

Public Minute

Board of Management Meeting held on 28th November 2019 at 6.00pm in the Association's Boardroom, Stirling Road, Doune FK16 6AA

Attendance:			
Mark Griffiths (Chair)	Margaret Vass	Malcolm Begg	Colin O'Brien
Fiona Boath	Martin Earl	Theresa Elliot	
Anne Law	Susan Macmillan	Linda Anderson	
Staff Q Others Denna	Birroll (Chief Executive	Officer (EO)	

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 7 and 8.2) MM

Item		Action
1.	Welcome and Apologies	
	The Chair welcomed all to the meeting with a special welcome extended to Mark McLintock from MainStreet Consulting.	
	Apologies had been received from Cordelia Guidery and Alison Smith.	
	It was agreed that Agenda Items 7 and 8.2 would be taken first to allow Mr McLintock to leave the meeting.	
2.	Declarations of Interest and Annual Report (CEO)	
	The Register of Interests were noted with the following small amendments to Member details:	
	• Theresa Elliot – change to add in Office Bearer of Strathfillan Community Development Trust.	
	 Martin Earl – amended to add working temporarily in Stephen Kerr MP's constituency office. 	
	A query had been received from a Member regarding publication of	
	Board members names against declared interests. The CEO reported	

	that advice was currently being sought from the DPO on publishing the information in line with data protection legislation and requirements of FOI. It was thought non-material declarations would not require to be published.	CEO
	It was noted all Codes of Conduct had been signed off and returned from all Board and staff members.	
	The Chair thanked all for returning the paperwork timeously.	
	Members Susan Macmillan and Malcolm Begg declared an interest in Agenda Item 6.2 Annual Rent Increase & consultation.	
3.	Interim Update on Governance Structure to support new Strategic Plan (Mark McLintock, MainStreet) (Agenda Item 7)	
	 MM presented the outcome of the analysis which had been carried out originally by his colleague Margaret Connor. He went on to focus on the Board's remit around governance and strategic versus operational matters. From what Mainstreet have observed they have concluded that the Board tends to become involved in operational areas and this was considered not good governance. The aim is for the Board to focus on strategic issues and delegate operational matters to Officers of the Association. MM went on to suggest two ways to go forward, either a slow approach and to tackle on an issue by issue basis or to be more forthright and be more prescriptive about the split. (The analogy was how to remove a sticking plaster: "rip off" or "pick bit by bit") A Member queried why Board Members involvement in operational matters was considered not good practice? The Member went on to state that Board Members were recruited to the Board because they held skills and experience in certain fields, shouldn't this be utilised? MM declared these skills and experience should be used but in terms of scrutiny and oversight at a strategic level. During a detailed discussion it was apparent that historically the Board's trust in the Association's Officers to carry out some areas of operation had been questioned due to issues or problems that had arisen and it was for this reason the Board had got involved. The slippage in the update to the Design Guide was cited as such an example. MM encouraged the Board to focus on what would need to be in place to ensure that the Board to focus on what would need to be in place to ensure that the Board to focus on what would need to be end. 	
	The Board agree that this would include;An up to date Design Guide;	

