



**Board of Management Meeting held on 17 March 2022 at 6:30pm**

***The Board meeting was conducted remotely using Zoom.***

The following members participated remotely:

- Mark Griffiths (Chair)
- Kenneth Butler
- Theresa Elliot
- Fiona Boath
- Malcolm Begg
- Margaret Vass
- Andrew Faulk
- Susan Macmillan
- Mike Morrice
- Scott Kirkpatrick
- Martin Earl (from agenda item 11.3)

Staff in attendance: Donna Birrell, Chief Executive Officer (CEO)  
Kirsty Brown, Deputy Chief Executive Officer/Director of Finance and Corporate Services (DCEO/DFCS)  
Craig Wood, Director of Housing and Property Services (DHPS)  
Jackie Leeds, Housing Services Manager (HSM)  
Hilary Tennant, Governance and Compliance Officer (GCO) (Minutes)

Also in attendance: Ewan Macdonald, Macdonald Cameron (Agenda Item 3 only)

Item		Action
1.	<b>Welcome and Apologies</b> Mark Griffiths welcomed everyone to the meeting.  Apologies had been received from Lorna Cameron, Linda Anderson	
2.	<b>Declarations of Interest</b> Declarations of interest were received from: Fiona Boath and Martin Earl, Item 17 AOCB.	
3.	<b>Development Exception Report</b> <b>3.1 Balmaha Development Exception Report.</b> The report provided an update on the proposed development at Balmaha and detailed four options available to ensure the project delivery.	

	<p>The Board discussed how the funding sources for the development could be maximised. The DHPS advised the Board that the Scottish Government grant funding was in place and all possible savings would be explored prior to any further approach to the Scottish Government for additional funding. Not proceeding with the development may result in a significant cost to the Association.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That all funding sources would be reviewed to maximise income, and</li> <li>◆ That the project be re-tendered as a design and build contract.</li> </ul> <p><b>3.2 Lampson Road Development Exception Report.</b></p> <p>The report provided an update on the progress and planned works for the development at Lampson Road to achieve a site start at the earliest opportunity.</p> <p>The preferred contractor at stage 1 was McTaggart Construction, and it was recommended to proceed to stage 2 with this preferred contractor. Tender costs exceeded the maximum funding level each unit could attract, and a design review would take place to maximise savings to reduce the cost per unit.</p> <p>In response to a Board member’s question on Decision Time the Board discussed the high unit cost of the planned wheelchair-accessible bungalow and the option to change this unit into 2 x 2-bed semi bungalows, which could reduce the overall cost of the development and bring it within the grant funding award received by the Association. It was noted that the family are being supported with respect to an alternative mutual transfer option. The transfer option has potential to address the housing needs of the family much earlier than new build.</p> <p>The Board also discussed the timescale for the development and the option to include shared equity properties.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the preferred contractor be selected, a design review be initiated, and a full tender application be submitted to the Scottish Government.</li> </ul>	
4.	<p><b>Health and Safety</b></p> <p><b>4.1 H&amp;S Moment.</b> The Chair highlighted that COVID-19 cases were rising in Scotland, and he encouraged everyone to remain vigilant.</p> <p><b>4.2 H&amp;S Incident.</b> The CEO noted that there were no H&amp;S incidents to report.</p> <p><b>4.3 Health and Safety Update</b> The DECO/DFCS reported there was no H&amp;S update.</p> <p><b>4.4 Landlord Facilities Health and Safety Update</b> The DHPS reported that there was no Landlord H&amp;S update.</p>	

