



**Board of Management Meeting held on 20<sup>th</sup> February 2020 at 6.15pm in the Association’s Boardroom, Stirling Road, Doune FK16 6AA**

Attendance:

Mark Griffiths (Chair)	Margaret Vass	Colin O’Brien
Fiona Boath	Martin Earl	Cordelia Guidery
Anne Law	Susan Macmillan	Alison Smith

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

Attendance: Kirsty Brown (Finance and Corporate Services Manager/Deputy Chief Officer – DCEO/FCSM)  
 Fiona Maguire (Asset and Development Manager – A&DM)  
 Jackie Leeds (Housing Services Manager – HSM)  
 Susan Mackay (Corporate Services Officer – CSO and Minute Taker)  
 Josh Graham (Modern Apprentice)

Mark McLintock, MainStreet Consulting (Items 4, 5 and 6) MML

Gregor Cameron, Gregor Cameron Consulting (Item 7) GC

Item		Action
1.	<p><b>Welcome and Apologies</b>            The Chair welcomed all to the meeting with a special welcome extended to Mark McLintock from MainStreet Consulting. The Chair indicated that Gregor Cameron would join the meeting for Item 7.</p> <p>It was <b>agreed</b> to reschedule the Fire Drill to the March Board meeting due to the inclement weather and excessive water ponding covering the exit route which created a hazard. It was noted that a Fire Drill is required every six months. (The previous drill had taken place in October 2019.)</p> <p>Apologies had been received from member Malcolm Begg.</p>	CSO
2.	<p><b>Declarations of Interest and Annual Report (CEO)</b>            Members Susan Macmillan and Cordelia Guidery declared an interest in Item 10 Annual Rent Increase.</p>	
3.	<p><b>Health and Safety</b>            There were no incidents to report.</p>	
4.	<p><b>Key Risks: Update on new Risk Management Framework (Mark McLintock, MainStreet Consulting)</b></p>	

	<p>MML referred to the Risk Management Framework approved by the Board in November and to the Risk Appetite also discussed and agreed at the November meeting. MML highlighted the work undertaken at the Board Session held earlier today on the Risk Register and thanked all who attended for their input.</p> <p>It was agreed that the Risk Register would be updated to reflect the changes made during the afternoon session and would be reviewed by the SMT before being emailed to Members. It was <b>agreed</b> this work would be done and presented to the next Audit and Risk Committee (30<sup>th</sup> April) before coming back to the Board.</p> <p>A Member cautioned that some high-profile events reported in the news that had happened to businesses were categorised as “highly unlikely” but had “catastrophic” impact. The Member proposed that all risks identified in this way should be given due consideration during future reviews. This was noted.</p> <p>A Member queried the current trend for moving away from the likelihood and impact multiplier approach to risk management and whether RSHA should consider this. The CEO referred to feedback from the CEO Forum and that all eight RSLs represented currently used multipliers with no plan to move away from this method, however it was agreed that there should be ongoing awareness of risks and regular reviews taking place to ensure the currency and validity of the Risk Register.</p> <p>It was noted that there was also a need to pick up on current good practice as part of future reviews.</p> <p>The Board <b>approved</b> the recommendations in the report.</p>	MML/CEO
5.	<p><b>Governance Framework to Support New Strategic Plan (Mark McLintock, MainStreet Consulting) (MML)</b></p> <p>A Member sought more clarity over the issue of short life working groups as she felt it was not clear in the paper.</p> <p>The Board acknowledged the consultant’s advice that existence of working groups was not in keeping with recognised good practice however it is of the opinion that working groups are a useful vehicle for governance provided they have a tight remit and finite timescale. Two of the existing three working groups are currently nearing completion of their remit and will be disbanded thereafter. The Investment Working Group will continue meeting over the course of the next 12 months to ensure better scrutiny of the current development projects.</p> <p>A Member commented that the report, from a governance point of view, should have been written by the CEO with input from the Consultant rather than written by the Consultant.</p>	

