



Board of Management Meeting held on 16 May 2024 at 6.30pm.

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

Attendance at meeting: Mark Griffiths, Richard McElfrick, Lorna Cameron
Alison Smith, Mark Sinclair, Ken Butler, Susan Macmillan

Joined Online: Margaret Vass, Fiona Boath, Andrew Faulk

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)
Jackie Leeds – Housing Services Manager (HSM) Joined online

Sandra McPhee – Corporate Services Officer (Governance) (CSO) (Minutes)

In Attendance: Freya Lees, North Star Consulting and Research for Agenda item 3.1 only
Ewan Macdonald, Macdonald & Cameron for Agenda item 3.2 only

Item		Action
1.	<p>Welcome and Apologies</p> <p>The Chair welcomed everyone to the meeting and confirmed apologies from Linda Anderson and Howard Dales</p> <p>The meeting commenced at 6.30p.m.</p>	
2.	<p>Declarations of Interest</p> <p>The following declarations were received:</p> <ul style="list-style-type: none"> • Susan Macmillan – Item 3.1 – Confidential Annual Board Appraisal Report • Alison Smith – item 11.6 Venachar Short Life Working Group 	

	<ul style="list-style-type: none"> Donna Birrell and Gerry Casey – item 11.6 Venachar Short Life Working Group. 	
3.	Exception Reports/Presentations	
3.1	<p>Confidential – Annual Board Appraisal Report, with Freya Lees from North Star Consulting and Research</p> <p>Confidential Report</p>	
	<i>All staff and E MacDonald joined the meeting</i>	
3.2	<p>Development Exception report: Affordable Housing Development Programme</p> <p>Ewan Macdonald presented the report on the Affordable Housing Development Programme and highlighted the following:</p> <ul style="list-style-type: none"> Our development programme ambitions are mirrored with Stirling Council’s Strategic Housing Investment Plan (SHIP) The Affordable Housing Supply Programme grant funds around 75% of new build project costs Scottish Government announced in December 2023 a reduction of 22% in the AHSP budget for 2024/25 Stirling Council reported a reduction in the funding allocated of 27% Other sources of funding are available including the Allia Charitable Bond funding which performs in the same way as the AHSP grant but comes from a central pot that is managed by the Scottish Government. Two projects currently on site at Lampson Road and Croftamie where funding already committed and not affected by the budget announcement. The Scottish Government is unlikely to confirm which other projects they can fund for 2024/25 and 2025/26. <p>The DHPS advised that as we did not commit to any further sites for development, we will not face any financial problems following the reduction in the funding by the Scottish Government.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> Is the Drymen development still going ahead? The DHPS advised that development should progress. The DHPS advised developers, Springfield, have been reviewing their sites to look at viability of them. We require more clarity regarding the SHIP process and waiting confirmation from the Scottish Government on funding which will be in August / September time. 	

The DCEO/DFCS advised that loan funding was not progressed for other developments. The Association will wait until more information is available from the Scottish Government on the funding.

- Is Tyndrum an area with a lot of housing need? Are there not areas with a greater housing need? The DHPS advised that, yes, there are other areas with more housing need, however there are currently no grants available for further site acquisitions.

The CEO advised that Aberfoyle has housing need, however there is a lack of available sites for development in the area.

- Is there any indication where the additional money, £80m, announced by the former first minister is going? The DHPS advised that this money is being directed at buying empty homes, however this could change with the recent changes in the Scottish Government.
- With a slowing of our development programme, could this be an opportunity to shift some of our Board and staff focus and resource from development towards tenant support and cost reduction (with the aim of reducing costs for tenants)? The DHPS advised that the way we support the development function means that it doesn't draw down resources from elsewhere. We don't have an aggressive approach to speculative developments which means costs are recouped through development funding.
- As part of Board discussions to inform our next Asset Management Strategy the Board should have an opportunity to have a good discussion about the risks and benefits of continuing to have a significant new build programme? The DHPS confirmed that the Board will be fully involved in the development of the next Asset Management Strategy.

