



Board of Management Meeting held on 16 June 2022 at 6:30pm

The Board meeting was held in a hybrid manner, with Board members attending in person at the Association’s Boardroom, Stirling Road, Doune and also via Zoom.

The following members participated in person:

- Mark Griffiths (Chair)
- Kenneth Butler
- Howard Dales
- Martin Earl

The following members participated remotely:

- Fiona Boath
- Malcolm Begg
- Lorna Cameron
- Scott Kirkpatrick
- Susan Macmillan
- Margaret Vass

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)
Hilary Tennant, Governance and Compliance Officer (GCO) (Minutes)

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

Item		Action
1.	<p>Welcome and Apologies Mark Griffiths welcomed everyone to the meeting.</p> <p>Apologies had been received from Andrew Faulk, Linda Anderson, Theresa Elliot and Mike Morrice.</p>	
2.	<p>Declarations of Interest Declarations of interest were received from: Fiona Boath, agenda item 3.3, Martin Earl, agenda item 3.4, CEO and DCEO/DFCS, agenda item 14.7.</p>	

<p>3.</p>	<p>Development Exception Report</p> <p>3.1 Drymen Development Exception Report</p> <p>The report provided an update on the status of the development, including details of the funding application submitted to the Scottish Government, the updated investment appraisal and risk matrix.</p> <p>MC advised the Board that further negotiations with McTaggart Mickle had reduced the unit cost to £155k, leaving a shortfall of £16,200. The Scottish Government would be approached to bridge the funding gap. Initial enquiries had received a positive response.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report be noted, ◆ That the acquisition of the site from McTaggart & Mickle, subject to achieving an acceptable revised Offer of Grant, be approved, and ◆ That RSHA enter into a Design & Build contract, subject to achieving an acceptable revised Offer of Grant. <p>3.2 Tyndrum Development Exception Report</p> <p>The report provided an update on the title dispute at Mansfield, Tyndrum which had affected the viability of the project, and set out alternative options to provide affordable housing in Tyndrum.</p> <p>The Board noted their disappointment that the challenge to legal title could result in the loss of an affordable housing development. The Board also noted the competing interest from another group for the use of this land. The abortive costs of £8,976 would require to be written off.</p> <p>Following extensive discussion, it was agreed that the CEO would contact the local MSP on behalf of the Board to discuss the issues encountered, and that the CEO would also raise these issues at the next Strategic Housing Investment Forum meeting at the end of June. It was further agreed that MC would seek approval for the abortive costs to be funded through HAG and an in-principle agreement be sought from the Scottish Government that affordable housing on the site would be supported should the title issue be resolved. The Board requested an Exception Report for this development be presented to the August Board.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report be noted, ◆ That the recommendation to transfer the Mansefield design team to an alternative Tyndrum development site when such a site is identified, be deferred until the outcome of the above action points are known. <p>3.3 Killin Development Exception Report</p> <p>The report confirmed that a land valuation had been agreed and that legal agreements were being prepared. Funding would be available within the current financial year. It was proposed that the site be acquired then held for detailed design and development to be progressed in future years.</p>	<p>CEO</p>
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	<p>The Board discussed the potential issues were the site to be developed, including potential odour from a nearby sewage plant, the location in an industrial/commercial area, and possible traffic noise, and therefore whether these homes would be attractive to tenants.</p> <p>The Board is also aware of the acute need for housing in the Killin area and is keen to be able to provide affordable homes. It was suggested that the DHPS/MC liaise with the local Development Trust and consult the local Place Plan, due to be published in June.</p> <p>MC noted that a Business Case would still be required, and that the approval sought from the Board was for a pre-acquisition legal agreement of Heads of Terms, which would then be further subject to planning, feasibility etc.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report be noted, ◆ That Macdonald Cameron progress a Heads of Terms agreement for the pre-acquisition of the site, subject to conditions re planning and feasibility, be approved, and ◆ That the pre-budget of £15,000 be approved. <p><i>Lorna Cameron joined the meeting during discussion of this item.</i></p> <p>3.4 Brig O’Turk Development Exception Report</p> <p>The report provided an update on the opportunity for the Association to acquire a site at Brig O’Turk, or to officially withdraw our interest. The Planning Officer had requested a commitment to the site from RSHA before a planning decision would be confirmed.</p> <p>The report set out two options: <u>Option 1</u> – to pursue the development, progress Heads of Terms with the landowner, and satisfy the planning authority of RSHA’s commitment to the site. <u>Option 2</u> – if the site is deemed unsuitable, a letter would be issued to the landowner and planning department to this effect.</p> <p>The Board were unhappy that planning consent was to be dependent on RSHA’s commitment to the site. Detailed analysis of demand in the area had not been completed, a feasibility study would be required, and the unit cost for the development was likely to be high.</p> <p>MC and the DHPS noted that the Association could reply to the Planning Officer to advise that RSHA could not give a specific commitment to this site and is financially committed elsewhere but that RSHA remained committed to providing affordable housing in the area where financially feasible.</p> <p>The DECO/DFCS highlighted that increasing interest rates could make smaller developments such as this financially unviable in future.</p>	<p>DHPS/MC</p> <p>DHPS</p>
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	<p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report be noted, and ◆ That the alternative option to respond to the Planning Officer to request a decision is made without offering any commitment from RSHA, be approved. <p>Update. MC gave the Board an update on cost issues at the development in Balmaha, Lampson Road and Killearn. The Board requested that there be a progress report on the above projects in advance of the next Board meeting to be held in August. This is to be made available for the next meeting with Office Bearers. The CEO is currently arranging this meeting and will advise of the date. In addition, the Board requested that where decisions were required for these projects before the next Board meeting in August the Office Bearers would deal with these via electronic approval.</p> <p><i>Ewan Macdonald left the meeting after consideration of this item.</i></p>	MC/CEO
4.	<p>4.1 Confidential Annual Board Appraisal Report: Board Succession Plan</p> <p><i>This report was Confidential</i></p>	
5.	<p>Health and Safety</p> <p>5.1 H&S Moment The Chair noted the increase in Covid19 cases in Scotland and again asked everyone to be vigilant.</p> <p>5.2 H&S Incident The CEO advised that there were no H&S incidents to report.</p> <p>5.3 Health and Safety Update The DECO/DFCS reported there was no H&S update.</p> <p>5.4 Landlord Facilities Health and Safety Update The DHPS reported that progress was being made in relation to carrying out EICR checks on all RSHA homes every 5 years. A third contractor had been added to the work programme and would begin visits from July. 41 appointments had been booked. The CEO had provided regular updates to the SHR, and the Office Bearers would be updated in July.</p> <p>The DHPS also noted that the Association’s responsibilities in relation to completing these checks on our HMO/leased properties Has been investigated and we will undertake these going forward.</p>	DHPS
6.	<p>Group Minutes</p> <p><u>Board</u></p> <p>6.1 Minute of Board Meeting: 19 May 2022 The Minute was approved following a motion by Malcolm Begg and seconded by Ken Butler.</p>	

