



# Agenda Item 5.1 Minute

**Board of Management Meeting held on 13 June 2024 at 6.30pm.**

***The Board meeting was held online using Zoom and in the Boardroom at RSHA offices.***

**Attendance at meeting:** Mark Griffiths, Linda Anderson, Lynda McColl, Margaret Vass  
Susan Macmillan, Andrew Faulk

**Joined Online:** Alison Smith, Howard Dales, Fiona Boath

**Staff in Attendance:** Donna Birrell – Chief Executive Officer (CEO) Joined online  
Gerry Casey – Deputy CEO / Director of Finance & Corporate Services (DCEO/DFCS)  
Craig Wood – Director of Housing & Property Services (DHPS) Joined online  
Sandra McPhee – Corporate Services Officer (Governance) (CSO) (Minutes)

| Item |   | Action |
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| 1.   | <b>Welcome and Apologies</b><br><br>The Chair welcomed everyone to the meeting and confirmed apologies from Ken Butler, Richard McElfattrick and Lorna Cameron.<br><br>The meeting commenced at 6.30 p.m.   |        |
| 2.   | <b>Declarations of Interest</b><br><br>The following declarations were received: <ul style="list-style-type: none"><li>• Susan Macmillan Item 11.10 – Board Members Standing Down &amp; Seeking Re-election at AGM</li><li>• Donna Birrell, Gerry Casy and Alison Smith – Directors of Venachar</li></ul> |        |
| 3.   | <b>Exception Reports/Presentations</b>  |        |
| 3.1  | <b>No reports</b>   |        |
| 4.   | <b>Health &amp; Safety Exception Report</b>   |        |

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| 4.1 | <p><b>Exception Report</b></p> <p>The CEO advised that RSHA will be working with residents in Aberfoyle together with the emergency services and Stirling Council with regards to flooding risks and access for emergency services next to potential development sites in the Aberfoyle area in particular the Old Kirk Loan development.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>• How will the Association be engaging with residents? L McColl advised that as a member of the Community Council she was unaware of any contact regarding the issues. The CEO advised that we have some concerns about access for emergency services if the bridge leading to Old Kirk Loan is closed. The DHPS advised that we have a duty to existing tenants and will be raising awareness. However, we will initially be liaising with emergency services regarding access and alternative means of access.</li> </ul> |     |
| 5.  | <p><b>Group Minutes</b></p>   |     |
| 5.1 | <p><b>Minute of Board meeting held on 16 May 2024</b></p> <p>There were no amendments to the minutes.</p> <p>The Minute was approved by Margaret Vass and seconded by Andrew Faulk.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>• It is welcomed that comments and questions that are on Decision Time are noted in the minutes but it would be better if they are not added to the minutes verbatim. The CSO confirmed that the Decision Time comments/questions will be paraphrased when adding to the minutes.</li> </ul>  | CSO |
| 5.2 | <p><b>Minute of Audit and Risk Committee</b></p> <p>No meeting.</p>   |     |
| 5.3 | <p><b>Subsidiary: Minute of Venachar Board meeting 13 May 2024</b></p> <p>Minutes presented for information.</p>  |     |
| 5.4 | <p><b>Subsidiary: Action Note from Venachar Directors meeting 9 April 2024</b></p> <p>Action Note presented for information.</p>  |     |

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|      | The Chair advised that a meeting for the Venachar Working Group has been organised for 3 July 2024.   |  |
| 5.5  | <b>Working Groups: No meetings</b>  |  |
| 6.   | <p><b>Matters Arising Schedule</b></p> <p>No further matters arising were raised.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Approved the Matters Arising Schedule</b></li> </ul>   |  |
| 7.   | <b>Rural Stirling Group Key Risks – no report</b>   |  |
| 8.   | <b>Performance &amp; Policy</b>   |  |
| 8.1  | <p><b>Policies for Approval</b></p> <p>The policies were uploaded to Decision Time on 30 May 2024 ahead of the meeting.</p> <p>Policies for approval:</p> <ul style="list-style-type: none"> <li>○ Appendix 1 – Group Organisational Change and Disposal Policy and EIA</li> <li>○ Appendix 2 – Group Flexible Working Policy and EIA</li> </ul> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> <li>• Heading at Point 3 in Appendix 1 needs reviewed and updated. The CSO advised heading has now been updated.</li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Approved the reviewed Group Organisational Change and Disposal Policy and Flexible Working Policy.</b></li> </ul> |  |
| 9.   | <b>Finance</b>  |  |
| 9.1  | <p><b>Confidential SHR Loan Portfolio Return (LPR)</b></p> <p>Confidential Report</p>   |  |
| 10.  | <b>Operations</b>   |  |
| 10.1 | <p><b>Confidential Former Mortgage to Rent Properties Balfron and Callander Proposed Disposals: Options Appraisals</b></p> <p>Confidential Report</p>   |  |