5.	<p><b>Group Minutes</b>  <b>Board</b>  <b>5.1 Minute of Board Meeting: 10 February 2022</b>  The Minute was <b>approved</b> following a motion by Fiona Boath and seconded by Ken Butler.</p> <p><b><u>Audit and Risk Committee</u></b>  <b>5.2 None</b></p> <p><b><u>Subsidiary, Venachar Ltd</u></b>  <b>5.3 None.</b></p> <p><b><u>Working Groups – Investment Working Group</u></b>  <b>5.4 None</b></p>	
6.	<p><b>Matters Arising Schedule</b>  The DHPS provided an update on Fire Safety installations and reported that the Association had achieved 96% compliance at the end of February. Currently only one property remained outstanding. The SFHA had provided some unofficial feedback on sector performance from a small sample of RSLs and it was noted that we had performed well.</p> <p>The Matters Arising Schedule was <b>approved</b>.</p>	
7.	<p><b>Record of Electronic Approvals</b>  There had been no electronic approvals since the last Board meeting</p>	
8.	<p><b>Group Key Risks – Quarter 3 Report</b>  The report presented the Quarterly Risk Report for Q3. The SMT had fully reviewed the Key Risk Register and there had been no material changes since the last exception report presented to the February meeting. The CEO noted that she was working with Decision Time and ERMG Ltd to create a readable and useful Board report, with the aim of combining the assurance report with the risk detail report (changes). This new report would aim to effectively highlight any changes which the Board should be aware of and monitor.</p> <p>Examples of the Assurance Report, Risk Detail Report (Changes) and Risk Summary Report and Risk Detail Report from Decision Time were attached as appendices.</p> <p>The Board discussed the merits of each report and agreed that the CEO continue to develop a combined assurance and risk change report. The Board requested a high level summary report that highlights the risk change status and the risks that the Board need to focus on for assurance purposes.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the Quarterly Key Risk Report be noted; and</li> <li>◆ That a combined assurance and risk change report be developed.</li> </ul>	

9.	<p><b>Strategy</b></p> <p><b>9.1 RSG Strategic Plan Update 2022/23 &amp; RSG Strategic Delivery Plan Update 2022/23: Final Draft</b></p> <p>The report presented the final draft of the Rural Stirling Group (RSG) Strategic Plan Update 2022/23 and the RSG Strategic Delivery Plan Update 2022/23, appendices 1 and 2.</p> <p>The updated Strategic Plan included the addition of reference to the climate emergency in the forward. Changes requested at the Board meeting in February 2022 had been incorporated in the final Strategic Plan Update.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the RSG Strategic Plan Update 2022/23 Final Draft be approved, and</li> <li>◆ That the Strategic Delivery Plan Update 2022/23 Final Draft be approved.</li> </ul> <p><b>9.2 Confidential RSHA Business Plan Update 2022/23: Final Draft</b>  <i>This report was confidential</i></p> <p><b>9.3 Confidential Venachar Business Plan and Budget 2022/23: Final Draft</b>  <i>This item was confidential</i></p>	
10.	<p><b>Performance and Policy</b></p> <p><b>10.1 Quarter 3 Performance Report</b></p> <p>The report presented the Quarter 3 (October – December 2021) performance data. Information on Q3 ARC and Universal Credit was provided in Appendix 1. The report provided an update on Q3 planned maintenance expenditure, and the Q3 development performance (appendices 2 and 3).</p> <p>The Strategic Delivery Plan Update (appendix 4) was provided and highlighted good progress was being made despite some of the challenges and barriers over the last year.</p> <p>The Tenant Satisfaction Survey Action Plan update, appendix 5, noted that all actions were now complete with the exception of those that required ongoing attention. The Board was asked to agree that reporting on the TSS Action Plan cease.</p> <p>The Board discussed the arrears position and noted that this area was being prioritised by Housing Officers. A member commented that it is not <i>inevitable</i> that resources issue cause arrears to increase. During such times consideration needs to be given to setting the agreed priority for example letting targets or arrears recovery and communicating a clear message.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the Q3 Performance Report and supporting appendices be approved, and</li> <li>◆ That reporting on the Tenant Satisfaction Survey Action Plan cease.</li> </ul>	

	<p><b>10.2 Quarter 3 Complaints Report</b> The report provided details on RSHA’s complaints performance for the period October – December 2021. Full information on all complaints received by service area and type was provided in Appendix 1.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the Quarter 3 Complaints Performance Report, be approved.</li> </ul> <p><b>10.3 Draft Policies for Review</b> The report provided details of the recommended revisions to seven existing Group policies (appendices 1-7).</p> <p>One text amendment had been requested via Decision Time and this change had been made.</p> <p><b>The Board decided that the following policies be approved:</b></p> <ol style="list-style-type: none"> <li>i. Group Lift Policy</li> <li>ii. Group Water Systems and Legionella Policy</li> <li>iii. Company Credit Card Policy</li> <li>iv. Group Data Protection Policy</li> <li>v. Group Data Retention Policy</li> <li>vi. Group Factoring Policy and EIA</li> <li>vii. Group Rent Arrears prevention and Recovery Policy and EIA</li> </ol>	
11.	<p><b>Finance</b></p> <p><b>11.1 Confidential Management Accounts to 31 December 2021</b> <i>This item was confidential</i></p> <p><b>11.2 Confidential Final Draft Annual Budget for the year ending 31 March 2023 and Update to 30-year Business Plan Projections</b> <i>This item was confidential</i></p> <p><i>Martin Earl joined the meeting during discussion of this item.</i></p> <p><b>11.3 Private Finance Loan Agreements</b> The report presented an update on the £3million private finance procurement with RBS and the future expected funding and included an updated procurement timetable.</p> <p>The report advised that due to the current uncertainties around the development programme the proposed RBS loan agreement could not progress at this time. If the agreement can be amended to permit a delay to completion it may still be able to progress at a future date. It was recommended that the Bank of Scotland (BOS) and CAF Bank be approached to enquire about updated terms in case an alternative funder is required.</p> <p>The excess funds as a result of the drawdown of the BOS finance would be put on short-term deposit. If these funds are not required to finance the development</p>	