 Policy and Procedure; A more strategic view of development (what, where, when) We need to protect our role as the developer in our area but also need to balance this with capacity issues; Clear reporting structure which gives Board feedback on what they want to know about and which allows scrutiny and oversight of development but does not take up too much of the Board's time; Design input into new developments. 	
Several Board Members raised concern over the agreement to dissolve the Investment Committee and have an Investment and Development Working Group. There was strong feeling amongst members that the Committee was needed and that one of its primary functions was to allow time to view designs of properties and feed in comment at the concept design stage of the build.	
Design Guide update: The CEO commented that a Design Guide Working Group had been initially set up however it had not yet been taken forward. It was proposed that current members of the Investment Committee could become members of the Design Guide Working Group. The CEO reminded the Board that participants for the Design Guide Working group had already been agreed.	
The A&DM reported that the Framework Development Consultant was keen to start this work and initial discussions were expected to commence during December. It was agreed that the A&DM will set up a date for an initial meeting with the Design Guide Working Group before the festive break. It was noted the current Design Guide was available on the Decision Time Document Library for review. (Post meeting note – The Design Guide Working Group is Malcolm Begg, Alison Smith, Anne Law, Susan MacMillan. 1 st meeting of Review Group to be held on 18 th December 2019)	
The Chair brought an end to the discussion and it was agreed that Members of the Investment Committee would meet to discuss the remit of an Investment and Development Working Group further in due course.	
The CEO advised that the DCEO/FCSM had suggested that the Board might want to consider appointing Board policy leads. This would allow officers to bounce ideas off or liaise more closely with certain Board members on particular issues e.g. Governance, Housing Management, Finance, Development and Customer Engagement. The Board agreed to give this further consideration.	
The Chair invited MM to move on to the next Agenda Item.	

4.	Group Key Risks – Update (Agenda Item 8.2) Mark McLintock (MainStreet Consulting)	
	MM offered to give the same presentation to the Board that had been given to the A&R Committee the previous week however due to time restrictions this offer was waived by the Chair. It was noted that the presentation had been included in Board Member's packs for information.	
	MM explained how the risk matrix had been created to reflect the "risk appetite" of the Association following input provided at the A&R Committee and demonstrated how risks would be categorised. It was noted that any risk with a value of £50K would be represented as red on the matrix. Only the major risks that required monitoring, i.e. those shown in red or purple on the matrix would be included in the Group Risk Register.	
	MM presented the updated proposed framework to include the comments made at the A&R Committee:	
	 To record any movement in risk (i.e. increase or decrease); Date when risk increased or decreased; Details of why the change occurred. 	
	A Member queried how ongoing review was built into the process and the CEO confirmed that this would be carried out at A&R Committees with reports to the Board.	
	The CEO informed Members that on 20 th February 2020 an afternoon workshop (facilitated by MainStreet) was planned to allow a full review of the current risk register and to migrate risks into the new Framework model. Any new risks would also be added at this time.	
	The Risk Management Framework was approved by the Board.	
	The Chair thanked MM for his informative presentations and analysis.	
	MM left the meeting at 6.45pm.	
5.	Health & Safety There were no incidents to report.	
	<i>H&S Policy and Landlord Safety Manual Policy:</i> The policies require to be reviewed on an annual basis and the two updated policies were presented to the Board for signature. The policies were approved with the following additions:	

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	Landlord Safety Manual H&S Policy: A box to be added to include "Electrical Safety" as an area of responsibility into the organisational	CSO
	chart.	
	And	CSO
	H&S Policy: Boxes for "Electrical Safety", "Gas Safety" and "Fire	
	Safety" to be added into the organisational chart.	
	The Chair requested all Members to sign-off both policies before	
	leaving the meeting.	
6.	Minute of the Board meeting held on 3 rd October 2019	
	The Minute was approved on a motion from Margaret Vass seconded by Fiona Boath.	
7.	Confidential Minute of the Board meeting held on 3 rd October 2019	
	The Minute was approved on a motion from Margaret Vass seconded	
	by Fiona Boath.	
8.	Minute of Special Meeting of Board meeting 8 th November 2019	
	The minute was approved on a motion from Margaret Vass and	
	seconded by Fiona Boath.	
9.	Matters Arising Schedule (CEO)	
	Investment and Development Working Group Remit	
	The CEO reported that she had started to draft a remit for the	
	Investment and Development Working Group however some	
	concerns had come to light which had been raised with the Chair and	
	Office Bearers and this was the reason for the delay in presenting the	
	remit to the Board.	
	It was agreed that members would meet to discuss and review the	
	remit with the CEO & A&DM in January however this should not delay	
	the Design Guide Working Group from starting their review.	
10.1	The DCEO presented the draft budget for the 2020/21 year based	
	on the following:	
	No new units would be added to the income stream during	
	the budget year 2020/21 (developments at Claish Farm,	
	Balmaha and Drymen would be onsite however were all	
	expected to have a 2021 completion date);	
	Rental income is based on a 2.1% rent increase;	
	• The 2020/21 EVH salary increase is agreed and will be 1.6%;	
	Staffing costs are based on a proposed new staffing	
	structure which has not yet been presented to the Board;	
	 Reactive and void repairs are based on an average unit rate 	
	with inflationary increase;	
	It was noted that a new reactive repair framework was due	
	Autumn 2020 which could impact on actual costs achieved;	
	 The Stage 3 shortfall budget heading has been removed for 	
	the 20/21 year as this has not been utilised over the past	
	few years and it was felt unnecessary;	
	 The Asset Team has estimated spend on cyclical and major 	
	repairs along with the component replacement programme	