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| 11.  | <b>Governance: Ethical Conduct and Notifiable Events</b>   |         |
| 11.1 | <b>Notifiable Events</b><br><br>No notifiable events.  |         |
| 11.2 | <b>Office Bearers Decisions: None</b>  |         |
| 11.3 | <b>Confidential RSG Board Succession Plan 2024</b><br><br>Confidential Report  |         |
| 11.4 | <p><b>Board Learning and Development Plan and Calendar 2024/25</b></p> <p>The CEO presented the annual learning and development plan for the Board for 2024/25 which has been prepared following the annual Board appraisals.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> <li>• With regards to the finance training can it be included how finance operates at specific developments and across the RSHA portfolio? The CEO confirmed that development finance can be included in the Development and Construction briefing session.</li> <li>• As well as looking at sessions for Board knowledge we should be including session on skills development for Board members. Sessions could be for areas such as effective questioning, scrutiny and challenge. The CEO advised that we will look into providing sessions on these areas as well as Chairing Skills for all Board members.</li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Noted the contents of the report</b></li> <li>❖ <b>Approved the RSG Learning and Development Plan for 2024/25 with the update to include sessions for skills development.</b></li> </ul> | CEO/CSO |
| 11.5 | <p><b>Annual Equalities report and Action Plan</b></p> <p>The CSO presented the report for the annual data collection of equalities and action plan.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> <li>• It would be useful to see more analysis of the data being presented. This will be included going forward.</li> <li>• Need to look at what benefit we can get from the information for our services.</li> <li>• Interesting to see the numbers in age ranges between the</li> </ul>  |         |

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|      | <p>categories and shows younger people moving into our areas and we should look at recruiting younger Board members. A Faulk advised that his partner works with a group that supports young people. This could be a resource for looking at recruitment of younger people to the Board.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Noted the content of the report, appendix and update to the Action Plan.</b></li> </ul>   |     |
| 11.6 | <p><b>Annual Governance Review</b></p> <p>The CEO presented the report and documents for the Annual Governance Review.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> <li>• The Annual Review of Board Committee Structure and Effectiveness needs to be updated to include the Extraordinary Board Meeting that was held on 18 April 2024.</li> <li>• The Board Remit does not mention the Group or subsidiary. The CEO advised that this remit is for the RSHA Board members but does make reference to responsibilities concerning the subsidiary. We could look at creating a separate remit for Venachar Board.</li> <li>• Annual Review of the Code of Conduct paragraph 1.4 advises the Venachar Board members could be asked to sign a different Code of Conduct. The CEO advised that it is the same document Venachar Board members sign. The appropriateness for Venachar needs to be considered.</li> </ul> <p>It was discussed about the need to carry out this review annually. Can this maybe change to every three or five years? The CEO advised that within the Rules and the Standing Orders they detail the review of the Governance annually. We can however look at the suite of documents being included in the review and streamline the process where this is possible. This could include carrying out the review and stating that the document is still fit for purpose and did not require any change/update</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Noted the content of the report</b></li> <li>❖ <b>Approved the revised Board Remit June 2024</b></li> <li>❖ <b>Noted the Remit will be reviewed annually as part of the annual governance review</b></li> <li>❖ <b>Approved the revised timescale with response to the annual review of the Investment Working Group.</b></li> </ul> | CEO |
| 11.7 | <p><b>Recommendations from Committee</b></p> <p>No report</p>   |     |