The Board:

- ❖ **Noted the content of the report.**

E Macdonald left the meeting

4.	Health & Safety Exception Report	
4.1	Exception Report No report	
5.	Group Minutes	
5.1	Minute of Board meeting held on 14 March 2024 There were no amendments to the minutes. The Minute was approved by Ken Butler and seconded by Lorna Cameron.	
5.2	Minute of Board meeting held on 18 April 2024 There were no amendments to the minutes. The Minute was approved by Mark Griffiths and seconded by Fiona Boath.	
5.3	Minute of Audit and Risk Committee held on 25 April 2024 Minutes were presented to Board for information.	
5.4	Minute of Venachar Board meeting: none	
5.5	Working Groups: none.	
6.	Matters Arising Schedule No further matters arising were raised. The Board: ❖ Approved the Matters Arising Schedule	
7.	Rural Stirling Group Key Risks	
7.1	RSG Quarterly Key Risks Report The CEO presented the quarterly key risk report and highlighted the following <ul style="list-style-type: none"> • Risk 1 – Staff Capacity risk has been reviewed and reduced following the successful recruitment for the Corporate Services Officer (formerly Governance and Compliance Officer). • Risk 11 – Financial Sustainability was reviewed and the residual risk has been reduced to reflect the resolution achieved with respect to the potential breach with the RBS covenant in the 2023/24 financial year. 	

	<p>The CEO advised that following on from the Workshop session in February 2024, the SMT will be carrying out an exercise to review the Risk Register in line with the Strategic Risk Themes and Risk Appetite.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> ○ The way the report looks it seems a bit clunky and not clear. Perhaps some training could be organised to help? The CEO advised that there was some initial demonstrations of the Risk Module some time ago and we worked with Decision Time to develop a report template in line with feedback from the Board members. The Board requested a short summary paper identifying any changes to risks, risks scoring and risk movement in the quarter. The cover paper summarises the movement and risk appetite position. The full register is also available on Decision Time for further scrutiny should Board members wish to look at this in more detail. ○ The Chair suggested that it may be an idea to organise a training session, especially for new Board members and a refresher for existing members who wish to attend. This will be added to the Board Learning and Development Plan for 2024/25. <p>The Board:</p> <ul style="list-style-type: none"> ❖ Reviewed and noted the contents of the report. 	CEO
8.	Performance & Policy	
8.1	<p>Q4 Quarterly Performance Reports:</p> <ul style="list-style-type: none"> • <i>Appendix 1: ARC Indicators, Universal Credit and H&S KPIs</i> • <i>Appendix 2: Planned Maintenance:</i> • <i>Appendix 3: Development Programme Monitoring</i> • <i>Appendix 4: Strategic Delivery Plan Update:</i> • <i>Appendix 5: Operational Delivery Plan Update:</i> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> ○ Good to see some very good performance, including EICRs, gas safety, tenancy sustainment etc. The non-emergency repairs target is very tight and given the issues, should we consider increasing this slightly? Also, confirm the arrears percentage as it was getting bit confused with the narrative and the tables? The HSM advised that the figures showing in the quarter 4 and ARC are the current/former arrears and write off debt for the year. The figures in the narrative are current arrears and former arrears minus write off debt. <p>The DHPS advised that targets will be reviewed for 2024/25</p>	

	<p>reporting year.</p> <ul style="list-style-type: none"> ○ The reports and tables are well laid out and easy to understand but difficult to offer effective scrutiny or challenge without getting into operational detail. Reluctant to ask for changes to how things are done but would find it helpful if the covering report offered analysis, as well as highlighting key content to help to focus on what really matters. For example, emerging trends anything to be concerned about, is the result a one off or a trend? A Board member also suggested a summary RAG status at the top of the report. The CEO advised that these issues will be addressed and future reports will be updated. <p>The Board:</p> <ul style="list-style-type: none"> ❖ Noted the content of the reports and appendices. 	<p>SMT</p> <p>SMT</p>
<p>8.2</p>	<p>Q4 Complaints Report</p> <p>The CSO presented the report for quarter 4 complaints and highlighted the new outcome category which as been added for 'resolved' for 2024/25 reporting year.</p> <p>The Board raised the following comments / queries</p> <ul style="list-style-type: none"> ○ It would be good to separate the nature of the complaints in Stage 1 and Stage 2 in the covering report as Stage 2 complaints seem very high. Also, could an extra row in Appendix 2 be included to show total complaints and comparison with previous quarters? The CSO advised that the reports will be updated to include further information going forward. <p>The Board:</p> <ul style="list-style-type: none"> ❖ Noted the Q4 Complaints Performance Report 	<p>CSO</p>
<p>8.3</p>	<p>Policies for Approval</p> <p>The policies were uploaded to Decision Time on 2 May 2024 ahead of the meeting.</p> <p>Policies for approval:</p> <p>Appendix 1 – Group Complaints and EIA Appendix 2 – Group Estate Management Policy and EIA</p> <p>The Board raised the following comments / queries</p>	