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	however this will likely be tweaked in the final version of the
	budget being presented in March;
	 A saving of 60% on insurance costs had been made when togethere in 2010 (reduced from \$600 to \$220) and similar
	tendering in 2019 (reduced from £60K to £22K) and similar
	savings were budgeted for the 20/21 year, after adjusting for
	new stock;
	There will be no temporary office costs in the 20/21 year which provides a degreese in expected office running sector
	 which provides a decrease in expected office running costs; However new refurbished office running costs are still
	unknown – it is too early to determine what the actual costs
	will be however prudent estimates have been made;
	 Estimated loan interest has been reduced due to savings
	made on loan margins and expiry of higher fixed rates;
	 It was noted that the timing of the drawdown of loan
	funding going forward is difficult to predict. The timing of
	the development programme dictates spend however much
	of the development cost will be covered by HAG claims in
	the 20/21 year;
	Overall there is an estimated reduction in budgeted surplus
	of £12K;
	It was noted that the timing of the Development programme
	spend is still to be finalised and any changes will be captured
	in the final version of the budget;
	 The draft budget is showing a healthy cash balance over the
	course of the 12 months of 2020/21;
	 The opening cash balance in April 2020 assumes a £500K
	draw down before end of March 2020 however need will
	dictate this requirement and also the impact of the timing of
	payment of the loan arrangement fee of £55K on first
	drawdown. It may be beneficial to absorb this cost in the
	19/20 year, even if funds are not required;
	Financial Ratios – management costs per unit is reporting an
	increase which is due to staff structure changes, mainly due
	to the impact of 'one-off' costs which will not be repeated in
	 the years that follow; It was noted that the RBS interest cover loan covenant has
	the least "slack" due to the addback of component additions however the draft budget presented achieves covenant
	compliance with all lenders.
Th	e DCEO advised the team had captured all known costs in the
	dget however advised that some figures may change as there was
	I 4 months to go before approval of final budget in March 2020.
	material changes would be documented in the update to the
	arch 2020 Board meeting.
	e Chair thanked the DCEO for a well-structured presentation and
ini	tial budget.

10.2	Annual Rent Increase & Consultation (Presentation by DCEO and HSM)	
	This was a complex area and it was noted that the Regulator has been openly stating that rent affordability remains high on its agenda, second only to tenant's safety. The DCEO highlighted that this in itself was a conflict as increased spend on safety meant that extra funds were required to be sourced from somewhere. However, the Regulator expects landlords to squeeze all excess from costs before tenants' rent is increased.	
	Rural Stirling is committed to keeping the increase for tenants as low as possible. The RSHA rent model is based on October RPI (2.1%) plus 0.5%. Therefore 2.6% increase is the maximum rent increase option this year. Based on the draft budget presented, the minimum rent increase recommended to Board was 2.1%.	
	A short discussion around the use of CPI and RPI figures followed however the DCEO advised that neither figure reflects the Association's actual business inflation.	
	The rent consultation will be based on one rent increase this year, rather than options, and a simple yes or no response to the proposal is being requested. It was noted that no increase to occupancy charges were proposed for sharing owners.	
	A 2.1% increase would allow the Association to carry out actions from responses gathered from Tenant Satisfaction Survey in keeping with VfM however it was noted that this should be the absolute minimum rent increase considered	HSM
	A full discussion around the level of rent increase then followed. It was generally felt that the rent increase proposed should be higher at 2.4% due to current political uncertainty, with an appetite to reduce slightly if possible when the final decision is made in February. The Board requested that the proposed rent increase should also be represented in £'s per week as part of the consultation.	
	The proposal to set the rent increase therefore was agreed unanimously at 2.4% with a freeze on owner/occupancy rates for sharing owners.	
	A Member requested that Stirling Council figures provide a very useful comparison for our tenants and could these be added. A member confirmed Stirling Council proposed rent increase figures as 3.2% or 4%.	

