>Declarations of Interest</b></p> <p>Declarations of Interest were declared as follows:</p> <ul style="list-style-type: none"> <li>Linda Anderson, Fiona Boath, Theresa Elliot, Margaret Vass: Item 3.2 regarding the nine-year rule.</li> </ul>	

3.	<b>Exception Reports/Presentations</b>	
3.1	<p><b>Tenant Satisfaction Survey 2023 Outcomes and Action Plan, Presentation by Lorna Shaw from Research Resource.</b></p> <p>Lorna Shaw presented the main findings of the report, and invited questions.</p> <p><b>Questions were raised as follows:</b></p> <p>Is there a reason for the downward trend in overall ratings since the 2016 report?</p> <ul style="list-style-type: none"> <li>• A decrease was to be expected following COVID.</li> <li>• The results were unfeasibly high in 2016 which had been noted at the time.</li> <li>• Houses were now older and needing higher levels of investment.</li> </ul> <p>What is behind the relatively high response rating value for money as only “fairly good”?</p> <ul style="list-style-type: none"> <li>• Rent increase</li> <li>• Homes requiring upgrade</li> <li>• Private rent is very high and ours is affordable or manageable. Stirling Council rents are only slightly higher.</li> </ul> <p>The Board Chair thanked Lorna for her informative presentation.</p> <p>The Board noted the Tenant Satisfaction Survey 2023 Action Plan draft. The responses from the survey and the action plan will be discussed with tenants at an event taking place on Wednesday 24 May. It was agreed that feedback from the above event would be incorporated into the Action Plan.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Noted approved the content of the report and recommendations and noted that the updated Action Plan would be presented to the June Board meeting.</li> </ul>	HSM
3.2	<p><b>Confidential Annual Board Appraisal Report, Freya Lees from North Star Consulting and Research</b></p> <p>Confidential report.</p>	
3.3	<p><b>RSG Learning and Development Plan 2023/24</b></p> <p>The draft Learning and Development Plan was presented. It was noted that Individual Development Plans had also been forwarded to Board members.</p> <p><b>The Board:</b></p>	

	❖ approved the content of the Learning and Development Plan for 2023/2024.	
<b>4.</b>	<b>Health and Safety</b>	
4.1	<b>Moment</b> No report.	
4.2	<b>Incident</b> No incidents.	
4.3	<b>H&amp;S Update</b> No updates.	
4.4	<b>Landlord Facilities H&amp;S Update</b> No update.	
<b>5.</b>	<b>Group Minutes</b>	
5.1	<b>Minute of Board meeting held on 16 March 2023</b>  The Minute was proposed by Ken Butler and seconded by Theresa Elliot.	
5.2	<b>Minute of Audit &amp; Risk Committee held on 27th April 2023</b>  The Board noted the Minute. It was further noted that in response to a query raised by a Board member that a more detailed outline of the programme for the delivery of MyHome had been provided. The delivery programme will be reviewed by the SMT and reported to the next meeting of Audit and Risk Committee being held in June.	SMT
5.3	<b>Minute of Venachar Board</b>  None	
5.4	<b>Working Groups – Investment Working Group Action Note of meeting held on 19 April 2023</b>  An amendment to the Action Note was agreed to include the following which was discussed at the meeting but was missing from the Action Note:  <i>“The Group agreed to maximise use of community Local Place Plans and local development plans.”</i>  <b>The Board:</b> ❖ Noted the Action Note and above amendment.	DHPS
<b>6.</b>	<b>Matters Arising Schedule</b>  There were no further matters arising.  <b>The Board:</b> ❖ Approved the Matters Arising Schedule	
<b>7.</b>	<b>Rural Stirling Group Key Risks</b>	
7.1	<b>Quarterly Key Risk Review</b>	

