



**Board of Management Meeting held on 19 May 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)
- Linda Anderson
- Kenneth Butler
- Andrew Faulk
- Susan Macmillan

The following members participated remotely:

- Theresa Elliot
- Fiona Boath (from Agenda Item 12)
- Malcolm Begg
- Lorna Cameron
- Scott Kirkpatrick

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, Agenda Item 3 only (attending remotely)  
Freya Lees, North Staf Consulting and Research, Agenda item 4 only (attending remotely)  
H Dales, Observer until Agenda Item 14.6 (attending remotely)

Item		Action
	<b>A fire drill was conducted at 6:10pm for the Board members attending in person at the Association’s Boardroom, Stirling Road, Doune.</b>	
1.	<b>Welcome and Apologies</b> Mark Griffiths welcomed everyone to the meeting.  Apologies had been received from Martin Earl and Margaret Vass. It was noted that F Boath would be joining the meeting late.	

2.	<p><b>Declarations of Interest</b></p> <p>Declarations of interest were received from Theresa Elliot for Agenda Item 4.1 (9 year rule) and from Donna Birrell for Agenda Item 14.3</p>	
3.	<p><b>Development Exception Report</b></p> <p><b>3.1 Balmaha Development Exception Report</b></p> <p>The report provided an update on the proposed development at Balmaha and work planned to achieve project viability and allow site start. The preferred contractor had been provided with a full tender pack and their proposals and feedback were expected in June 2022.</p> <p>EM advised the Board that discussions with the Scottish Government indicated that they were keen to support this project.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ to note the project progress.</li> </ul> <p><b>3.2 Lampson Road Development Exception Report</b></p> <p>The report provided an update on the proposed development at Lampson Road and work planned to achieve project viability and achieve a site start at the earliest opportunity.</p> <p>Initial value engineering had identified c. £96k in savings options, with a further review due to be conducted. Discussion with the Planning Office would be held to review options to convert the 4-bed unit into 2x2-bed units.</p> <p>Tender negotiations continued to progress, and a tender application would be made to the Scottish Government once the planning strategy had been agreed.</p> <p>EM advised the Board that once the savings options had been agreed with the contractor a report to approve these would be presented to the Board.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ to note the project progress.</li> </ul> <p><b>3.1 Strathblane Pre-tender Acceptance Report</b></p> <p>The report confirmed that an acceptable grant offer had been received from the Scottish Government in relation to the proposed development of a Section 75 site at Milngavie Road, Strathblane. Information was provided on the consents, legal agreements, tender and funding, and next steps, along with the investment costs and risk appraisal.</p> <p>EM advised the Board that the building contract was prepared for signature, and that the contractor anticipated a site start in mid-July with a 35 week contract period.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the contents of the report be noted;</li> <li>◆ that the acquisition of the site from Adam (Scotland) Ltd be approved; and</li> </ul>	

	<p>◆ that the Association enter into a Design &amp; Build contract with Adam (Scotland) Ltd.</p> <p><i>Ewan Macdonald left the meeting after consideration of this item.</i></p>	
4.	<p><b>4.1 Confidential Annual Board Appraisal Report</b></p> <p><i>This report was Confidential</i></p> <p><i>Freya Lees left the meeting after consideration of this item.</i></p>	
5.	<p><b>Health and Safety</b></p> <p><b>5.1 H&amp;S Moment</b> The CEO reported that contractor vehicles working on the hotel next to the Doune office had blocked the entrance and fire exit to the building. However, once informed, the site manager had quickly arranged for these to be removed.</p> <p><b>5.2 H&amp;S Incident</b> The CEO advised that there were no H&amp;S incidents to report.</p> <p><b>5.3 Health and Safety Update</b> The DECO/DFCS reported there was no H&amp;S update.</p> <p><b>5.4 Landlord Facilities Health and Safety Update</b> The DHPS reported that there was no Landlord H&amp;S update in addition to the issue reported under Agenda Item 14.1.</p>	
6.	<p><b>Group Minutes</b></p> <p><b><u>Board</u></b></p> <p><b>6.1 Minute of Board Meeting: 17 March 2022</b> The Minute was <b>approved</b> following a motion by Ken Butler and seconded by Andrew Faulk.</p> <p><b><u>Audit and Risk Committee</u></b></p> <p><b>6.2 Minute of the Audit and Risk Committee 28 April 2022</b> The Minute was noted.</p> <p><b><u>Subsidiary, Venachar Ltd</u></b></p> <p><b>6.3 None</b></p> <p><b><u>Working Groups – Investment Working Group</u></b></p> <p><b>6.4 None</b></p>	
7.	<p><b>Matters Arising Schedule</b></p> <p><b>The Board decided:</b></p> <p>◆ that the Matters Arising Schedule be approved.</p>	

