

**Board of Management Meeting held on 14 March 2024 at 6.30pm.**

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

**Attendance at meeting:** Mark Griffiths, Susan Macmillan, Fiona Boath, Alison Smith, Linda Anderson, Lorna Cameron.

**Joining Online:** Margaret Vass, Andrew Faulk, Kenneth Butler, Lynda McColl (part of the meeting only, Lynda left the meeting around 7.11pm due to a technical issue), Richard McElfatrick (part of the meeting only, Richard joined from 7.45pm due to technical issues)

**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 & Property Services (DHPS) (*joined online*)  
Jackie Leeds – Housing Services Manager (HSM)  
Susan Mackay – Corporate Services Officer (CSO) (Minutes)

Item		Action
1.	<p><b>Welcome and Apologies</b></p> <p>The Chair welcomed everyone to the meeting and confirmed apologies from Howard Dales.</p> <p>The meeting commenced at 6.30 p.m.</p>	
2.	<p><b>Declarations of Interest</b></p> <p>The following declarations were received:</p> <ul style="list-style-type: none"> <li>Alison Smith, Chair Venachar Ltd and Gerry Casey and Donna Birrell as Directors of Venachar Ltd. (Note: The CEO following a query from Alison Smith in her dual role of Board Member of RSHA, and Chair of Venachar Ltd had sought advice from TC Young (Solicitors) and Linda Ewart. Advice received was that staff and Board Members of RSHA who held a role with</li> </ul>	

	<p>Venachar should always declare an interest at RSHA Board / Committee meetings.)</p> <ul style="list-style-type: none"> <li>Staff - Item 13 Confidential EVH Employers Ballot: Cost of living proposal from April 2024</li> </ul>	
<b>3.</b>	<b>Exception Reports/Presentations</b> There were no reports.	
<b>4.</b>	<b>Health &amp; Safety Exception Report</b>	
4.1	<p><b>Exception Report</b></p> <p>An incident at the weekend (Sunday afternoon) resulted in the failure of an emergency response from the Out of Hours emergency repairs contractor (Property One). The DHPS confirmed that the failure arose due to the contact phone number provided failing to connect to the contractor. This had now been corrected.</p> <p>It was noted that the Board Member’s WhatsApp group had been used to relay the message to staff. Following a query from a Board Member it was confirmed that the Housing Services Officer for the development had contacted the tenant to follow up on the incident and all was well.</p> <p>The DHPS assured Members that this had been an isolated incident.</p> <p>The new number was communicated on the Out of Hours office phone message, office window, and website. It was agreed, following a discussion, that an SMS text message and letter should also be sent out to all tenants to ensure they knew the new contact number. (This would cover the possibility of any tenant who may have stored the out of hours number on their phone and therefore would be unaware of the change.) The new number would also be communicated in the Spring newsletter. All staff had been made aware of the change in number.</p> <p>The DHPS added that the number for the Out of Hours service was active from 5pm Monday to Thursday until 9am the following morning and from 4pm on Friday to 9am on Monday morning – as specified in the contract terms. (It was further noted that Executive Team members held personal contact numbers for the senior team within f Property One.)</p> <p>Following a query from a Board Member it was confirmed that an update on the performance of the contractor Property One would be presented at the May Board meeting.</p>	DHPS
<b>5.</b>	<b>Group Minutes</b>	
5.1	<p><b>Minute of Board meeting held on 8 February 2024</b></p> <p>An amendment to the Minute at Item 10.1 (EVH Employers Ballot: Cost of Living Proposal from April 2024) to state that the Board considered the recommendation and discussed how the proposal compared to other third</p>	CEO