	<p>programme, they may be used to repay other existing loans. An update would be provided at the May Board meeting.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the proposed strategy in relation to the RBS loan agreement be approved, and</li> <li>◆ that the proposed strategy for dealing with excess funds in the short and long term be approved.</li> </ul> <p><b>11.4 Confidential Bad Debt Write Off.</b>  <i>This item was confidential</i></p>	
12.	<p><b>Operations</b></p> <p><b>12.1 Three Year Planned Investment Programme</b></p> <p>The report presented the 3 year Investment Programme for 2022/23 to 2024/25, including component renewals, major repairs and cyclical maintenance.</p> <p>The Investment Programme has been updated to provide an indicative breakdown of the projects to be carried out. The Association will communicate the delivery plan for year 1 with its tenants to ensure tenants are aware of planned works in the coming financial year and will keep tenants informed of plans for year 2 and 3.</p> <p>The Board raised a question in relation to Changeworks being able to achieve the targets as set. The DHPS advised that where tenants did not have dual electricity meters no heat pump installations would take place until the meters had been upgraded.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the 3 year Investment Programme 2022/23 to 2024/25 be approved,</li> <li>◆ that tenant engagement and consultation on the 3 year Investment Programme be noted, and</li> <li>◆ that the requirement for regular review and update of the 3 Year Investment Programme to future Board meetings be noted.</li> </ul> <p><b>12.2 Requirement for an Annual Procurement Strategy 2022/23</b></p> <p>The report presented the draft Annual Procurement Strategy 2022/23, appendix 1.</p> <p>The Board noted that due to delays in the procurement of the new build development schemes during 2021/22 it is likely that the estimated Regulated Procurement Spend in 2022/23 will exceed the £5million threshold, and therefore a Procurement Strategy is required.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the Annual Procurement Strategy be approved.</li> </ul>	

13.	<p><b>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</b></p> <p><b>13.1 Notifiable Events – None</b></p> <p><b>13.2 Confidential Office Bearers’ Decisions - None</b></p> <p><b>13.3 Standing Orders: Review of Temporary Addendum</b>  The report presented a review of the Standing Orders Temporary addendum for COVID-19 as approved by the Board in May 2020 and reviewed in March 2021.</p> <p>Scottish Government COVID-19 guidance had now been eased and the Board had agreed to hybrid/virtual meetings going forward. The report advised that the temporary addendum was no longer necessary given the arrangements provided in the revised Rules approved in 2020.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the discontinuation of the Standing Orders Temporary Addendum and provisions, be approved.</li> </ul> <p><b>13.4 Governance of the Development Process/Investment Appraisal Assumptions 2022/23</b>  The report presented the Investment Appraisal Assumptions, Appendix 1.</p> <p>The standard assumptions of the Governance of the Development Process are reviewed annually as part of the business planning process. Assumptions are also benchmarked to ensure they are robust and realistic.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ That the Investment Appraisal Standard Assumptions, be approved.</li> </ul> <p><b>13.5 Recommendations from the A&amp;R Committee</b>  There were no recommendations to consider.</p> <p><b>13.4 New Member Applications - None</b></p>	
14.	<p><b>Chief Executive’s Report</b>  The report provided the Board with an update on key issues, actions and developments since the last meeting.</p> <p><b>Development Future Pipeline Projects</b>  An update on the future pipeline projects was provided. It was noted that this update would only be provided in future where there was no quarterly development update included in the agenda.</p> <p><b>Equality, Diversity and Inclusion (EDI):</b>  The SMT and GCO continue to work with the DPO to develop our Equalities Monitoring Form and Data Collection framework, with an expected framework in place by April 2022.</p>	

