

**Board of Management Meeting held on 21 September 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:** L Anderson, M Vass, F Boath, S Macmillan, K Butler  
M Griffiths, R McElpatrick

**Attendance at meeting via Zoom:** H Dales, L Cameron, A Faulk, A Smith

**Staff in Attendance:** Donna Birrell – Chief Executive Officer (CEO)  
Sandra McPhee – Governance and Compliance Officer (GCO) (Minutes)

The meeting commenced at 6.30pm

Item		Action
1.	<p><b>Welcome and Apologies</b> D Birrell, CEO welcomed everyone to the meeting.</p> <p>There were no apologies received.</p>	
2.	<p><b>Declarations of Interest</b></p> <p>The CEO and GCO declared an interest in Agenda Item 6 – EVH Salaries Consultation.</p>	
3.	<p><b>Health and Safety Exception Report</b></p> <p>No report.</p>	
4.	<p><b>Governance - Ethical Conduct and Notifiable Events</b></p> <p>D Birrell presented the report on the election of Office Bearers and members of the Committee.</p> <p>i) <b>Election of Office Bearers</b></p> <p>D Birrell advised that Mark Griffiths had noted his interest to stand as Chair for the coming year. Margaret Vass nominated Mark Griffiths for the position of Chair and this was seconded by Richard McElpatrick. There being no other nominations Mark Griffiths was duly appointed as Chair.</p>	

	<p>Mark Griffiths took over the role of Chair from this point onwards.</p> <p>The Chair provided the Board with a brief background on the role of Joint Vice-Chairs.</p> <p>For the first Vice-Chair Fiona Both confirmed she would be happy to stand again for the position. Mark Griffiths nominated Fiona Boath for Vice Chair and this was seconded by Margaret Vass. There being no other nominations Fiona Boath was appointed as Vice Chair.</p> <p>The Chair sought expressions of interest in the role of joint Vice Chair however there were none. The Chair advised members that the role of Vice Chair doesn't necessarily have to lead to becoming the Chair. If any members of the Board would like to take on the role of the Joint Vice Chair, please let the Chair know of their interest.</p> <p><b>ii) Membership of Audit &amp; Risk Committee, Remit and Election of Chair</b></p> <p>The following members agreed to join the Audit &amp; Risk Committee for the coming year</p> <ul style="list-style-type: none"> <li>- Mark Griffiths</li> <li>- Fiona Boath</li> <li>- Margaret Vass</li> <li>- Susan Macmillan</li> <li>- Lorna Cameron</li> <li>- Ken Butler</li> </ul> <p>The Chair advised the meeting that within the Remit and Standing Orders, it is stated that the Chair of the Committee should not usually serve more than two consecutive terms. It was noted that in the previous year Fiona Boath had stepped down as Chair of the Committee as she was required to stand in as Chair of the Management Board during the Chair's leave of absence. The Chair of the Committee role had actually been undertaken by Margaret Vass.</p> <p>Following on from discussion of the Remit and Standing Orders, Fiona Boath noted her interest to stand as Chair of the Committee for the coming year.</p> <p>The Chair nominated Fiona Boath as Chair of Audit and Risk Committee, and this was seconded by Linda Anderson. There being no other nominations Fiona Boath was appointed as Chair of the Audit and Risk Committee.</p> <p>It was agreed that the Remit for the Audit and Risk Committee would be amended to state that the requirement to rotate the Chair of the Committee would be reviewed on an annual basis.</p> <p>Subject to the above the Remit for the Audit and Risk Committee was approved.</p>	<p>Board members</p> <p>CEO</p>
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	<p>The CEO advised that the Standing Orders are being reviewed and will be presented to the Board in October for approval. The section on the Chair of the Committee will be updated to be consistent with the above.</p> <p>iii) <b>RSHA Board Member representative on the Subsidiary Board</b></p> <p>Margaret Vass and Alison Smith agreed to be the Board Member representatives on the Venachar Subsidiary Board. Margaret Vass advised that she intended to attend the first meeting only and would then stand down from the Subsidiary Board.</p> <p>iv) <b>Membership of Investment Working Group</b></p> <p>The following members agreed to join the Investment Working Group for the coming year</p> <ul style="list-style-type: none"> <li>- Andrew Faulk</li> <li>- Mark Griffiths</li> <li>- Margaret Vass</li> <li>- Susan Macmillan</li> <li>- Richard McElfatrick</li> </ul> <p>The Investment Working Group remit was agreed as presented with no amendments required.</p> <p><i>Election of Chair of the Working Group</i></p> <p>Andrew Faulk had noted his interest to continue as Chair of the Working Group. Andrew Faulk was nominated by Ken Butler and seconded by Richard McElfatrick. There being no other nominations Andrew Faulk was duly appointed as Chair of the Working Group.</p>	CEO
5.	<p><b>RSG Schedule of Meetings 2023-24</b></p> <p>The CEO presented the schedule of all meetings for this coming year and confirmed that the calendar of Board Business/outline Agenda Items for 2023/24 will be uploaded to Decision Time following approval of the Schedule.</p> <p>A Member of the Audit and Risk Committee advised that they had difficulty attending meetings in the afternoon due to work commitments and requested if it would be possible to review the time of the November meeting to allow attendance. It was agreed that the Committee meeting time would be re-arranged with the meeting on 9 November 2023 to be changed to an evening meeting.</p> <p>A Smith also requested a review of the Board meeting arrangements for the Subsidiary and will liaise with the CEO.</p> <p><b>The Board</b></p>	CEO