	<p>sector organisations. After a full discussion the Board approved the recommendations in the report.</p> <p>The Minute was approved subject to this amendment and was proposed by Alison Smith and seconded by Fiona Boath.</p>	
5.2	<b>Minute of Audit and Risk Committee: none.</b>	
5.3	<b>Minute of Venachar Board meeting: none</b>	
5.4	<b>Working Groups: none.</b>	
6.	<p><b>Matters Arising Schedule</b></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</b>	
7.1	<p><b>RSG Quarterly Key Risks Report</b></p> <p>The Board noted the increased risk score in relation to procurement and the performance of the reactive repairs contractor and agreed with the revised risk score and actions.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>reviewed and approved the Quarterly Key Risks Report</b></li> <li>❖ <b>approved the revised Strategic Risk Themes</b></li> </ul>	
8.	<b>Strategy</b>	
8.1	<p><b>Group Strategic Plan 2024-2027: Final Draft</b></p> <p>Two minor amendments to the Plan were agreed as follows:</p> <ul style="list-style-type: none"> <li>• Change “quality housing” to read “high quality housing” to align with new Strategic objective; and</li> <li>• Replace all references to “our stock” with “our homes”.</li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>agreed the amendments and approved the Plan.</b></li> </ul>	CEO
8.2	<p><b>Confidential RSHA Business Plan 2024/25 and Strategic Delivery Plan: Final Draft</b></p> <p>Confidential Report</p>	

8.3	<p><b>Confidential Venachar Business Plan and Budget 2024/25: Final Draft</b></p> <p>Confidential Report</p>	
8.4	<p><b>Requirement for an Annual Procurement Strategy and Annual Procurement Report 2024/25</b></p> <p>It was agreed that the wording where applicable would be updated to read “high quality housing” to remain consistent with new Strategic objective.</p> <p>A Member queried whether there was a specific statement with regard to “community benefits” within the Strategy. It was confirmed that there was. It was noted that this is a challenge for smaller small contractors.</p> <p><b>The Board:</b></p> <p>❖ <b>Approved the Annual Procurement Strategy subject to the agreed amendments.</b></p>	DHPS
9.	<b>Performance &amp; Policy</b>	
9.1	<p><b>Q3 Quarterly Performance Reports:</b></p> <p>Appendix 1: The Board made the following general comments against the reports:</p> <ul style="list-style-type: none"> <li>• Issues with Property One were noted.</li> <li>• Slight decline in arrears which the Board recorded their thanks for staff for their hard work.</li> <li>• Noted that wording at Indicator 11 would be amended for Q4 report.</li> <li>• Average time to relet properties reduced against comparators.</li> <li>• The current challenging environment was acknowledged and as a result the targets would be reviewed for 2024/25 to be more comparable against peer groups. The Group was striving for “high quality” and targets would still however reflect this objective. (It was noted Q1 Performance Report would be due in August.)</li> </ul> <p><b>Appendix 3: Development Programme Monitoring Report:</b></p> <ul style="list-style-type: none"> <li>• It was noted that Killearn, Croftamie and Tyndrum were progressing well whilst a lot of ground preparatory work was required at Drymen which was delaying a start.</li> <li>• A Board Member queried if there was any follow-up following the Housing Minister’s visit to Balmaha. The CEO reported that the meeting that had taken place had been organised by the National Park and so far no feedback had been received. It was understood the intention was that the Housing Minister was going to consider if the Value for Money</li> </ul>	<p>CEO</p> <p>CEO</p>

	<p>appraisal of the project could include the wider benefit and the added social/economic impact to community for jobs, etc. in addition to the financial aspects.</p> <p><b>Appendix 4: Strategic Delivery Plan Update:</b></p> <p>The Board noted significant progress being made and the Board asked thanks to be passed on to staff.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Noted the content of the reports.</b></li> </ul>	CEO
9.2	<p><b>Q3 Complaints Report</b></p> <p>The Board noted the reduced number of complaints and timescale statistics were better and an overall more positive report.</p> <p>The Board discussed issues relating to heating of homes and the recent Passivhaus presentation. It was noted that another RSL had reported that this type of heating caused difficulties for tenants in understanding the operation of the controls. A Board Member suggested that in their experience keeping the heating controls as simple as possible was the key to success. This subject was important as future designs of homes would probably include Passivhaus design elements or retrofit and the Board were keen to understand the issues involved and learn from experiences. It was agreed working with tenants to provide help/support for at least six months following fitting would be required to overcome operational issues.</p> <p>The CEO confirmed that a follow-up to the Passivhaus presentation was being planned.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Noted the Q3 Complaints Performance Report</b></li> </ul>	CEO
9.3	<p><b>SIC Report Quarter 3</b></p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>noted the verbal update on the SIC Quarter 3 report.</b></li> </ul> <p><i>(It was noted that a problem with the SIC submission portal had made a report unable to be retrieved for presenting.)</i></p>	

