

**West of Scotland Housing Association
Public Minutes of the Board Meeting
Hybrid Meeting
Wednesday 29th June 2022**

<p>Present: Irene McFarlane (Chair), Nick Farrell, Kenneth Fee, Ian Whiteman, Elaine Davidson, Michael Sozansky, Marc Sloan, Paul MacNeil, Derek McGowan, Alison Calder, Ann Reid, George Kpodo,</p> <p>In Attendance: Brian Gannon, Chief Executive, Donna Paton, Director of Finance, Jennifer Cairns, Director of Corporate Services; Robert Campbell, Director of Housing & Community Services (in part); Andy McVey, IT Manager (in part)</p> <p>Apologies: Kelly Adams, Christine Musasa, Ruth Simpson</p>	
<p>Disclosure of Interests There were none declared.</p>	
<p>1. Appointment of Board Member The Board approved the appointment of Alison Calder as a Board member.</p>	Approved
<p>2. Approval of the minutes The minutes from the previous Board meeting held on 25th May 2022 proposed by Ann Reid and seconded by Ian Whiteman.</p>	Approved
<p>3. Matters Arising The Board noted the update on actions from the previous meeting.</p>	
<p>4. Digital & IT Strategy The IT Manager attended this part of the meeting and presented the new Digital and IT Strategy to the Board. He outlined the key areas that would be focused on in respect of improving and developing our IT systems over the next 2 years.</p> <p>Michael Sozansky queried the statistics in respect of tenants who did not have intranet access and asked if this included access through mobile phones. The IT Manager clarified that it was all access including mobile phones, therefore we have approx. 30% of our tenants who either do not have or choose not to have internet access at all. He advised that we have a Digital Participation Officer that can provide support in respect of tenants who do not have internet access but would like support to access the internet and that we will focus on supporting these tenants as part of the strategy.</p> <p>Irene McFarlane commented that the strategy was very comprehensive. She asked how the budget compared to previous years and queried if it had increased particularly in relation to CX development. The IT Manager explained the budget for CX was</p>	

similar to the previous year and in respect of other budget areas, he is working to reduce these particularly in respect of software packages that are no longer required now that we have Microsoft 365 in place.

Ian Whiteman commented that he thought the Customer App would be beneficial for tenants and will make a difference. The Director of Corporate Services advised that 20 tenants had been involved in the testing of the app and had been really positive about how user friendly the app was and that it was easy to use.

Nick Farrell queried if phase 1 of Civica implementation was complete. The Director of Finance advised that while the implementation was complete of phase 1, there were still some outstanding issues, particularly in relation to the finance system and repairs side of things. She advised that we are working with Civica to resolve these issues.

Nick queried if we would stay with Civica as they do not appear to be a good company to work with and they have not delivered on what they have said they would deliver. The Director of Finance advised that it is only Civica that can support the systems we now have in place, it is not an option to go to another company with this system. She advised that we would need to change systems which is not something we would be considering at this stage due to the investment of money and resource that has been put into these systems. She advised that we are currently developing our expertise of the system in house to reduce reliance on Civica and also to minimise consultancy costs.

The Board approved the Digital and IT Strategy.

Approved

5. Charing Cross HA Transfer of Engagements

The Director of Corporate Services presented an update in respect of the CXHA transfer of engagements. She reminded the Board of the ballot outcome and advised the Board that the first CXHA SGM had gone ahead on the 27th June and 45 of the 47 members who attended approved the resolution for the transfer to proceed. She then asked the Board to approve the resolution for WSHA to agree now to proceed with the transfer based on the ballot result and initial vote of CXHA members.

The Board approved the resolution to proceed with the transfer.

Approved

She went on to provide an update to the Board in respect of the TUPE process and the next steps.

She provided an overview of the proposal in respect of the Flexible Apportionment Agreement for the Pension and asked the Board to approve the agreement and delegate the signing of the agreement by DocuSign to the Chief Executive and Director of Finance.

The Board approved the Flexible Apportionment Agreement and delegated responsibility of the signing of this agreement to the Chief Executive and Director of Finance.

Approved

The Director of Finance presented an overview of the position in respect of lender consents. She advised the Board that we have received consent from all WSHA lenders. She highlighted to the Board that the consent from Nationwide and RBS is based on current loan agreements but that negotiations with Barclays has resulted in two changes to the current loan agreements; we are now required to carry out a valuation of our stock secured to Barclays every 3 years instead of 5 years and there has been an increase in asset cover. The Director of Finance explained that the other lenders require a valuation every 3 years so this brings Barclays in line with this. She also advised that there is significant headroom in respect of the stock secured to Barclays therefore the increase in asset cover is not an issue.