	<p>Members <b>approved</b> the recommendations in the report with the provision that the remit of the IWG was the subject of Item 13.4 and would be discussed in more detail and approved at that point.</p>	
6.	<p><b>RSH Group Strategic Plan (First Draft) (MML and CEO)</b></p> <p>A Member commented that she was disappointed with the Draft Strategic Plan as presented and noted the delay in delivering it to the Board.</p> <p>Following a discussion, the Board agreed:</p> <ul style="list-style-type: none"> <li>• the Plan to be a maximum length of four pages;</li> <li>• feedback from stakeholders not to be included in the Plan;</li> <li>• background papers to be removed from Plan;</li> <li>• that the plan was complete and was not “missing” any vital areas.</li> </ul> <p>MML confirmed that this was the 2<sup>nd</sup> draft plan, the first having been presented to the Governance Working Group (GWG) meeting. A revised draft to be circulated to members of the Governance Working Group. It was agreed that AS and the CEO would provide examples of other strategic plans and these would be circulated by email to members for information.</p> <p>It was proposed and agreed that the Board should take the opportunity to agree the Strategic Objectives mentioned in the plan: (changes in red text)</p> <p>Page 6 Our key Strategic Objectives:</p> <ul style="list-style-type: none"> <li>• doing core housing activities well</li> <li>• developing new homes</li> <li>• meeting customer needs</li> <li>• maintaining our existing stock</li> <li>• achieving real meaningful customer scrutiny and participation to shape current and future services - <i>remove the word “real” or “meaningful” don’t need both.</i></li> <li>• working with partners including Stirling Council, Loch Lomond and The Trossachs National Park and neighbouring housing associations - <i>add “effectively” after partners, and no need to list partners.</i></li> <li>• having a measured approach to our Venachar subsidiary - <i>remove this objective</i></li> <li>• responding to the Housing 2040 agenda and the need to review our resources as this evolves – <i>remove reference to Housing 2040 – should be in but not as an objective</i></li> </ul> <p>It was agreed to develop an organisational response to climate change.</p> <p>The Chair thanked MML for his input.  MML left the meeting at 7.00pm</p>	<p>AS/CEO</p> <p>CEO</p>