	<p><u>Audit and Risk Committee</u> 6.2 None</p> <p><u>Subsidiary, Venachar Ltd</u> 6.3 Minute of Venachar Board Meeting, 18 May 2022 The Minute was noted.</p> <p><u>Working Groups – Investment Working Group</u> 6.4 None</p>	
7.	<p>Matters Arising Schedule The Matters Arising schedule was presented to the Board.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the Matters Arising Schedule be approved. 	
8.	<p>Record of Electronic Approvals None</p>	
9.	<p>RSG Key Risks Quarterly Report The report presented the Quarterly Risk Report (Appendix 1) following the annual review completed in March 2022. The updated Risk Register was available on Decision Time.</p> <p>The Board was asked to consider the areas noted below and provide the Senior Management Team with comment and feedback to inform future reporting.</p> <ul style="list-style-type: none"> • Risk Titles, Risk Descriptions, Cause and Effect, Controls and Assurances, • Risk Scoring, • Environmental Social and Governance (ESG), • Risk Report, and • User Guide <p>A question was raised on the ‘target’ score, where this was shown as zero. The CEO advised that a target score was included only where the risk had outstanding actions. The CEO advised that ERMG would produce a Users’ Guide for the Board.</p> <p>A member stated that the ‘target risk’ should express what is deemed by the organisation to be the minimum acceptable level of mitigated risk for that risk. He went on to explain that the actual mitigated risk may be lower, which is fine. If the actual mitigated risk is higher than the 'target risk' then we need to consider additional mitigation or flag up for review and decide whether we are content to run with a higher mitigated risk for a period until the two are, as a minimum, aligned.</p>	CEO