	<p>❖ <b>Approved the Schedule of Meetings for 2023/24 subject to the above changes.</b></p>	
6.	<p><b>EVH Salaries Consultation – August 2023</b></p> <p>The CEO presented the Board with the consultation document from EVH on Salaries for 2024/25.</p> <p>Discussion took place on the current financial position of the Association and the constant change of interest rates and how this impacts business plan including the annual rent review and operating costs of the organisation.</p> <p>Board members felt that given the current situation with interest rates it is too early to make any decision on figures for salaries increases for 2024/25 and that in principle any increase should be at inflation or lower.</p> <p>Following discussion, it was agreed the CEO would provide a response to EVH based on discussions at the meeting.</p>	CEO
7	<p><b>Any other Competent Business</b></p> <ul style="list-style-type: none"> <li>The Chair raised the changes that will be made for the meeting in October with regards to purpose of reports. On the Agenda items will be labelled either as ‘for Approval, Assurance, Decision etc’ This will be piloted at the October meeting and members were asked to provide feedback to the Chair on the new style of reporting.</li> </ul> <p>The Chair advised that the above was based on the recent SFHA guidance document ‘Getting the Balance Right’ which had been circulated to members and sets out clear responsibilities for both the Board and staff. A Board member asked for a discussion on the above at the Group Strategy Session and the Chair advised that this may be possible subject to the programme and time available.</p> <ul style="list-style-type: none"> <li>The CEO reminded the Board about the Scottish Rural &amp; Islands Housing Conference which will be taking place 31 October to 2 November at the Stirling Court Hotel. The Association are the sponsors for the event and the Chair will speak at the event before the dinner on the 1 November. The Chair advised the Board if anyone is interested in attending they should let the GCO know as soon as possible.</li> <li>Scottish Government Housing for Varying Needs: A Board member reminded the meeting of the current consultation on the above and advised of a 2-month extension from the original deadline for responses of 19 October.</li> </ul>	Board members

	<ul style="list-style-type: none"> <li>Passivhaus Presentation: The CEO advised that John Gilbert Architects had offered to present to the Board on their experience of Passivhaus. The Board felt that a better fit would be to present to the Investment Working Group at their next meeting with an invitation extended to all Board members who could attend if they wished. The CEO will liaise with John Gilbert and confirm arrangements.</li> </ul>	CEO
8.	<p><b>Review/Reflections of Meeting:</b> Please email your feedback to Mark Griffith Chair. <a href="mailto:BoardGriffithsM@rsha.org.uk">BoardGriffithsM@rsha.org.uk</a></p>	ALL
9.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li><b>Board meeting</b> – Thursday 5 October 2022 at 6.30 pm – Hybrid Meeting (drinks and refreshments available from 6.00 p.m.)</li> <li><b>Board Briefing Session – Finance &amp; Treasury Management</b> – Thursday, 19 October 2023 at 6.30 p.m. – location to be confirmed</li> <li><b>Board Briefing Session – Complaints Handling</b> – Thursday 2 November 2023 at 6.30 p.m. – Online only Via Zoom</li> <li><b>Investment Working Group</b> – Tuesday 7 November 2023 at 2.00 p.m. – location to be confirmed.</li> <li><b>Audit and Risk Committee</b> – Thursday, 9 November 2022 at 6.30 p.m. – Online Only via Zoom</li> <li><b>Venachar Board of Management</b> – Monday 20 November 2023 at 4.00 p.m - Online Only via Zoom</li> <li><b>Board Meeting</b> – Thursday, 23 November 2023 at 6.30 p.m. – Online Only via Zoom</li> </ul>	

The meeting ended at 7.20pm

Signed by Chair:.....

Date:.....