7.	<p><b>Development Programme: Exception Reports (GC)</b></p> <p>The Chair welcomed GC to the meeting at 7.05pm.</p> <p><u>7.1 Claish Farm: Progress Update:</u></p> <p>GC confirmed that a site start would be made in February.  GC confirmed that an issue had arisen regarding removal of top soil off the site which had increased the costs and delayed the site start.  The Board noted progress made.</p> <p>It was noted for future projects specifications that front garden delineation and performance bonds should be included in the design guide.</p> <p>The Board <b>approved</b> the signing of the SBCC Building Contract with Lovell Partnerships Ltd in the revised amount of £8,720,809.25 provided all legal negotiations are concluded to the satisfaction of TC Young, the A&amp;DM and the Development Agent.</p> <p><u>7.2 Balmaha: Progress update:</u></p> <p>Only three tenders had been received with two deemed to be non-compliant due to conditions being attached. The companies involved were not willing to negotiate with the conditions and thus these tenders had to be discounted. Following a query, the A&amp;DM clarified that the tenderers considered the costs of the ground risk was too high and they had qualified their tenders.</p> <p>As an aside it was generally felt that the climate for tendering was saturated at present as there were a lot of contracts available. GC added that the government initiative to provide 50,000 homes had certainly heated the market up.</p> <p>The one tenderer left would be amenable to negotiation and value engineering and GC was of the opinion that savings could potentially be made.</p> <p>The Board <b>approved</b> the recommendation to proceed to negotiation stage with the compliant tenderer.</p> <p><u>7.3 Croftamie: Acquisition Report an Updated Financial Appraisal</u></p> <p>GC confirmed that Croftamie was in the SHIP for potential acquisition later this year (20/21) and talks had started again with the land owner.  GC will represent RSHA at the Community Council when it meets during March.</p> <p>The Board <b>approved</b> the report's recommendations as follows:</p> <ul style="list-style-type: none"> <li>• increase in scheme size from 10 units to 14 units.</li> </ul>	<p>A&amp;DM</p> <p>A&amp;DM</p>
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	<ul style="list-style-type: none"> <li>• legal agreements being progressed with the landowner for the acquisition, subject to the receipt of an acceptable offer of grant and achieving outline planning permission.</li> <li>• budget of £20k to instruct detailed Site Investigation work.</li> </ul> <p>The Board thanked GC for his clear, good quality reports.</p> <p><i>GC left the meeting at 7.15pm</i></p> <p><u>7.4 Sod Cutting Event, Claish Farm</u></p> <p>The opportunity was taken to have a brief discussion around arrangements for this event. The Convenor of the LLTNP Mr James Stuart is to be invited to officiate at the event, if he should prove not to be available Willie Nisbet, Depute Convenor of the LLTNP. The LLTNP would be approached.</p> <p>Member ME offered his services to act as liaison if required as he was a member of the LLTNP Board.</p>	A&DM
8.1	<p><b>Minute of the Board meeting held on 28<sup>th</sup> November 2019</b></p> <p>The Minute was <b>approved</b> on a motion from Margaret Vass seconded by Fiona Boath.</p>	
8.2	<p><b>Confidential Minute of the Board meeting held on 28<sup>th</sup> November 2019</b></p> <p>The Minute was <b>approved</b> on a motion from Margaret Vass seconded by Fiona Boath.</p>	
8.3	<p><b>Confidential Minute of Special Meeting of Board meeting held on 29<sup>th</sup> January 2020</b></p> <p>The minute was <b>approved</b> on a motion from Margaret Vass and seconded by Fiona Boath.</p>	
8.4	<p><b>Minute of Audit and Risk Committee held on 21<sup>st</sup> November 2019</b></p> <p>It was noted that the wording of the Minute at Item 1 required to be amended, to read as follows:</p> <p><i>“The Chair welcomed Susan Macmillan to her first meeting of the Audit and Risk Committee as a Member. The Chair acknowledged that, as it was her first meeting as Chair, she would welcome feedback on her performance from more experienced Members and the CEO.”</i></p> <p>The minute was noted.</p>	CSO
8.5	<p><b>Minute of Venachar Board Meeting held on 2<sup>nd</sup> December 2019</b></p> <p>The minute was noted.</p>	
8.6	<p><b>Confidential Minute of Venachar Board Meeting held on 2<sup>nd</sup> December 2019</b></p> <p>The minute was noted. A member requested that former Venachar Board members be thanked for their contribution. The CEO confirmed this had already been done.</p>	
8.7	<p><b>Action Note of Governance Working Group meeting held on 31<sup>st</sup> January 2020</b></p> <p>The Action Note was noted.</p>	

8.8	<p><b>Action note of Customer Engagement, Participation and Scrutiny meeting held on 29<sup>th</sup> November 2019</b></p> <p>The Action Note was noted.</p>	
8.9	<p><b>Action Note of Investment Working Group meeting held on 4<sup>th</sup> February 2020</b></p> <p>The Action Note was noted.</p>	
9.	<p><b>Matters Arising Schedule (CEO)</b></p> <p>The Report was approved.</p>	
10.	<p><b>Annual Rent Increase (HSM)</b></p> <p>Members congratulated the HSM on the clarity and content of the Rent Consultation Leaflet (Appendix 1).</p> <p>The HSM reported that there had been a fairly low response to the consultation, it had been hoped that there would have been a higher response rate. (7% = 43 out of 608 tenancies).</p> <p>In response to tenant feedback to the consultation it was discussed and <b>agreed</b> that Property Management/Administration Costs (tenancy and estate management costs, staffing costs and running costs) which represent 40% of total costs could be refined to show % of staffing and running costs separately on future consultation leaflets. It was noted that compared to our peer group our cost per unit was low.</p> <p>Proposal: rent increase of 2.4% for 2020/21 for all social housing tenancies was proposed by Member Margaret Vass and seconded by Member Alison Smith.</p> <p>The proposal was <b>approved</b>.</p>	
11.1	<p><b>Performance and Policy</b></p> <p><b>Q3 Performance Report (CEO)</b></p> <p><i>Appendix 1 ARC, UC, Complaints and Complaints Analysis</i></p> <ul style="list-style-type: none"> <li>• Rent Arrears: It was noted rent arrears continue to be on target.</li> <li>• Complaints: Members commented that the complaints analysis report was very clear and helpful.</li> <li>• Right First Time: It was noted that repairs continued to be below target.</li> </ul> <p><i>Appendix 2 Planned Maintenance</i></p> <p><i>Appendix 3 Development Programme Monitoring Report</i></p> <p><i>Appendix 4 Q2 Delivery Plan Update:</i> Members noted progress made despite staffing resource issues. Board recorded its thanks to staff.</p> <p>The Reports as listed above were <b>approved</b>.</p>	
11.6	<p><b>Policy recommended for adoption by Audit and Risk Committee:</b></p> <p>The Board <b>approved</b> the following policy recommended for adoption subject to the correction of two typos at points 13.1 and 14 (page 7) to read “complies” instead of “compiles”.</p>	CSO