	<p>The Board asked for a further training session with ERMG or Decision Time (DT) on how to interpret and use the data available now that the Risk Register had been populated on DT.</p> <p>Feedback was also provided on the terminology used, and the need to populate the fields at the top of the report.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the Group Key Risks as detailed in Appendix 1 be approved, and ◆ That the feedback/comments on the issues raised in the report be passed to ERMG. 	
10.	<p>Strategy</p> <p>There was no Report.</p>	
11.	<p>Performance and Policy</p> <p>11.1 ARC and ESSH 2021/2022: ARC Verification Audit Action Plan</p> <p>The report presented Annual Return on the Charter (ARC) 2021/2022 Validation Audit Report Action Plan (Appendix 1).</p> <p>The ARC Validation Audit Report and summary of key findings and recommendations was presented to the Board in May. These recommendations had been used to develop the Action Plan.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the ARC Validation Audit 2021/2022 Action Plan be approved. 	
	<p>11.2 Draft Policies for Review.</p> <p>The report provided details of six policies which had been updated. The draft policies were attached as appendices and had been previously circulated to the Board.</p> <p>The report noted that due to the volume of policies due to be reviewed and approved in August, draft policies would be uploaded to Decision Time and electronic approval would be sought.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the policies detailed in the report be approved. 	
12.	<p>Finance</p> <p>12.1 Private Finance Update - RBS</p> <p>The report provided the Board with details of a potential covenant breach in 2022/23 in relation to the Royal Bank of Scotland.</p> <p>The delayed Changeworks project had necessitated a covenant waiver for 2022/23. The DCEO/DFCS had asked RBS that the initial waiver granted in</p>	

	<p>2021/22 be carried forward to 2022/23. This had been verbally agreed, and a letter of comfort had now been received to confirm this position (appendix 1).</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report be noted. <p>12.2 Confidential Draft SHR Loan Portfolio Return 2022</p> <p><i>This report was Confidential</i></p>	
13.	<p>Operations</p> <p>There was no Operations Report.</p>	
14.	<p>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</p> <p>14.1 Notifiable Events - None.</p> <p>14.2 Office Bearers’ Decisions – None.</p> <p>14.3 Recommendations from the A&R Committee - None.</p> <p>14.4 Annual Assurance Statement Framework: Review and Update</p> <p>The report provided details on proposed changes to the Annual Assurance Statement (AAS) Self-Assessment Framework which had been approved by the Board in June 2019.</p> <p>The changes proposed were designed to streamline the verification process, improve staff processing time and be more user friendly.</p> <p>Details of the changes recommended for each of the four elements was provided in the appendices to the report. The first draft of the AAS will be presented to the Board in August.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the recommendations and proposed changes to the Annual Assurance Framework be approved. <p>14.5 Annual Report and AGM Administrative Arrangements</p> <p>The report provided information on the proposed timetable for the production of the Annual Performance Report and confirmed details of the administrative arrangements for the AGM due to be held on 15 September 2022.</p> <p>It was anticipated that the first draft of the Annual Performance Report would be presented to Office Bearers by mid-August. The report would be produced in both digital and hard copy. LC offered to send the CEO examples of interactive annual performance reports, and the CEO would investigate whether RSHA could produce a similar report.</p> <p>With the removal of Covid 19 restrictions it was proposed to hold the AGM in person, and a venue would be sought. An invitation had been sent to our proposed guest speaker, Sally Thomas from SFHA, and a response was awaited.</p>	LC/CEO

The Board decided:

- ◆ That the timescale for the production of the Annual Performance Report be noted,
- ◆ That the AGM will be held in person this year and venue is to be sought be noted, and
- ◆ That the proposed guest speaker for the AGM be noted.

14.6 AGM: Board Members Standing Down/Seeking Re-election at AGM

The report noted that, in line with Rule 39.1 one third of the Board must retire and stand for re-election. Therefore 4 Board members would be required to stand for re-election. Details of the longest serving Board members who were required to retire and stand for re-election at the 2022 AGM was provided in the report.

The report also confirmed that an assessment had been undertaken of the continuing effectiveness of the Board member who have served continuously for nine years.

The Chair advised the Board that Malcolm Begg had decided to stand down and not seek re-election. The Chair thanked Malcolm for his work and contribution to the Board.

The Board members required to retire and stand for re-election were therefore agreed as:

Linda Anderson, Susan Macmillan, Lorna Cameron and Margaret Vass.

Howard Dale, as a co-opted board member, would also require to stand for election.

The Board decided:

- ◆ That the above noted Board members would be required to stand down and seek re-election be approved, and
- ◆ That the continuing effectiveness of the member affected by the nine-year rule had been assessed and approved by the Board, be noted.

14.7 Confidential HR Report

This report was Confidential

The staff left the meeting during consideration of this item

The Board decided:

- ◆ That the recommendations be approved.