8.	<p><b>Record of Electronic Approvals</b></p> <p>The report noted that there had been one electronic approval since the last Board meeting, in relation to the Group Recruitment Policy. The policy had been made available to board members via Decision Time and electronic approval was confirmed by a vote. The result of the vote was provided in Appendix 1.</p> <p>Following comments received from the voting the SMT would ensure that procedure is reduced/removed as much as possible in future policy reviews.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the approval of the Group Recruitment Policy by the electronic approvals process be noted; and</li> <li>◆ that the comment made in relation to procedural aspects of policies be noted.</li> </ul>	
9.	<p><b>Group Key Risks – Quarter 4 Report</b></p> <p>The report presented the Quarterly Risk Report for Q4.</p> <p>The CEO reported that the SMT had been working with ERMG Ltd to further develop the Key Strategic Risks and Operational Risks and the outcome from this work had been presented to the Audit and Risk Committee in April 2022. The recommendations from the A&amp;R Committee would be presented to the Board at Agenda Item 14.4.</p> <p>The new Key Risk Register was under development and would be presented at the June Board meeting.</p> <p>The key risk change in relation to electrical safety was covered at Agenda Item 14.1.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the progress made in relation to the reporting of Group Key Risks following the Annual Risk Review carried out in March 2022 be noted; and</li> <li>◆ that the Rural Stirling Group Key Risks Quarterly Report be presented for approval to the June Board meeting.</li> </ul>	CEO
10.	<p><b>Strategy</b></p> <p><b>10.1 Equality, Diversity and Human Rights (EDH) Strategy: Audit Action Plan</b></p> <p>The report presented the EHD Audit Action Plan (Appendix 1). The Audit Action Plan provided details of recommendations and considerations aligned to the 3-year period of the RSG Business Plan. Priority would be given to those areas highlighted in red as priority areas. The EDH Action Plan would be monitored by the SMT, and progress reported to the Board on an annual basis.</p> <p>The Board commended the CEO on the Action Plan which was a thorough and detailed document.</p> <p><b>The Board decided:</b></p>	

	<p>◆ that the RSG Equality, Diversity and Human Rights Strategy Audit Action Plan be approved.</p>	
11.	<p><b>Performance and Policy</b></p> <p><b>11.1 Quarter 4 Performance Report</b></p> <p>The report presented the Quarter 4 (January – March 2022) performance data. Information on Q4 ARC and Universal Credit performance data was provided in Appendix 1. The report provided an update on Q4 planned maintenance expenditure, and the Q4 development performance (Appendices 2 and 3).</p> <p>Details on progress against the Strategic Delivery Plan Update was provided in Appendix 4.</p> <p>The Board discussed the timescales allowed for completion of works. VSS had highlighted that no additional time allowance had been made for Covid delays, and therefore the indicator results had shown a decrease in performance. The Board noted the need to re-focus following the adverse effects of Covid and to work to improve the KPI’s.</p> <p>The DHPS reported that Changeworks continued to proceed with the replacement heating contract, and that 4 heat pumps were being installed in our homes each week.</p> <p><b>The Board decided:</b></p> <p>◆ that the Q4 Performance Report and supporting appendices be approved.</p> <p><b>11.2 Quarter 4 Complaints Report</b></p> <p>The report provided details on RSHA’s complaints performance for the period January – March 2022. Full information on all complaints received by service area and type was provided in Appendix 1.</p> <p>The CEO reported that some complaints had been held open where works were pending. Clarification had been given to staff on this process and complaints would be closed appropriately.</p> <p><b>The Board decided:</b></p> <p>◆ that the Quarter 4 Complaints Performance Report, be approved.</p> <p><b>11.3 Confidential ARC and ESSH 2021/2022 Draft Submission, including VSS ARC Validation Report</b></p> <p><i>This report was Confidential</i></p>	
12.	<p><b>Finance</b></p> <p><b>12.1 Confidential Q4 Management Accounts</b></p> <p><i>This report was Confidential</i></p>	

## **12.2 Update on Private Finance Loan Agreement**

The DCEO/DFCS gave a verbal update on the current position in relation to the private finance loan agreement with RBS which was put on hold due to development programme delays RBS are still keen to support the Association, however credit approval has now lapsed. Due to the delays experienced, it is likely that the terms would need updated. Once the timeline on the development programme becomes clearer, a decision can be made on whether to progress the deal with RBS or also ask for updated terms from those shortlisted in the original tender exercise.

No issues in relation to the required covenant waiver had been raised by RBS, and the Association's Relationship Manager had advised that written confirmation would be received shortly.

The DCEO/DFCS advised the Board that the part of the excess loan finance would be placed on deposit.