	<p>Policy <b>approved</b>:</p> <ul style="list-style-type: none"> <li>• Adaptations Policy and Procedure.</li> </ul>	
12	<p><b>Q3 Management Accounts to 31st December 2019 (DCEO) CONFIDENTIAL</b></p> <p>This matter was confidential.</p>	
13.1	<p><b>Notifiable Events: Confidential HR Matter and review of structure (MG)</b></p> <p>This matter was confidential.</p>	
13.2	<p><b>Notifiable Event: Granting of Security for the Loan (DCEO)</b></p> <p>A report had been submitted to the SHR and confirmation had since been received that no further action was required.</p>	
13.3	<p><b>Notifiable Event: Cyber security incident for the purposes of Phishing (CEO)</b></p> <p>A report had been submitted to the SHR and confirmation had been received from the SHR that no further action was required.</p>	
13.4	<p><b>Draft Remit and Membership of Investment Working Group (IWG) (A&amp;DM)</b></p> <p>The Board <b>approved</b> the recommendations made in the report as follows:</p> <ul style="list-style-type: none"> <li>• terms of the remit; and</li> <li>• future use of the new reporting template for all development schemes to report to the Board.</li> </ul> <p>The Board congratulated the A&amp;DM on the clear layout of the template.</p> <p>Member AS requested to be involved in the creation of the new Design Guide but could not commit to being a member of the IWG.</p> <p>The Board <b>agreed</b> to this.</p>	A&DM
13.5	<p><b>Office Bearers' Decisions (CEO)</b></p> <p>Following a query from a Member the CEO confirmed that the Schedule of Delegation allowed certain decisions to be made by Office Bearers' out with a Board Meeting usually due to timing constraints. The CEO had submitted the report for transparency reasons to ensure all Members were aware of the decisions made and a record was kept for good governance.</p> <p>It was noted Mitie had been awarded the contract for external paintwork and the kitchen replacement contracts had been awarded to Everwarm.</p> <p>Members queried the necessity for a Board Report on Office Bearer Decisions as it added to the quantity of papers for the Board.</p> <p>Following a brief discussion, it was <b>agreed</b> in future, that to reduce extra work, a Business Case would be presented to Office Bearers' with decisions summarised for the Board for noting.</p>	CEO

13.6	<b>Recommendations from Audit and Risk Committee:</b> Covered in items 4 and 11.6 above.	
13.7	<b>Annual Review of A&amp;R Committee and Effectiveness</b> The Board <b>approved</b> the recommendations in the report.	
13.8	<b>Dedicated RSHA Email Addresses for Board Members (CSO)</b>  Following discussion, it was <b>agreed</b> that Members could opt to use an RSHA email account. Some Members felt very strongly that the need for another email account was excessive and would prove time consuming for them to use and monitor along with existing email accounts.  It was proposed and <b>agreed</b> that should a Member not opt for an RSHA email account they would sign a waiver.	CSO
14.	<b>Group Meeting Schedule 2019/20 (CEO)</b>  The CEO briefly listed the updates as follows: <ul style="list-style-type: none"> <li>• Investment Committee now replaced by the Investment Working Group:</li> <li>• Staff Stress Report moved to April Audit and Risk Committee (previously March Board).</li> <li>• Venachar Ltd meetings amended to two a year: June and November</li> </ul> The Board <b>approved</b> the updated schedule.	
15.	<b>New member applications</b> There were none.	
16.	<b>Repairs Service Options (A&amp;DM)</b>  The A&DM reported on feedback received from Forth and Ochil View Housing Associations who had had previous experience with single multi-trade providers. Both Associations had had mixed experiences with the single multi-trade provider and as a result preferred the use of local small traders.  The A&DM confirmed that the out of hours provider would also be tendered for as a separate lot.  The Board <b>approved</b> the recommendations in the report as follows: <ul style="list-style-type: none"> <li>• to procure a Framework of separate trade contractors;</li> <li>• grant authority to the A&amp;DM to publish a notice on PCS advertising the Framework and calling for expressions of interest;</li> <li>• should the level of interest for each trade lot be unforthcoming, then authority is granted to the A&amp;DM to issue a new notice on PCS for a single multi-trade firm to handle the reactive day-to-day repairs.</li> </ul>	A&DM