	<ul style="list-style-type: none"> ○ These are group policies but seem to refer to RSHA only. The CSO advised that policies, when reviewed will ensure that they refer to RSG rather than only RSHA. ○ For the Complaints Policy, is this intended for use by tenants? If so it is not fit for purpose. Tenants will not be concerned by underpinning principles; these should be located at the of the document. Plain English should be used wherever possible to assist understanding by tenants. The CEO advised that we have a separate customer facing complaints handling procedure that is issued to tenants based on the SPSO model guidance. ○ The Board asked for tracked and clean versions of policy reviews going forward. <p>The Board:</p> <ul style="list-style-type: none"> ❖ Approved the reviewed Complaints Policy and Estate Management Policy. 	All Staff
8.4	<p>ARC Audit Action Plan 2022-23 Update</p> <p>The CSO presented the updated Action plan following the verification audit of 2022/23 ARC return.</p> <p>The CSO confirmed that all actions have been completed.</p> <p>The Board:</p> <ul style="list-style-type: none"> ❖ Noted the content of the report and Action Plan 	
8.5	<p>ARC Return 2023/24</p> <p>The CEO presented the draft annual return on the charter for 2023/24 and highlighted the following:</p> <ul style="list-style-type: none"> • The table contained within the covering report shows the variances for key indicators for the current reporting year compared to 2022/23. • Indicator C7 shows a large increase in the former tenant arrears written off and this has been due to the work carried out by staff during the year with previous year low due to staffing and resources issues and prioritising of current arrears. • Indicator 3 & 4 complaints full response for Stage 1 showing lower as a number of complaints received at the end of the reporting year were not resolved until 2024/25, this brings down the response rate. • Indicator 16 Tenancy sustainment showing decrease, however there was only 4 tenancies of the 50 tenancies that were terminated and this brings down the figure. The HSM advised 	

	<p>that the 4 terminated tenancies were for reasons outwith our control and nothing that we are concerned about.</p> <p>The CEO advised that the validation for 2023/24 will not be completed until June 2024 and the outcome report will be presented to Board in August. Also, internal verification checks are still progressing and will be completed in time for the submission of the ARC.</p> <p>The Board raised the following comments/queries</p> <p>The report could benefit from more analysis of the variance from year to year. For example, Tenancy Sustainment figures look on the surface to have varied significantly however numbers are low and not a cause for concern It was agreed that a comments column would be added to future reports.</p> <p>The Board</p> <ul style="list-style-type: none"> ❖ Approved the ARC submission for 2023/24 by the CEO by 31 May 2024 on the SHR portal. ❖ Noted the variance in performance from the ARC submitted in the previous reporting year. ❖ Noted the Annual Stock Profile return submission to the SHR will be submitted via the portal by 31 May 2024. 	<p>CEO</p> <p>CEO</p> <p>DHPS</p>
9.	Finance	
9.1	Confidential Q4 Management Accounts Confidential Report	
9.2	Confidential SHR 5 Year Financial Projections (FYFP) Confidential Report	
9.3	<p>Fraud Register</p> <p>The DCEO/DFCS presented the report for the annual review of Fraud Register.</p> <p>The Board</p> <ul style="list-style-type: none"> ❖ Noted the contents of the report and register. ❖ Approved authorisation for the Chair to sign on behalf of the Board. 	
9.4	Confidential Shared Ownership Buy Backs Confidential Report	