	<p><b>Investment Working Group:</b> The IWG meeting planned for February 2022 had been delayed until late spring 2022.</p> <p><b>CEO End of Year Appraisal Review</b> This appraisal is scheduled for 21 March 2022.</p> <p><b>Annual Board Appraisal Reviews</b> The annual review meetings had been scheduled for 28/29 March, and the pre-questionnaire has been issued to Board members.</p> <p><b>Rural Communities Ideas Into Action Fund</b> RSHA’s application to this fund had been unsuccessful. An application to the Scottish Government Ideas Fund due to be launched in April 2022 would be considered.</p> <p><b>Correspondence:</b></p> <ul style="list-style-type: none"> <li>• EVH Monthly Report February had been circulated to the Board via email.</li> <li>• EVH Pay Negotiations 2022 update was attached as appendix 1.</li> </ul> <p><b>Learning and Development</b> The weblink for the SHARE Learning and Development Update was provided in the report.</p> <p><b>The Board decided:</b> that the contents of the report be noted.</p>	
15.	<p><b>Action Tracker</b></p> <p><b>The Board decided:</b> that the Action Tracker be approved.</p>	
16.	<p><b>Attendance at Conference/Seminar or Networking Events:</b> A Faulk reported that at the Forth Valley Third Sector Conference it was highlighted that communities would be completing their Local Place Plans, which includes housing provision. RSHA should be proactive in discussing housing provision with local community councils. It was noted that this was part of the IWG remit.</p>	
17.	<p><b>Any Other Competent Business</b></p> <p>17.1 The Chair noted that the meeting time would run over the 2 ½ hours as stated in the rules. The Board members in attendance unanimously agreed to continue with the meeting.</p> <p><u>17.2 Board Resignation.</u> The Chair advised the Board that Anne Law had resigned from the Board. The Chair thanked Anne for her time and work on the Board, particularly her participation in the IWG and the creation of the design guide.</p> <p>17.3 <u>SHR Engagement Plan (Draft):</u> The Board noted that this had been received. Our regulatory status was Compliant with non-standard assurance. The SHR will engage with us on our development programme and proposals. The Board agreed</p>	CEO



	<p>that this was to be expected and that the CEO would respond to the draft within the timescale required.</p> <p>17.4 <u>Request for Emergency Accommodation in Killin</u>. Due to a local surge in homeless applications in Killin the Association had been asked by Stirling Council to provide temporary accommodation in Killin. The Scheme of Delegation permits the HSM to approve one application per year, and this had already been given approval. Therefore, the Board was asked to approve one further temporary tenancy for Stirling Council.</p> <p>It was highlighted that the issue of homelessness may become more prominent in the RSHA area as private landlords seek to recover their properties and sell rather than let the property.</p> <p><b>The Board decided to allow the HSM to approve one further temporary tenancy.</b></p> <p>17.5 <u>Ukraine Conflict</u>. A board member asked whether the Association had been approached to supply homes for refugees. It was noted that at present refugee accommodation was being arranged through the route of using personal homes under the UK government scheme.</p> <p>A question was raised on whether our tenancy agreement would permit a tenant to offer a room to a Ukrainian refugee. The HSM advised that this would be permitted</p> <p>17.6 <u>HR/Entitlements Payments and Benefits</u>. The HSM advised the Board that, following interviews for the Housing Services Adviser vacancy she would like to offer the position to a person who was currently an applicant, and who may be made an offer of a tenancy shortly. The CEO reported that advice was being sought from EVH to clarify whether this was permitted within the EPB Policy as it is not clear. The Board were content to make the offer of employment so long as documentation was maintained to ensure transparency of the decision and appropriate declarations made.</p>	<p>HSM</p> <p>HSM</p>
18.	<p><b>Review/Reflections of Meeting:</b> Please email your feedback to Mark Griffiths Chair.</p>	ALL
19.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Annual Board Appraisals 29/30 March 2022.</b> Individual notifications have been issued</li> <li>• <b>Climate Emergency Training Thursday 21 April 2022 6:30pm</b> online</li> <li>• <b>Annual Stock Tour April</b> – tbc</li> <li>• <b>Interim Board Strategy Away Day April</b> - tbc</li> <li>• <b>Board meeting Thursday 19 May 2022 6:30pm</b> in the Boardroom/hybrid</li> <li>• <b>Governance training session</b> – tbc</li> <li>• <b>Employment, HR and People Management training session</b> - tbc</li> </ul>	

	The Chair thanked the Board for their attendance and closed the meeting. <i>The Meeting closed at 8: 50pm</i>	
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Chair's signature .....