### **The Board decided:**

- ◆ that the update on the Private Finance Loan Agreement be noted.

## **12.3 Confidential SHR Financial Return 5 Year Financial projections (5YFP)**

*This report was Confidential*

## **12.4 Adaptations Funding Programme 2021/2022 and Funding Bid 2022/2023**

The report provided an update on the Association's funding bid to the Scottish Government for delivery of the adaptations programme.

In 2021/22 the Association had been awarded £35k, with an additional award of £16k in late March. The lateness of this second award meant that works could not be completed by the end of the financial year, and this would be carried over into 2022/23.

The deadline to submit the claim for funding for 2021/22 had been missed and the Association's claim had been rejected. It is hoped to recover this claim in the Q1 claim for 2022/23 or at the end of year spending review. As a result, the funding request for 2022/23 would be £180k

The DHPS reported that failure at several stages had led to this missed claim. A robust process would be put in place to ensure the claim is not reliant on one member of staff, and quarterly claims would be made in line with the procedure to avoid a recurrence of this issue.

A Board member asked whether Stage 3 costs could be shown separately and the DCEO/DFCS agreed to do this in future

### **The Board decided:**

- ◆ that the additional management oversight be put in place to ensure timely funding claims are submitted be approved; and
- ◆ that the funding request for £180k for 2022/2023 submitted to Scottish

	<p>Government be noted.</p> <p><b>12.4 Bad Debt Write Off: Recharges</b>  The report provided details of a non-recoverable bad debt in relation to one former tenant, where a recharge invoice following work completed on the void property could not be pursued.</p> <p>The Board noted that this was a significant sum in relation to one tenant, when considering previous rent arrears write off, and highlighted the need to act early to reduce the build-up of arrears.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the write-off for former tenant bad debt for recharge repairs totalling £4,944 be approved.</li> </ul>	<p>DHPS</p> <p>DCEO/DFCS</p>
<p>13.</p>	<p><b>Operations</b>  There was no Operations Report.</p>	
<p>14.</p>	<p><b>Governance - Ethical Conduct and Notifiable Events/Annual Assurance Status</b></p> <p><b>14.1 Confidential Notifiable Events</b></p> <p><i>This report was Confidential</i></p> <p><b>14.2 Office Bearers' Decisions</b></p> <p>The report presented details of decisions taken by Office Bearers since the last Board meeting in relation to the EVH Employers Ballot 2022 and Stirling Council Homes for Ukraine (Appendices 1 and 2).</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that acceptance of the EVH recommended single year deal and increase of 4.1% on all salary points from 1 April 2022 be noted;</li> <li>◆ that the CEO had been given delegated authority to return the EVH Wages Ballot by the closing date be noted; and</li> <li>◆ that the lease of two properties to Stirling Council for the period of 2 years for the purposes of resettling Ukrainian refugee families be noted.</li> </ul> <p><b>14.3 Confidential CEO Appraisal Report</b></p> <p><i>This report was Confidential</i></p> <p><b>14.4 Recommendations from the A&amp;R Committee</b>  The report provided details of the recommendations received from the Audit and Risk Committee following its meeting on 28 April 2022. Four recommendations had been received from the A&amp;R Committee which were recommended for approval: Health and Safety Training Needs Analysis, Annual Risk Review, RSG Risk Management Framework and Succession Plan for Senior Staff.</p>	

**The Board decided:**

- ◆ that the Health and Safety Training Needs Analysis (TNA), Appendix 1 be approved;
- ◆ that the Annual Risk Review, Appendix 2 be approved;
- ◆ that the updates to the Rural Stirling Group Risk Management Framework, Appendix 3 be approved; and
- ◆ that the Succession Plan for Senior Staff, Appendix 4, be approved.

*The GCO left the meeting during discussion of this item.*

**14.5 Annual Assurance Statement: Mid-Year Review**

The report provided a mid-year review of the Annual Assurance Statement (AAS) previously submitted to the SHR in October 2021, along with current action plans, Appendix 1. The review indicated good progress had been made in most areas and highlighted that work on the Digital strategy and Value for Money strategy had been slower than anticipated.

Details of preparations for the submission of the AAS 2022 were also presented to the Board. A first draft of the AAS 2022 would be presented to the Board in August.

The Chair noted that inclusion of low-cost home ownership development could help to make some developments financially viable.

A Board member asked about current discussions on housing in the National Park. The CEO advised that RSHA had been asked for waiting list information but was not aware of any stakeholder discussions.

An action regarding the need for a further Internal Audit review of Development Contract Management, which had not been considered since 2019, would be included in an updated annual audit plan from Wylie & Bisset, being presented to the June A&R Committee.