	<p>The quarterly Key Risks report was presented and noted.</p> <p>The DHPS gave an update on <b>Risk 15: Procurement:</b></p> <p>As previously notified the current agreement for provision of Out of Hours emergency service with Logie Building Services would cease as of 19 May. An alternative arrangement had been made with Argyll Community Housing Association’s subsidiary organisation AFA, to cover the area to the north and west; other areas would be covered by SPS Doorguard, who would provide access to a managed call centre for property services for out of hours calls. It had been emphasised to tenants that the service was for emergencies only.</p> <p>Tenants were lettered 18 May, to inform them of the changeover in provider, an SMS Text message would also be sent out on Friday, 19 May. The website, office voicemail and notices at the office had all been updated to reflect the change.</p> <p>The DHPS reported that this solution had been put together over the last five days and would stand until 1 August pending the results of the current tender exercise which was due to conclude on 1 June. He added that Ochilview HA had recently completed a similar tender exercise and had received two submissions. An update on the position would be given to the Board at the June Board meeting.</p> <p>The Board raised the following comments/queries:</p> <ul style="list-style-type: none"> <li>• The Board noted with satisfaction the collaboration with another Housing Association.</li> <li>• Thanked the DHPS for managing to find a solution in what was proving to be a difficult market.</li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the Group Key Risks quarterly report.</li> </ul>	DHPS
<b>8.</b>	<b>Strategy</b>	
8.1	<p><b>Requirement for an Annual Procurement Strategy and Annual Procurement Report 2023-24</b></p> <p>The Board considered the report on the above.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the report with no changes.</li> </ul>	
8.2	<p><b>Future Development Report</b></p> <p>The Board discussed the report and agreed to add at 4.2: To maximise use of Community Local Place Plans and Local Development Plans as discussed and agreed at Item 5.4.</p> <p><b>The Board:</b></p>	

	<p>❖ approved the report subject to the above amendment.</p>	
<b>9.</b>	<b>Performance &amp; Policy</b>	
9.1	<p><b>Q4 Performance Reports</b></p> <p>The Board considered and discussed the various Quarterly Performance Reports including:</p> <ul style="list-style-type: none"> <li>• Appendix 1 – ARC Indicators and Universal Credit</li> <li>• Appendix 2 – Planned Maintenance</li> <li>• Appendix 3 – Development Programme Monitoring</li> <li>• Appendix 4 – Strategic Delivery Plan Update – Operational Delivery Plan Update by Exception</li> </ul> <p>The Board raised the following comments / queries:</p> <ul style="list-style-type: none"> <li>• A Board member queried the RAG status of the Gas Safety Audits was a touch severe at red and could possibly be amended to Amber. The CEO advised that as we did not achieve 100% compliance, we had therefore failed to achieve our target and anything off target therefore could not be rated Green.</li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ approved the contents of the reports.</li> </ul>	
9.2	<p><b>Q4 Complaints Report</b></p> <p>The quarterly report for 2023 was presented.</p> <p>The Board raised the following comments/queries:</p> <ul style="list-style-type: none"> <li>○ Noted the continuing good response timescales.</li> <li>○ Timescales improved overall from previous years which was commendable, and the Board asked for their thanks to be relayed to staff.</li> <li>○ Quantity of complaints about repairs was understandable given the current issues with repairs service.</li> </ul> <p>The CEO advised that one complaint carried forward from reporting year 2021/2022 had not been included in the Q4 report. This had been picked up as part of the ARC Validation Audit and the corrected in the ARC Return.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ approved Quarter 4 complaints performance report in keeping with SPSO and SHR requirements.</li> <li>❖ Approved compensation payments to one tenant for: <ul style="list-style-type: none"> <li>○ £1,007.83 loss of heating</li> <li>○ £1,229.97 damage to goods due to flooding.</li> </ul> </li> </ul>	

<p>9.3</p>	<p><b>Policies for Approval</b></p> <p>Policies were issued to Board on Decision Time on 4 May 2023 for review prior to decision at this meeting.</p> <p>The policies that have been reviewed are:</p> <ul style="list-style-type: none"> <li>• Appendix 1: Group Compensation Policy &amp; EIA</li> <li>• Amendment to 8.2 Group Damp and Mould Policy: change to RAG status at point 8.2 to reflect health risks to occupants.</li> </ul> <p>With respect to the Group Compensation Policy, the Board agreed that an amendment should be made to the Group Compensation Policy EIA to add “age” and “race” as affected characteristics.</p> <p>With reference to the Group Damp and Mould Policy a Board member asked whether annual welfare visits could be introduced for tenanted properties affected by damp and mould. The CEO commented that annual tenancy visits are already taking place and as part of the procedure Housing Services Officers will now check for signs of damp and mould. The procedure also requires follow up between 6-week and 6-month to properties affected to ensure the problem hasn’t reoccurred. The CEO also added that in August, it was intended to letter all tenants prompting them to let RSHA know of any issues that hadn’t yet been reported.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the Group Compensation Policy and EIA subject to the above amendment and the amendment to the Group Damp and Mould Policy at point 8.2.</li> </ul>	
<p>9.4</p>	<p><b>ARC Return 2022_23 and ARC Validation Audit</b></p> <p>The Board noted the draft ARC return and the Validation Audit Report from VSS and agreed that the process was improving slightly year on year.</p> <p>A Board Member queried the number of tenancy refusals and asked for some background as to why this was the case given the current acute lack of housing nationwide.</p> <p>The HSM responded that the feedback did not reflect badly on RSHA and thus it was not a concern. It was down to other options being made available to the applicant to choose from; or at times when an applicant visited the property, they realised the remoteness of the location or had simply changed their mind.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ approved the report.</li> <li>❖ gave authority to the CEO to submit the final ARC return to the SHR by 31 May 2023. The CEO confirmed that she did not expect any material</li> </ul>	