10.	Operations	
10.1	Confidential Reactive Repairs Contractor Performance Confidential Report	
10.2	<p>Rent Consultation Survey Action Plan</p> <p>HSM presented the report and action plan following the recent rent consultation survey. The HSM advised that the Action Plan is straight forward, and it is what customers are looking for including value for money.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> ○ Very helpful summary of the feedback and our responses. Do our stock condition surveys influence the cycle of new kitchens, bathrooms etc rather than contractors and do we have a replacement target of every 15-20 years? The DHPS advised that the stock condition survey will influence the set replacement dates in the 30-year LCC along with replacement periods such as the 15 years for a kitchen. However, when producing the 3-year investment plan we will assess each component replacement on its own merits. ○ Discussion on the merits (and alternatives) of a component replacement approach as part of our Assets Management Strategy should take place. The DHPS advised that everything will be on the table when reviewing the strategy and all suggestions will be welcome. ○ The argument that staff salaries are set by EVH and we can do nothing about them is a poor one and misleading. Of course we can do something about that situation. The CEO advised that the statement in the action plan reflects the current contractual relationship between RSHA and EVH. This of course could be replaced by some other contractual relationship in the future. <p>The Board</p> <p style="padding-left: 40px;">❖ Noted the content of the report and Action Plan.</p>	
11.	Governance: Ethical Conduct and Notifiable Events	
11.1	<p>Notifiable Events</p> <p>The DCEO/DFCS provided a verbal update on the Notifiable Event for the potential breach of the covenants and the action which has subsequently been taken.</p> <p>The Board</p> <p style="padding-left: 40px;">❖ Noted the verbal report.</p>	

11.2	Office Bearers Decisions: None	
11.3	<p>Recommendations from Committee</p> <p>The DCEO/DFCS presented the report with the recommendations from the Audit and Risk Committee from the meeting on 25 April 2024.</p> <p>The Audit and Risk committee approved the recommendations in the following reports provided at the meeting.</p> <ul style="list-style-type: none"> • Appendix 1: External Audit Plan 2023/24 • Appendix 2: Internal Audit plan 2023/24 Update • Appendix 3: Internal Audit Plan 2024/25 • Appendix 4: Health Safety Audit Report and Action Plan Update • Appendix 5: Health & Safety Competency Framework and Training Needs Analysis Matrix Annual Review • Appendix 6: Strategic Risk Themes and Appetite, Revised Risk Appetite Statement and Revised Risk Management Framework • Appendix 7: Confidential RSG Succession Plan Senior Staff Annual Review 2024 • Appendix 8: SMT 360 Degree Survey <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> ○ Each of the reports refer to numbered appendices, and each report is itself a numbered appendix. These two numbering systems do not dovetail. The DCEO/DFCS advised that the covering reports are presented at the Committee meeting and are attached for information. These can be accessed through Decision Time along with the appendices to the reports. This approach has been taken so that the Board members can access the full details, if they wish more in-depth information, without overloading the agenda with appendices to appendices. <p>The CEO added that the Board requested the covering papers only be presented with all the original reports and appendices made available on Decision Time in the Audit and Risk Committee folder in Resources. The Board are being asked to approve the recommendations which have been scrutinised by the Committee. If Audit and Risk Committee amended any of the recommendations this would be highlighted in the cover paper.</p> <ul style="list-style-type: none"> ○ It was agreed that an explanation would be provided regarding the above for the benefit of people who join the Board after such decisions are made. <p>The Board</p>	<p>DCEO/DFCS</p>

	<ul style="list-style-type: none"> ❖ Noted the discussion as outlined in the report appendices. ❖ Approved the recommendations made. 	
11.4	<p>New Member Applications</p> <p>The CSO advised that there was one new application received and this requires the approval of the Board.</p> <p>The Board:</p> <ul style="list-style-type: none"> ❖ Approved the new member application number 615. 	
11.5	<p>Mid-Year Review of Annual Assurance Statement</p> <p>The CEO presented the mid-year review of the Annual Assurance Statement for 2023 and to provide update to the Board in relation to the preparation of the Annual Assurance Statement for 2024.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> ○ Good to see all the progress in the action plan. ○ We must ensure that the Value for Money Strategy is completed. <p>The Board</p> <ul style="list-style-type: none"> ❖ Noted the content of the report. 	
11.6	<p>Venachar Short Life Working Group</p> <p>The CEO presented the report and draft remit for the Short Life Working Group for Venachar.</p> <p>Following a meeting of the Venachar Board of Directors it was agreed that the subsidiary needed to rebuild capacity to think and act more strategically. The Directors discussed various options and it was agreed that a Short Life Working Group could be formed for a 6 to 12 month period.</p> <p>A draft remit for the Working Group was presented which included suggested membership and proposed that an existing Venachar Board Director act as Chair of the Group.</p> <p>The Board raised the following comments/queries</p> <ul style="list-style-type: none"> • There was discussion in December 2023 at the Strategy Day around the direction for Venachar being determined by the full RSHA Board and being centred on activities that RSHA itself is not able to undertake. The role of Venachar would then be to deliver on this. How does the proposed new structure fit with 	