9.4	<b>Polices for Approval: None</b>	
<b>10.</b>	<b>Finance</b>	
10.1	<p><b>Community Donations Fund 2023/24 Annual Report</b></p> <p>The Board noted no applications had been received during the year.</p> <p>Following a discussion as to how to help promote the Fund, it was agreed to look to be more proactive and ask staff to be alert to local community projects and look to potential sources of information such as adverts in local shops and also online community social media platforms.</p> <p>The option of advertising the Fund in local community newsletters would also be considered and included as a specific action as minuted in 8.2 above.</p> <p><b>The Board:</b></p> <p>❖ <b>Noted the report.</b></p>	CEO
10.2	<p><b>Community Donations Fund Budget 2024/25</b></p> <p><b>The Board approved:</b></p> <p>❖ <b>The budget for the fund of £3000.</b></p> <p><i>(Lynda McColl had lost internet connection at this point and left the meeting.)</i></p>	
10.3	<p><b>Loan Funding Update</b></p> <p>The DCEO/DFCS updated the Board as to the current status. The RBS interest covenant was forecast to be breached, and discussions were continuing with the RBS to seek a waiver to be put in place this year to help manage the situation. The Bank had requested further information which had been sent on. The DCEO/DFCS was continuing to push for a permanent change to the calculation method used for the RBS covenant ratio.</p> <p>It was also noted that the DCEO/DFCS would look at alternatives for the proposed £3 million loan over the following month.</p> <p>A breach of a covenant is a notifiable event and the SHR had been informed. It was generally agreed that other Associations must have similar issues due to the current financial climate. (The breach was due to increased repair costs which were sector wide)</p> <p>The DCEO/DFCS would update the Board with any changes.</p>	<p>DCEO/DFCS</p> <p>DCEO/DFCS</p>

10.4	<b>Confidential Final Budget 2024/25</b> Confidential Report	
10.5	<b>Confidential Bad Debt Write-off</b> Confidential Report	
<b>11.</b>	<b>Operations</b>	
11.1	<p><b>3 Year Planned Investment Programme</b></p> <p>A Member queried when the Asset Management Strategy was coming to the Board for approval. It was noted that this is scheduled for review at the November Board.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Approved the 3 Year Planned Investment Programme for 2024/25 to 2026/27 as presented at the meeting for cyclical and planned works and major repairs.</b></li> </ul> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Noted the Programme would be used to consult and engage with our tenants.</b></li> <li>❖ <b>The requirement for regular review and update of the 3 Year Investment Programme at future Board meetings.</b></li> </ul>	
11.2	<b>Confidential Shared Ownership Buy Backs</b> Commercially Confidential Report	