	The Board requested that as part of the rent consultation we could include our commitment to reduce our carbon footprint and that this also needs to be considered as part of the review of our new Strategic Plan.	HSM
	The HSM advised that the rent consultation paperwork would be distributed to tenants with the Winter edition of the Rural Matters newsletter due out next week. The Board were happy for the consultation to go out before Christmas.	
11.1	Group Key Risks – Update (CEO)	
	The CEO reported that there were no material changes to report. Scrutiny had been provided by the A&R Committee at its recent meeting on 21 st November 2019.	
	The Risk Register was endorsed by the Board.	
	A Member commented that if Brexit was considered a risk to the Association should Scottish Independence also be included in the Register? It was noted this had been included in the Risk Register previously. It was agreed that a full discussion on risk would take place at the Workshop event scheduled to take place on 20 th February 2020.	
	There was a brief discussion around the timing of this event falling at the same time as school holidays. The CEO commented that help with childcare costs could be offered if required to Members.	
	The CEO reported that she had very recently received a new offer from Decision Time for the uptake of their Risk Module solution. Currently, the Association had been offered two months free of charge if we try out the module. The new offer was to place an order before end of Q4 and receive a six-month money back guarantee if not satisfied. The DCEO advised it would be best to find out what the preferential rate would be if six months was taken as it may prove a better deal.	DCEO
	The CEO would send a link of Decision Time's Risk Management module demo to Members.	CEO
12.1	Q2 Performance Report (CEO)	
	 Appendix 1 ARC, UC, Complaints and Complaints Analysis Rent Arrears: staff were to be congratulated as rent arrears were back on target and this demonstrated the value of the Excellence for Change work. Complaints: the high percentage of complaints upheld was noted. The CEO explained that overall there was an 	

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	 improvement. Investigation into the high level of complaints would be carried out. Right First Time: feedback learned suggested that contractors did not carry all parts for repairs and thus were unable on occasions to repair at first visit. 	
A	 Appendix 2 Planned Maintenance The underspend for Planned Maintenance was noted. The AD&M advised that tenders were currently in the process of going out and spend was expected to be weighted to the year end. 	
	 Appendix 3 Development Programme Monitoring Report The A&DM reported that tenders for Balmaha had been returned on Tuesday 26th November and prior to arithmetical checking, the lowest tender received was within cost plan. As yet no start date had been agreed for Claish Farm development, this was due to some complex issues appearing late in the day that required legal input. The AD&M advised that Lovell had however asked for a pre-start meeting and expected to be on site in January 2020. Lampson Road, Killearn: The A&DM had attended a Community Panel meeting the previous evening where site layouts had been tabled. She reported that two of the three members present had homes which faced the development, and all had backgrounds in relevant professional capacities, e.g. Architect, Urban Design/Planning and Engineer. She reported the proposal went down well. The panel were pleased that we had taken all their comments on board in the revised designs. They had however requested the flatted properties to be in the centre of the development to maintain the views across the hills. The Plans showed 11 units reduced from 12 due to space requirements for disabled bungalow. Scheme viability has still to be checked by the FCSM. Following a query from a Member it was confirmed that all houses had views. Pre-application discussions were in progress with planners and a planning application would be submitted early in the new year. Any comments on layout to be submitted to A&DM. Members requested that the report be reviewed to include when a project goes into slippage. It was suggested the original date should be recorded with the project realigned accordingly. 	Members/A&DM A&DM
p C	Appendix 3 (i) Claish Farm Exception Report: The Board noted progress made and approved the signing of the SBCC Building Contract with Lovell Partnerships Ltd as per the recommendations in the paper.	