The Director of Corporate Services asked the Board to approve the lender consent letters and extract minutes and agree to delegate the signing of these documents to her as Company Secretary.

The Board approved the lender consent letters and minute extracts for Barclays, Nationwide and RBS and agree that the Company Secretary will sign these documents on behalf of the Board.

Approved

The Director of Corporate Services provided the Board with an overview of the next steps after the 2nd CXHA SGM and the requirements of the Financial Conduct Authority. She presented the completed form to the Board and asked the Board to approve the form to be submitted to the Financial Conduct Authority following the 2nd SGM. The Board approved the completed form. She advised the Board that she as Company Secretary will sign the form tomorrow in the presence of our solicitors.

Approved

She went on to provide the Board with an update in respect of OSCR consent, customer engagement and outlined the outstanding risks to the transfer highlight, the risks are in relation to the transfer timescales slipping now rather the transfer not going ahead. She provided an update on actions being put in place to mitigate these risks to ensure that the transfer goes live on the 1st August 2022.

The Vice Chair and Nick Farrell thanked the CMT for their work in delivering this transfer and for keeping to the initial project plan timescales.

5. Board Annual Review Report

The Director of Corporate Services provided the Board with an overview of the recent annual reviews. She advised the Board of the

<p>reviews that had taken place and those that were outstanding and explained that these would be carried out in the next month or so.</p> <p>She provided an outline of the key themes and identified improvement actions some of which had already been actioned by the Board following discussions at the Board meeting in April.</p> <p>She highlighted the issues in respect of attendance at Board training and completion of e-learning modules. The Board discussed the various issues relating to training and the following was agreed:</p> <ul style="list-style-type: none"> • The Training Programme would come back to the August Board meeting with dates for each training so that Board members were getting plenty of notice • Board training will be held in the evenings • We will work with other local housing associations as we did before covid and share training where possible • Board training will be hybrid so that those who wish to attend face to face can attend in person but Board members can also join online <p>Ken and Michael noted that the list of Sub Committee members needed to be updated in Appendix 3.</p> <p>Nick Farrell highlighted that Board members need to take responsibility in respect of ensuring that they attend any relevant training.</p> <p>The Director of Corporate Services will provide an update and a proposed training programme at the August Board meeting.</p>	<p>Action</p> <p>Action</p>
<p>6. Review of Financial Regulations</p> <p>The Director of Finance presented the Board with the reviewed Financial Regulations. She advised that these are reviewed on an annual basis and that this year there are no significant changes to be made. The changes proposed are in respect of changes to staff and authority levels.</p> <p>The Board approved the revised Financial Regulations.</p>	<p>Approved</p>
<p>7. Loan Portfolio Return</p> <p>The Director of Finance presented the loan portfolio return to the Board for approval.</p> <p>Nick Farrell asked about the ratio of variable and fixed rate loans and queried why it is this ratio and queried if we should be moving our variable loads to fixed rates in the current climate. The Director of Finance explained that this is in line the parameters set in our Treasury Management Policy. She advised the Treasury Management advisors have advised against moving variable rate loans to fixed rates and as the deals for fixed rate are not good just now. She also</p>	

<p>advised that there are early termination fees to pay when you move from variable to fixed rate which can be significant and would outweigh any financial benefit of moving to a fixed rate. She advised the Board that we would like at this first further at the July Board meeting when we discuss the re-financing and that our Treasury Management Advisors will be at the meeting to advise the Board.</p> <p>The Board approved the loan portfolio return and agreed to delegate submission of the return to the SHR to the Director of Finance.</p>	Approved
<p>8. Review of Allocations Policy</p> <p>The Director of Housing & Community Services presented the review of the Allocations Policy. He advised that the key change in the policy was a move from a points system to a banding system. He explained to the Board how this would work in practice and advised that it would be more straightforward for applicants as well as internally in respect of processing applications.</p> <p>He provided an outline of the feedback from the consultation with tenants and applicants in respect of the changed and detailed the minor policy amendments that would be made following this feedback.</p> <p>He highlighted to the Board that he was seeking approval of the new policy but that implementation on the 1st August 2022 is dependent on the changes to CX being put in place by then.</p> <p>Ann Reid queried the statement on page 8 of the policy in respect of amenity housing and queried how low in age would we go in respect of allocating amenity housing. The Director of Housing & Community Services advised that there is no age limit and this wording was agreed with our solicitors previously when looking at the policy to ensure it is line with the Equalities Act 2010. Allocations would depend on individual need therefore a tenant could be younger than 55 years old. He advised that we cant be more specific about age in our policy as it would be against our legal advice.</p> <p>Irene McFarlane queried if applicants held in band by waiting time. The Director of Housing & Community Services confirmed that they would be.</p> <p>The Chief Executive advised the Board that both he and the Director of Housing & Community Services have significant experience in other organisations of working successfully with a banding system to provide the Board with some further assurance on this.</p> <p>The Board approved the changes to the Allocations Policy.</p>	Approved