	<p>changes to be made at this stage but would report back to the Board should this be the case.</p> <ul style="list-style-type: none"> <li>❖ noted that the ARC 2023 Validation Action Plan would be presented to the June Board meeting for approval.</li> </ul>	CEO
<b>10.</b>	<b>Finance</b>	
10.1	<p><b>Confidential – Q4 Management Accounts</b></p> <p>Confidential report.</p>	
10.2	<p><b>Confidential – SHR 5-Year Financial Projections Return 2023</b></p> <p>Confidential report.</p>	
10.3	<p><b>RBS Mandate for Authorised Signatory: for signing by the Chair</b></p> <p>The DCEO/DFCS explained that the bank required the Chair to sign the mandate both to remove the former DCEO/DFCS from the list of signatories, and to add himself as a new signatory. This needed to be formally agreed and signed by the Board at the meeting.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the amendments to the bank signatories and the Chair would sign the mandate at the end of the meeting.</li> </ul>	
10.4	<p><b>Tender Report: Development Services Framework</b></p> <p>The outcome of the tender exercise for the Development Services Framework was discussed.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the report and that Macdonald &amp; Cameron Ltd be appointed to provide development services.</li> </ul>	
<b>11.</b>	<b>Operations</b>	
11.1	<p><b>Three Year Planned Investment Programme</b></p> <p>The report detailing planned expenditure over the three-year period was discussed. It was confirmed that the programme had been tested against the assumptions made in the Business Plan and long-term financial projections.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the 3 Year Investment Programme 2023/24 to 2025/26 as detailed in Appendix 1 of the Report for cyclical and planned works and major repairs.</li> <li>❖ Noted that the Report will be used to consult and engage with our tenants.</li> <li>❖ Noted the requirement for regular review and update of the 3 Year Investment Programme at future Board meetings.</li> </ul>	

12.	<b>Governance; Ethical Conduct and Notifiable Events</b>	
12.1	<p><b>Notifiable Events</b></p> <p>The report on Notifiable Events submitted to the SHR since that last meeting was presented.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Noted the contents of the report on the Notifiable Events submitted to the SHR.</li> <li>❖ Noted the update on the situation from the DHPS at Item 7.1 above regarding Performance and Service Delivery.</li> <li>❖ Noted that an update on the Governance and Organisational issue: Staff Structure Consultation would be given at Agenda Item 12.8.</li> </ul>	
12.2	<p><b>Office Bearers Decisions</b></p> <p>No Report.</p>	
12.3	<p><b>Record of Electronic Approvals</b></p> <p>No report.</p>	
12.4	<p><b>Recommendations from Audit and Risk Committee</b></p> <p>The Board considered the report on the recommendations from Audit and Risk Committee, in relation to several matters including:</p> <ul style="list-style-type: none"> <li>• Appendix 1: Annual Audit Plan 2022-2023</li> <li>• Appendix 2: Internal Audit Update</li> <li>• Appendix 3: Internal Audit Plan 2023-24 to 2025-26</li> <li>• Appendix 4: Health Safety Update</li> <li>• Appendix 5: Health &amp; Safety Competency Framework and Training Needs Analysis Matrix Annual Review</li> <li>• Appendix 6: Confidential RSG Succession Plan Senior Staff Annual Review</li> <li>• Appendix 7: Review of Appraisal Framework</li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Noted the discussions in the reports as listed above.</li> <li>❖ Approved the recommendations within the reports.</li> <li>❖ Noted all reports and appendices were made available on Decision Time.</li> </ul>	
12.5	<p><b>New Member Applications</b></p> <p>Two new members were recommended for approval in the report. The two observers attending the meeting were asked to step out of the Boardroom temporarily due to a potential conflict of interest.</p> <p>A query was raised regarding the timing of the applications for membership and whether there was an issue with this report being heard at the same time the</p>	