	Appendix 4 Q2 Delivery Plan Update: Members noted progress made.	
12.2	Policies recommended for adoption by Audit and Risk Committee:	
	The Board approved the policies recommended for adoption and noted the small amendment to the Internal Protocol for Notifiable Events Policy - to remove the reference to Director and change to CEO, and further to note that the Risk Register is reviewed annually.	CEO
	 Policies approved: Notifiable Events and Internal Protocol; Risk Management; Asset Management; 	
	 Sustainability; Board and Staff Member Expenses; Change of name to Data Retention Policy (formerly Document Retention Policy). 	
13.1	Q2 Management Accounts to 30 th September 2019 (DCEO)	
	The Board approved the Accounts for Q2 ending on 30 th September 2019 whilst noting the adverse variances set against staffing costs and office running costs. It was further noted that the Full-time Housing Officer post would be advertised shortly.	
13.2	Potential Shared Ownership Buy Back for Social Rent (DCEO and HSM) The board approved the report's recommendations as follows:	
	 to purchase the 25% share of the property concerned to enable the property to be used as a socially rented property; and delegate authority to officers to proceed with acquisition subject to the financial appraisal remaining viable once the valuation and repair costs are incorporated. 	DCEO/HSM
	The Board noted the high demand for properties in Callander.	
14.1	HR Issue Confidential	
14.2	This matter was confidential. Investment & Development Working Group	
14.2	Item discussed earlier at Item 3 and Item 9.	
14.3	Office Bearers' Decisions	
	There were none.	
14.4	Recommendations from Committees A&R Committee: Policies as noted in item 4 & 12.2 above.	

	Malcolm Begg left the meeting at this point.	
14.5	RSHA Group Learning and Development Plan	
	The Board noted that the cover report referred to the Venachar Board receiving the report by email when in fact this had been presented to the Venachar Board meeting in September.	
	The Plan was approved.	
	It was noted that there would also be H&S sessions throughout the year.	
14.6	Board Succession Plan (CEO)	
	The Board approved the plan prepared by North Star Consulting and Research and agreed the following:	
	 a separate role profile for joint Vice Chairs was not required; 	
	 to consider the continuation of having Joint Vice Chairs after one year; 	
	 Review the plan on an annual basis or earlier should an office bearer decide not to continue in the role in future years; 	
	 Board appraisals to be brought forward to April 2020 to allow time to identify skills needed well before the AGM. (It was requested by Board Members to avoid the Easter 	
	holidays when arranging Board appraisal interviews.).	
	It was noted that the MA is available to assist with training on Decision Time should members feel that this would be beneficial.	
14.7	Buchanan Crescent, Croftamie Business Case and Financial Appraisal (G Cameron, Development Consultant)	
	 The Board approved the recommendations in the report as follows: to proceed with procuring a design team, instruct detailed feasibility work and a planning in principal application to facilitate an acquisition in the current financial year; and agree to the submission of a grant application to the Scottish Government to support the feasibility study and acquisition costs. 	
	It was noted that the Primary School is located half a mile from the site and not 2 miles.	
14.8	Revised Service Sharing Agreement (CEO) Confidential	
	The contents of this item are confidential.	
15.	Group Meeting Schedule 2019/20 (CEO)	