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| 11.8  | <p><b>New Member Applications</b></p> <p>No member applications received.</p>   |     |
| 11.9  | <p><b>Annual Report 2023/24 and AGM Administration Arrangements</b></p> <p>The CSO presented the report and highlighted the point regarding guest speaker for the AGM and if any Board member has any suggestions, to contact the CEO or CSO who will reach out check availability.</p> <p>There were suggestions of inviting Steven Clark, Head of Housing at Stirling Council. Also, inviting representatives from local support organisations such as Start Up Stirling.</p> <p>The CEO and CSO will explore inviting the guests. If any Board member has any other suggestions, please let the CEO or CSO know.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>The Board noted the content of the report.</b></li> <li>❖ <b>Noted that the AGM will be held at the Callander Youth Project on 12 September 2024.</b></li> </ul> |     |
| 11.10 | <p><b>Board Members Standing Down &amp; Seeking Re-election at AGM</b></p> <p>The CSO presented the report for the members arrangements for this year's AGM.</p> <p>The Appendix requires to be updated with the length of service for some members. The CSO confirmed that these will be updated.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Approved the four members who will stand down who were last elected in 2022.</b></li> <li>❖ <b>Noted the continuing effectiveness of the Board member affected by the nine-year rule has been assessed and approved by the Board at their meeting in May 2024.</b></li> </ul>   | CSO |
| 12    | <p><b>Chief Executive's Report</b></p> <p>The CEO presented the report and provided an update on My Rural confirming that there are now over 150 residents registered.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> <li>• Has there been any feedback from users of My Rural? The DHPS advised that we haven't received much feedback so far. We have had some good usage of the site with regards to rent</li> </ul>  |     |

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|     | <p>payments and tenants making payments towards rent arrears. Staff have advised site being used for reporting repairs, updating household details etc. Some streamlining of the way repairs are reported needs to be looked at.</p> <ul style="list-style-type: none"> <li>• Do we have any equalities data from the users of My Rural? The DHPS advised that we haven't drilled down to get further information on users of the portal yet, but now that it is up and running this will be looked at.</li> <li>• Board would like everyone involved in the set up of My Rural to be congratulated on the work done.</li> <li>• Have the external auditors highlighted any issues with the the Balmaha development? The DCEO/DFCS advised that the auditors have not commented on any issue with this site.</li> </ul> <p>The DHPS advised Board that he and Ewan Macdonald attended the AGM for the East Loch Lomond Trust.</p> <p><b>The Board</b></p> <p>❖ <b>Noted the content of the report.</b></p> | CEO |
| 13. | <p><b>Action Tracker</b></p> <p>The Action Tracker was presented to the Board.</p> <p>Board highlighted a couple of other publications for the Donation Fund to be publicised. The CEO confirmed this will be actioned.</p> <p><b>The Board:</b></p> <p>❖ <b>Approved the Action Tracker.</b></p>  | CEO |
| 14. | <p><b>Attendance at Conference/Seminar or Networking Events:</b></p> <p>A Faulk advised that he and the CEO had attended the SFHA Annual Conference this week. He had attended a session ran by SFHA about lobbying during the election and setting up events for tenants and other customers to attend. SFHA have created a pack that we can access to distribute to tenants to encourage them to register to vote at the election.</p> <p>Members felt that we should remain neutral with regards to politics and not get involved. Also, the Association does not have the capacity to organise such events but could maybe link up with local organisations who were holding such events and we can publicise these to our tenants and other customers.</p>  |     |
| 15. | <p><b>Any Other Competent Business</b></p>   |     |

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|     | <p><b>a. Confidential – Review of EVH Membership</b></p> <p>Confidential Report</p>   |     |
| 16. | <p><b>Review/Reflections of Meeting:</b><br/> Mark commented that he welcomed feedback. Please email your feedback to Mark Griffiths, <a href="mailto:BoardGriffithsM@rsha.org.uk">BoardGriffithsM@rsha.org.uk</a></p>  | ALL |
| 17. | <p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Venachar Short Life Working Group</b> – 3 July at 6.30pm Hybrid</li> <li>• <b>Board Briefing Session</b> – Housing and Estate Management – Friday, 2 August at 2pm on Teams</li> <li>• <b>Board Meeting</b> – Thursday 8 August 2024 at 6.30pm Hybrid</li> <li>• <b>Annual Stock Tour</b> – Friday 16 August 2024 arrangements to be confirmed</li> <li>• <b>AGM</b> – Thursday, 12 September 2024 at 7.00pm at Callander Youth Project</li> <li>• <b>Board Meeting</b> – Thursday 19 September 2024 at 6.30pm on Zoom.</li> <li>• <b>Audit &amp; Risk Committee</b> - Thursday 7 November 2024 at 2pm on Zoom</li> <li>• <b>Venachar Board</b> – Monday 18 November 2024 at 4pm on Zoom</li> </ul> <p>The Chair thanked the Board for their attendance and closed the meeting at 8.00 p.m.</p> |     |