	<p>this? The CEO advised that the remit outlines the three-stage approach to the strategic review of future direction. The first stage being to build capacity, looking for RSHA Board members to join the Working Group and second stage being to establish a clear purpose for Venachar going forward. A Working Group would be preferable to forming an interim Board with resignations at a later date being recorded by Companies House. The Chair of the Working Group will be required to keep the full RSHA Board informed of progress and as and when required to report back to the full Board to allow recommendations to be considered and approved. The second stage will be key and provide the opportunity for the full Board to determine the purpose and therefore potential future activity. There would be no value in the Working Group exploring stage 3 and reporting back to the RSHA Board if the RSHA Board had no involvement or had not agreed on the purpose. After further discussion it was agreed that the Working Group would be a Working Group of RSHA and the following members volunteered to attend:</p> <ul style="list-style-type: none"> ○ Andrew Faulk ○ Mark Griffiths ○ Richard McElfrick ○ Ken Butler (subject to availability may be able to act as a sounding board) <p>The Board:</p> <ul style="list-style-type: none"> ❖ Noted the content of the report and Remit ❖ Approved the Venachar Short Life Working Group ❖ Noted the timescales referred to in the report. <p style="text-align: center;"><i>All staff in attendance with the exception of the CEO left the meeting at this point.</i></p> <p style="text-align: center;"><i>The Chair moved to suspend standing orders at 8.59pm and for the meeting to continue beyond 9pm. This was approved by all members.</i></p>	
11.7	<p>Confidential CEO Quarterly Employee Development Review (end of year)</p> <p>Confidential Report</p>	
12	<p>Chief Executive's Report</p> <p>The CEO presented the report. The Board raised the following comments/queries</p> <ul style="list-style-type: none"> • The Board wished the Stock Tour to be rescheduled. A member suggested this take place after the AGM to allow new members to attend. However, it was felt it would be better if this took place 	

	<p>in August and any new member could be invited to take part.</p> <ul style="list-style-type: none"> • With respect to the Strategy Day suggested that a local venue be found to allow this to take place away from the office. Community Halls in Dunblane and Blairdrummond potential venues. <p>The Board</p> <ul style="list-style-type: none"> ❖ approved the appointment of the Chair of Venachar ❖ agreed to reschedule the Stock Tour to take place in August and to be held annually ❖ confirmed the proposed approach to be adopted for the RSG Group Strategy Day 	CEO
13.	<p>Action Tracker</p> <p>The Action Tracker was presented to the Board.</p> <p>Board member Lorna Cameron advised she has still not received a response from Artlink, so this item will be removed.</p> <p>The Board:</p> <ul style="list-style-type: none"> ❖ approved the Action Tracker. 	
14.	<p>Attendance at Conference/Seminar or Networking Events:</p> <p>Nothing to report.</p>	
15.	<p>Any Other Competent Business</p> <p>The Vice Chair reminded Board members to keep an eye out for local community groups and Development Trusts comments on our developments on social media in their local communities.</p>	
16.	<p>Review/Reflections of Meeting:</p> <p>Mark commented that he welcomed feedback. Please email your feedback to Mark Griffiths, BoardGriffithsM@rsha.org.uk</p>	ALL
17.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Board Briefing Session – Housing and Estate Management - TBC • Board Meeting – Thursday 13 June 2024 at 6.30pm Hybrid • Audit & Risk Committee - Thursday 27 June 2024 at 2.00pm on Zoom <p>The Chair thanked the Board for their attendance and closed the meeting at 9.10pm.</p>	