	The Board approved the updated schedule and noted the changes referred to in the report.	
	Board members commented that:the early starts to the Briefing sessions could result in some	
	difficulty for some Members; and	
	 a break would be required between the Briefing session and the start of formal Board business. 	
16.	New member Application	
	The Board approved the new membership application for:	
	R Watson, Killin (Tenant).	
17.	Tenant Satisfaction Survey: Action Plan (HSM)	
	The Action plan was approved. It was agreed that an update will be	
	given to the Board with Q4 Performance report.	
18.	Chief Executive's Report	
	 12.1 Strathard Community Council Funding Pledging Request: The Community Council have asked the Association to consider pledging a sum of money towards a potential shortfall of funding. The funding is for developing Community Life Plans for Kinlochard, Stronachlachar and Inversnaid. A discussion followed. The DCEO confirmed that the Community Fund budget allocation had already been spent for this financial year. Board Members agreed that funding for this would be available from other sources. The CEO would respond to the Community Council on behalf of the Board. A member commented that should a community wish to carry out a Local Housing Needs survey Stirling Council offered support. <i>EVH Committee representatives:</i> Mark Griffiths and Fiona Boath to 	CEO
	be added. <i>Positive Action in Housing: (PAIH) reduced membership rate offer</i> <i>(£195):</i> a discussion took place and it was agreed that the CEO would contact the organisation on the basis of finding out more about the assistance offered with developing equality and diversity strategy, as this was an area of development for RSHA. The CEO was delegated to ascertain whether membership could thus prove to be of benefit to RSHA.	CEO
19.	Action Tracker	
26	The report was noted.	
20.	Attendance at Conference/Seminar or Networking Events:	
	 Alison Smith and Donna Birrell: RIHAF conference (30 & 31 Oct and 1 Nov). Young people in Rural areas research carried out by Indigo House had proved very interesting/relevant; 	
	 What should we be doing to reduce our carbon emissions including within our operations? 	

	• What should we be doing to future proof infrastructure in rural communities?	
	There was a discussion in relation to the provision of electric charging points for cars in newbuild developments; and Tesla batteries being installed in Stirling Council stock to capture energy created from solar panels. A member stressed that we should be making provision for electric car charging and use of solar energy as part of the review and update of the Design Guide. The A&DM confirmed that this had certainly been discussed and included in the Lampson Rd plans.	A&DM
	 Mark Griffiths and Kirsty Brown (DCEO/FCSM): SFHA Finance Conference. (12 and 13th November): Noted a theme at the conference of VfM and conflict of interest e.g., tenant safety and cost of new requirements of fire legislation. 	
21.	Any Other Competent Business	
21.	 Board Member RSHA email accounts to be set up to protect board Members from implications of GDPR and FOI legislation: the CSO advised that an application had been made to MS Office to apply for a not-for-profit account which would allow free MS365 licences to be procured. The application took 20 working days to be processed. Should this not be successful then the MS365 email only licence would cost £3 plus VAT (£3.60) per month, per user. Following some discussion on the matter regarding cost versus benefits it was felt some further investigation be undertaken and a report would be presented to the next Board meeting. 	
	• The Board also requested that the Group Board email should not be used if Board are being cc'd into external emails and that they should be blind copied as all other email addresses can be	CSO All
22.	viewed if this is expanded. Review/Reflections of Meeting	
<i>22</i> .	 The Board felt they had challenged the Officers constructively and effectively, particularly in respect of the Rent Increase Consultation. Officers agreed with this. A Member noted that at times there appeared to be too much presentation of papers from Officers. 	
23.	Date of Next Meetings	
	 Venachar Board Meeting 2nd December; Special January Board Meeting to review Staffing Structure – (tbc); Investment and Development Working Group – (tbc); Design Guide Review Working Group – (tbc) Risk Management Workshop – 20th February 2020 at 2pm, facilitated by Mark McLintock, MainStreet Consulting; Board Meeting – 20th February 2020 at 6.30pm. 	
	Meeting finished at 9.05pm	