17.	<p><b>Chief Executive’s Report (CEO)</b></p> <p><b>CEO’s Appraisal:</b> Any feedback to be sent to the Chair directly.</p> <p><b>30<sup>th</sup> Anniversary Celebrations:</b> There was a brief discussion regarding suggestions made in the report. A comment was made that a focus on the objective to support climate change was noted.</p> <p><b>2021 October RIHAF Conference:</b> The Board agreed to RSHA “hosting” this event. It was thought a “showcase” rather than a “tour” would be appropriate.</p> <p><b>Temporary Tenancy Request for a two-bedroom property to lease to Stirling Council for two years:</b> A brief discussion was held. It was noted that a change to the Schedule of Delegation should be made to allow the CEO to manage any such future requests. Should there be several requests made within a short period of time then this should be flagged to the Board.</p> <p><u>Proposal:</u>  Proposer: Colin O’Brien Secunder: Margaret Vass.  The Proposal was <b>agreed</b>.</p> <p>The HSM confirmed that no other such requests were expected.</p>	<p>Members</p> <p>CEO</p>
18.	<p><b>Action Tracker</b></p> <p>The report was noted.</p>	
20.	<p><b>Attendance at Conference/Seminar or Networking Events:</b></p> <p>Nothing to report.</p>	
21.	<p><b>Any Other Competent Business</b></p> <ul style="list-style-type: none"> <li>• The AD&amp;M gave a brief update on development: <ul style="list-style-type: none"> <li>○ MacTaggart and Mickel site at Gartness Rd Drymen – Scottish Government had requested a fast track tender submission by the end of March 2020 so that they can account for the completion of 15 of the 30 affordable units by end March 2021. The Board were in agreement with this.</li> <li>○ Dawn Construction, Burngreen Ph2 Kippen – 9/10 affordable units: Scottish Government have also asked for this scheme to be fast tracked to a tender submission before end of March 2020 if Dawn Construction achieve their planning consent by the end March 2020. The Board were in agreement with this.</li> </ul> </li> <li>• Special Board Meetings: A Member complained that a number of meetings held recently had been convened at short notice precluding her attendance because of work commitments. She felt that this was not appropriate from a governance point of view. This point was noted.</li> <li>• A Member queried the Association’s plans to include Electric Vehicle charging points in the revised Design Guide. The CEO confirmed that this was in hand.</li> </ul>	

22.	<p><b>Review/Reflections of Meeting</b></p> <ul style="list-style-type: none"> <li>• Did we challenge constructively/effectively? : <ul style="list-style-type: none"> <li>○ A Member stated that it was difficult to challenge constructively with the consultant being present at the meeting. Attendance of consultants at meetings will be reviewed by the CEO and the Chair.</li> </ul> </li> <li>• Did we make good decisions?: Yes</li> <li>• Did we have all the information we needed to make decisions?: <ul style="list-style-type: none"> <li>○ Yes – however it was noted it was a “heavy meeting” with a large quantity of papers.</li> <li>○ A Member felt that the cover report for the Strategic Plan should have been written by the CEO not the consultant.</li> </ul> </li> </ul> <p>A Member observed that there was no point in challenging a point if it does not need challenged - if papers are well written, clear and detailed then there is no necessity to challenge. It was proposed and <b>agreed</b> that the wording of this review question be changed to state:</p> <p>“Did we challenge constructively/effectively when necessary?”</p>	CEO
23.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• Evening Training Session 5<sup>th</sup> March 2020 time tbc</li> <li>• Board Meeting – 19<sup>th</sup> March 2020 at 6.30pm.</li> </ul> <p><i>Meeting finished at 8.30pm</i></p>	CSO