Point of Order. The Chair noted that the meeting time would run over the 2 hours permitted in the rules. The Board members in attendance unanimously agreed to continue with the meeting.

	14.9 New Member Applications - None	
15.	<p>Chief Executive’s Report The report provided the Board with an update on key issues, actions and developments since the last meeting.</p> <p>Development Update. Information on progress of the current development projects was provided along with an update on potential future projects.</p> <p>Equality, Diversity and Inclusion (EDI): The SMT/GCO had been working with our Data Protection Officer to develop the framework and mechanism to collect equalities data, however due to other work priorities the original timescale to implement the framework for data collection had been extended until the end of June.</p> <p>Investment Working Group: At the Board meeting in May the Chair of the IWG had indicated that he would be stepping down as Chair. Once a new Chair is in place a meeting of the IWG will be arranged to look at plans for the coming year.</p> <p>Joint Tenant Satisfaction Survey (JTSS) Update Our partner for the procurement of the JTSS, Clackmannanshire Council, had have confirmed that they will lead on the joint procurement exercise and a meeting is scheduled for early July.</p> <p>Scottish Parliament’s Local Government, Housing and Planning Committee This Scottish Parliament Committee held an evidence session on affordable housing on 17 May at which the CEO gave evidence. A link to the draft report was provided in the report.</p> <p>Scottish Government Empowering Communities Programme The opportunity for Venachar Ltd to apply for funding not otherwise available to RSHA was highlighted. RSHA does not have the resource to take this forward, however applications to two targeted funds in this programme could be made to cover the resource cost. Given the deadline for applications it would be unlikely that an application could be made this time.</p> <p>Scottish Government Adaptions Programme 2022/2023 – Funding Agreement. Confirmation of the grant funding received at 30 May 2022, and how this was allocated, was provided, along with a drawdown schedule for future quarterly payment claims.</p> <p>Correspondence: EVH Monthly Report May had been circulated to the Board via email.</p> <p>Learning and Development The weblink for the SHARE Learning and Development Update was provided in the report.</p>	<p>CEO</p> <p>DHPS</p>

	<p>The Board discussed two potential development sites in Aberfoyle. The DHPS advised the Board that the Association would express an interest in developing the site(s) if planning permission was granted.</p> <p>The Chair and M Vass agreed to take forward the community consultation as discussed at the IWG. A Faulk had volunteered to Chair a small working group to consider energy efficiency of our homes and the DHPS would liaise with AF and the IWG as part of the development of an energy strategy.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the contents of the report be noted. 	DHPS
16.	<p>Action Tracker</p> <p>The Action Tracker was presented to the Board. The CEO apologised for the delay in uploading the report.</p> <p>The Board decided:</p> <ul style="list-style-type: none"> ◆ That the Action Tracker be approved. 	
17.	<p>Attendance at Conference/Seminar or Networking Events:</p> <p>L Cameron advised that she had attended the SFHA Annual Conference and that much of the discussion had centred round energy efficiency and the review of EESSH 2. It was noted that the timescales for the review was now likely to be in 2023.</p>	
18.	<p>Any Other Competent Business</p> <p>The Chair advised that in line with the outcome of the annual Board appraisal a Board member recruitment exercise would begin on Monday 20 June, with adverts placed in several publications. The Board discussed other advertising routes aimed at tenants, and the GCO would take these suggestions and arrange advertising in local areas and using social media if possible.</p> <p>The DECO/DFCS noted that she had circulated a form to Board members to allow them to provide feedback on the performance of the A&R committee and asked members to complete and return as requests.</p> <p>The Chair advised that the GCO was leaving RSHA at the end of the month, and the Board thanked the GCO for her support provided to the Board.</p>	GCO ALL
18.	<p>Review/Reflections of Meeting:</p> <p>Please email your feedback to Mark Griffiths Chair. BoardGriffithsM@rsha.org.uk</p>	ALL
19.	<p>Date of Next Meetings</p> <ul style="list-style-type: none"> • Annual Stock Tour – tbc • Interim Board Strategy Away Day - tbc • Audit and Risk Committee meeting Thursday 30 June 2022 2pm in the Boardroom/hybrid 	

	<ul style="list-style-type: none">• Board meeting – Thursday 11 August 2022, 6:30pm, hybrid• Employment, HR and People Management training session – Thursday 25 August 2022 at 6:30pm via Zoom <p>The Chair thanked the Board for their attendance and closed the meeting.</p> <p><i>The Meeting closed at 9:10pm</i></p>	
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Chair's signature