12.	<b>Governance: Ethical Conduct and Notifiable Events</b>	
12.1	<b>Confidential Notifiable Events</b>  Confidential Report	
12.2	<b>Office Bearers Decisions:</b> None	
12.3	<b>Recommendations from Committee:</b> No report.	
12.4	<b>New Member Applications:</b> No report.	
12.5	<b>Governance of the Development Process Investment Appraisal Assumptions 2024/25</b>  The Board:  ❖ <b>Approved the assumptions made which would be used for the next financial year.</b>	
12.6	<b>Confidential Board Member Leave of Absence</b>  Confidential Report	
13.	<b>Chief Executive’s Report</b>  The Board:  ❖ <b>Noted the report:</b>  <b>The CEO gave a verbal update on the following items included in the report:</b>  <b>Governance and Compliance/Corporate Services Officer (Governance) recruitment:</b> A better response had been received but it was unclear if this was due to timing, or the change to the job title. Four applicants would be interviewed and the CEO and DCEO/DFCS reported they both felt confident of making an appointment.  <b>My Home Straw Poll Result:</b> “My Rural” had received the most votes and was therefore selected as the new name for the tenant portal.  <b>Board Appraisals:</b> The CEO reminded Board Members that the deadline for submission was Friday 15 March. A Board Member pointed out that having completed the survey online, a copy had not been provided and asked if a copy could be made available for their own reference at the meeting. The CEO would contact Freya Lees and ask for copies to be sent to all Board Members and confirmed that if this was not possible the forms would be available at appraisal meetings/on screen share.  <b>EVH Cost of Living Proposal for April 2024:</b>	CEO



	<p>Staff were asked to leave the meeting at this point (8.10pm).</p> <p>The Board considered the recommendations of the report and discussed at length. The Board gave particular consideration to the recent rent review exercise and feedback from tenants, the current rate of inflation and other pay awards within and out with the sector.</p> <p>It was agreed to review EVH Membership later in the year.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>Members at the invitation of the Chair voted on a proposal and a decision was made which was carried unanimously.</b></li> </ul> <p>The CEO will return the Employers' Ballot to EVH on behalf of RSHA.</p> <p><b>Passivhaus:</b> The Board expressed a preference for this session to be held on Thursday 2 May. CEO to confirm.</p>	<p>CEO</p> <p>Chair/CEO</p> <p>CEO</p>
14.	<p><b>Action Tracker</b></p> <p>The Action Tracker was presented to the Board.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>❖ <b>approved the Action Tracker.</b></li> </ul>	
15.	<p><b>Attendance at Conference/Seminar or Networking Events:</b></p> <p><b>SFHA at Parliament event 29 February 2024:</b> A Board member asked for feedback on the above event attended by RSHA. The CEO reported that this was a drop-in event for MSPs A number of different MSPs attended and topics covered included:</p> <ul style="list-style-type: none"> <li>• Homelessness and the housing emergency</li> <li>• Fuel poverty</li> <li>• Passivhaus</li> <li>• Net Zero Consultation</li> <li>• Adaptations funding</li> <li>• Construction costs</li> </ul> <p><b>CIH Annual Conference:</b> It was noted that a number of Members and the CEO had attended the above.</p>	
16.	<p><b>Any Other Competent Business</b></p>	

	<ul style="list-style-type: none"> <li>• <b>EVH Executive Committee Nominations:</b> The Vice Chair advised of the above and also expressed dissatisfaction that the online facility for a recent EVH event had been withdrawn and prevented attendance. This feedback had been given to EVH.</li> <li>• <b>Stock Tour:</b> The Board expressed a preference for the route to include: <ul style="list-style-type: none"> <li>• Deanston</li> <li>• Killearn</li> <li>• Croftamie</li> <li>• Buchlyvie</li> <li>• Kippen</li> <li>• Balfron</li> </ul> </li> </ul>	
17.	<p><b>Review/Reflections of Meeting:</b> 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
18.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Board Briefing Session</b> – Housing and Estate Management - TBC</li> <li>• <b>Group Annual Board Appraisals</b> – taking place during March</li> <li>• <b>Audit &amp; Risk Committee</b> – Thursday, 25 April 2024 at 6.30pm</li> <li>• <b>Annual Stock Tour</b> – Friday, 26 April 2024 – all day event – Route to be confirmed.</li> <li>• <b>Venachar Board Meeting</b> – Monday, 13 May 2024 at 4pm – <b>Hybrid</b></li> <li>• <b>Board Meeting</b> – Thursday, 16 May 2024 at 6.30 pm Hybrid</li> </ul> <p>The Chair thanked the Board for their attendance and closed the meeting at 8.30pm.</p>	

Chair's signature .....