**The Board decided:**

- ◆ that the contents of the report be noted.

*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.

**14.6 12-month Review of Investment Working Group**

The report provided an annual review of the effectiveness and performance of the Investment Working Group (IWG) during 2021/22.

A questionnaire had been circulated to the Board, with six responses received. A summary of the responses was included in the report. Staff feedback had also been gathered.

The conclusion of the review indicated that the IWG should continue for a further year.



	<p>M Begg indicated that due to personal circumstances he would be stepping down from the role of Chair of the IWG. The Board would be canvassed to identify a new Chair.</p> <p>The DHPS noted the suggestion to hold ad hoc groups to consider individual issues, and it was agreed to convene small ad hoc groups where appropriate.</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the contents of the report be noted;</li> <li>◆ that the continued operation of the Investment Working Group for a further 12-month period be approved; and</li> <li>◆ that the continuation of the current remit of the IWG be approved.</li> </ul> <p><i>Howard Dales left the meeting following consideration of this item.</i></p> <p><b>14.7 Confidential proposed Co-option to the Board</b></p> <p><i>This report was Confidential</i></p> <p><b>14.8 Community Donations Fund</b></p> <p>The report presented details of a recent request to RSHA from a tenant for a financial donation to support the charity Franks Fund, as permitted under the RSHA Community Donations policy (attached as appendix 1).</p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that a donation of £100 from the Community Donations Fund to the charity Franks Fund be approved.</li> </ul> <p><b>14.9 New Member Applications - None</b></p>	
15.	<p><b>Chief Executive’s Report</b></p> <p>The report provided the Board with an update on key issues, actions and developments since the last meeting.</p> <p><b>Equality, Diversity and Inclusion (EDI):</b></p> <p>The SHR/SFHA had produced Guidance for RSL’s in April 2022 and the SMT/GCO had been working with our Data Protection Officer to develop the framework and mechanism to collect equalities data. It was anticipated that a module Equalities Monitoring Form and Data Collection Framework would be in place by the end of May 2022.</p> <p><b>Investment Working Group:</b></p> <p>The annual review of the IWG had been presented at agenda item 14.6.</p> <p><b>Joint Tenant Satisfaction Survey (JTSS) Update</b></p> <p>Procurement of the next JTSS was due to be undertaken by our partner Clackmannanshire Council, with a planned contract award in mid-August and completion of the survey by November 2022.</p>	

	<p><b>Scottish Parliament’s Local Government, Housing and Planning Committee</b> This Scottish Parliament Committee held an evidence session on affordable housing and had asked to take evidence from RSHA. The CEO attended this session on 17 May.</p> <p><b>Scottish Government Ideas Fund</b> The CEO had contacted Community Links Scotland to discuss the opportunity to apply to this Fund, however no response had been received. The CEO will make further attempt to contact CLS.</p> <p><b>Correspondence:</b></p> <ul style="list-style-type: none"> <li>• EVH Monthly Report March had been circulated to the Board via email.</li> <li>• EVH Monthly Report April (including outcome of negotiations on pay deal) had been circulated to the Board via email.</li> </ul> <p><b>Learning and Development</b> The weblink for the SHARE Learning and Development Update was provided in the report.</p> <p>The Board expressed delight that the CEO had been able to represent RSHA and speak about rural housing issues at the Scottish Parliament Committee session.</p> <p><b>The Board decided:</b> that the contents of the report be noted.</p>	CEO
16.	<p><b>Action Tracker</b></p> <p><b>The Board decided:</b></p> <ul style="list-style-type: none"> <li>◆ that the Action Tracker be approved.</li> </ul>	
17.	<p><b>Attendance at Conference/Seminar or Networking Events:</b> A Faulk noted that the SFHA Conference would be held on 14/15 June 2022 in Glasgow, and he would be interested in attending on one day. The GCO will liaise to arrange this booking.</p>	GCO
18.	<p><b>Any Other Competent Business</b> There was no other competent business.</p>	
18.	<p><b>Review/Reflections of Meeting:</b> Please email your feedback to Mark Griffiths Chair. <a href="mailto:BoardGriffithsM@rsha.org.uk">BoardGriffithsM@rsha.org.uk</a></p>	ALL
19.	<p><b>Date of Next Meetings</b></p> <ul style="list-style-type: none"> <li>• <b>Annual Stock Tour</b>– tbc (the Chair and GCO will liaise regarding feedback from Board members)</li> <li>• <b>Interim Board Strategy Away Day</b> - tbc</li> <li>• <b>Board meeting Thursday 16 June 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> <p>The Chair thanked the Board for their attendance and closed the meeting.</p>	

	<i>The Meeting closed at 8:55pm</i>	
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Chair's signature .....