<p>9. Willowacre Trust Business Plan</p> <p>The Director of Housing & Community Services presented the Willowacre Trust Business Plan to the Board. He advised the Board that it has been approved by the Willowacre Trust Board but requires final approval from the WSHA Board as the parent.</p> <p>He went through each of the sections of the business plan and provided an outline of each to the Board.</p> <p>Michael Sozansky queried why the financial risk was red and was this a concern. The Director of Housing & Community Services advised many of Willowacre Trust services rely on external funding which is usually short term which results in managing their financial position being a challenge. The Director of Corporate Services advised the Board that Willowacre Trust Board reviews their risk register on a quarterly basis and that the Audit Committee also reviews WT risk register on a quarterly basis to ensure this risk and other strategic risks are being managed.</p> <p>Nick Farrell queried if Willowacre Trust’s successful track record makes it easier to obtain funding. The Director of Housing & Community Services confirmed it does make a difference particularly in relation to repeat funding.</p> <p>The Chief Executive advised the Board that many of the staff posts within Willowacre Trust are tied to particular funding streams therefore if we were to lose that funding and not be able secure funding we would manage the situation in respect of the post.</p> <p>The Board approved the Willowacre Trust Business Plan.</p>	<p>Approved</p>
<p>10. Board Briefing</p> <p>The Chief Executive presented the Board Briefing and highlighted two items for approval.</p> <p>He presented the Business Plan process for the year ahead for approval. The Board approved the process.</p> <p>He presented some minor changes to the Anti Money Laundering Policy for approval following a scheduled review. The Board approved the changes to the policy.</p> <p>He highlighted to the Board that we would be arranged a stock tour in August and will advise the Board of the date so any Board members who wish to attend can come along. Ann Reid suggested that TAG members were also invited. This was agreed.</p>	<p>Approved</p> <p>Approved</p>

<p>11. Complaints Annual Report The Complaints Annual Report was presented to the Board for noting. Irene McFarlane queried the % of complaints in respect of staff and asked how this compares to previous years. The Director of Corporate Services advised that she would find out this information and communicate it to the Board.</p>	Action
<p>12. Staff Engagement Survey Results The Staff Engagement Survey Results were presented to the Board for noting. Kenneth Fee had previously advised that lower staff engagement results appeared to be happening just now with many employers and is potentially symptomatic of how people are feeling post pandemic. The Director of Corporate Services advised that any areas of improvement would be incorporated into our HR & Culture Strategy.</p>	
<p>13. Annual Learning & Development Report The Annual Learning & Development Report was presented to the Board for noting.</p>	
<p>14. DISC Annual Report The DISC Annual Report was presented to the Board for noting.</p>	
<p>15. Resolutions The Board noted the resolution in respect of the disposal of sharing ownership property. The sharing owner has increased their share to 100%.</p>	
<p>16. Notifiable Events The Director of Corporate Services provided an update in respect of Notifiable Events. The Chief Executive advised that we continue to keep the SHR updated in respect of the situation with the Overtown St. The Board noted the report.</p>	
<p>17. AOCB Derek McGowan queried if the Association has been approached by local authorities in respect of housing Ukranian refugees and have we offered any properties to Ukranian refugees. The Director of Housing & Community Services confirmed that we have been approached by both Glasgow and South Lanarkshire and advised both we are willing to help but have had no further detail. It was agreed that the Director of Housing & Community Services would approach the other local authorities regarding this to see if they also have a request for help in respect of this. It was agreed that an update will come to the Board in the August Board brief.</p>	Action
<p>18. Review of Meeting The Board reviewed the meeting and agreed that the meeting had gone well.</p>	
<p>Date of Next Meeting – 27th July 2022</p>	