	<p>decision was being made to appoint members to fill casual vacancies until the next AGM.</p> <p>It was noted that applications for membership can be heard at any time and should be approved as long as the eligibility criteria has been met. To fill a casual vacancy on the Board, the applicant must also be a member and membership applications had therefore been issued as part of the recruitment exercise.</p> <p>A further question was made regarding the £1 Share. It was confirmed these had both been received. The £1 would be returned if applicants were not eligible for membership.</p> <p>The Chair added that both of the applicants for membership had also applied to join the Board and proposed that the Board approve their Board appointment to fill casual vacancies that had arisen.</p> <p>A query was raised as to whether you had to be a Member of the Association to observe the Board meeting. It was clarified by the Chair that any interested party could be invited to observe a Board meeting.</p> <p>It was noted that the Action Tracker Item 14, included background details on both applicants and their relevant skills and experience.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the contents of the report and the applications for membership.</li> <li>❖ Approved both new members, as follows to become members of the Board to fill casual vacancies until the next AGM: <ul style="list-style-type: none"> <li>• Lynda McColl, Aberfoyle,(RSHA tenant) and</li> <li>• Richard McElpatrick, Doune</li> </ul> </li> </ul>	
12.6	<p><b>Governance of the Development Process/Investment Appraisal Assumptions 2023-24</b></p> <p>Following a query from a Board Member there was a discussion on the standard assumption figure for future planned/major repair costs. £602 was considered to be too low. After discussion it was agreed to base this on an average unit cost based on the Life Cycle Costings (LCC) reviewed and updated annually as part of the long term financial and business planning process.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ Approved the Investment Appraisal Standard Assumptions as detailed in Appendix 1 of the Report subject to the above amendment.</li> </ul>	DHPS
12.7	<p><b>Annual Assurance Statement Mid-Year Review</b></p> <p>Progress at the mid-year stage was reviewed and discussed.</p> <p><b>The Board:</b></p>	

	<p>❖ Noted the Report.</p> <p><i>The Chair apologised for overrun with respect to Item 3.2 and in accordance with Rule 36, the Chair asked the Members present to agree to continue the meeting beyond 2 hours. All Board members in attendance agreed.</i></p>	
12.8	<p><b>Confidential HR Report Review of Structure</b></p> <p>Confidential Report</p>	
12.9	<p><b>Confidential - CEO Appraisal Report</b></p> <p>Confidential report.</p>	
13.	<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. The following points were discussed:</p> <ul style="list-style-type: none"> <li>• <b>SHR Annual Assurance Statement Visit:</b> This took place on Tuesday 16 May. The Chair and CEO reported back on a positive meeting with the SHR. The report on the outcomes will be available by the end of June.</li> <li>• <b>Stock Tour</b> It was noted that this was being rescheduled due to low numbers attending. The Board members requested to be given more flexibility/choice to select more than one of the dates.</li> </ul> <p><b>The Board:</b></p> <p>❖ noted the contents of the report</p>	CEO
14.	<p><b>Action Tracker</b></p> <p>The Action Tracker was presented to the Board.</p> <p><b>The Board:</b></p> <p>❖ approved the Action Tracker.</p>	
15.	<p><b>Attendance at Conference/Seminar or Networking Events:</b></p> <p>No report.</p>	
16.	<p><b>Any Other Competent Business</b></p> <ul style="list-style-type: none"> <li>• <b>Phone Lines:</b> A Board member reported difficulty contacting the office which will be investigated further.</li> <li>• <b>Investment Projects Strathyre and Lochearnhead:</b> A Board member raised issues with above contracts. It was agreed that these would be discussed separately after the meeting.</li> <li>• <b>World Cycling Championships Event/Road closures 9 and 10 August:</b> Noted may cause some disruption for office opening/August Board meeting. Communication will be issued nearer the time.</li> </ul>	<p>SMT</p> <p>CEO</p> <p>SMT</p>

	<ul style="list-style-type: none"> <li>• <b>IT issues:</b> The CEO apologised for the technical issues that affected the quality of the Zoom call and assured Board members these would be addressed before the next meeting.</li> </ul>	CEO
17.	<p><b>Review/Reflections of Meeting:</b>  Fiona commented that she welcomed feedback. Please email your feedback to Fiona Boath, Vice Chair <a href="mailto:BoardBoathF@rsha.org.uk">BoardBoathF@rsha.org.uk</a> or Theresa Elliot Vice Chair, <a href="mailto:BoardTheresaE@rsha.org.uk">BoardTheresaE@rsha.org.uk</a> .</p>	ALL
18	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Training</b> – Housing Management Briefing Session – Thursday, 25 May 2023 @ 6.30pm online via Zoom.</li> <li>• <b>Board Meeting</b> - Thursday, 15 June 2023 @ <b>6.15 p.m.</b> Hybrid Meeting <b>For those attending in person please note the earlier start to the meeting. This is to accommodate a Fire Drill.</b></li> <li>• <b>Audit and Risk Committee Meeting</b> - Thursday, 29 June 2023 @ 2pm</li> </ul> <p>The Chair thanked the Board for their attendance and closed the meeting.</p>	

Chair’s signature .....