

**West of Scotland Housing Association
Minutes of the Board Meeting
Hybrid Meeting via Microsoft Teams and Camlachie Boardroom
Wednesday 29th March 2023**

<p>Present: Kelly Adams (Chair), Elaine Davidson, Ann Reid, Michael Sozansky, Ruth Simpson, Nick Farrell, Paul MacNeil, Alison Calder, George Kpodo</p> <p>In Attendance: Brian Gannon (CEO), Jennifer Cairns (Director of Corporate Services), Donna Paton (Director of Finance), Robert Campbell (Director of Housing & Community Services), Andrew Kubski (Director of Development & Asset Management)</p> <p>Apologies: Kenneth Fee, Paul McCandlish</p>	
<p>Disclosure of Interests There were none.</p>	
<p>1. Minutes of the Previous Meeting The minutes of the previous meeting were approved as a true and accurate record. They were proposed by Ruth Simpson and seconded by Ann Reid.</p>	Approved
<p>2. Matters Arising An update was provided on actions from previous meeting.</p>	Noted
<p>3. Scrutiny Report – Customer Care The Director of Corporate Services gave an update on the Scrutiny Group. She advised that the group was reconvened in April 2022 and two additional members joined the group. Refresher training has also been provided. She advised that the group has completed a review of performance against the Association’s Customer Care Standards and provided the Board with an overview of this review.</p> <p>She advised that the group will also look at how the Association manages estates and how information about this is shared with tenants. The group will also look at how the Association manages dampness and mould within their homes, in particular in respect of educating tenants and raising awareness.</p> <p>Elaine Davidson asked if there had been more repair requests from tenants with regard to dampness and mould. The Director of Development & Asset Management advised that they had dealt with more enquiries but no major issues had been raised.</p> <p>The Board noted the contents of the Scrutiny Report.</p>	Noted

<p>4. Governance Document Reviews</p> <p>The Director of Corporate Services advised that we have a review schedule in place to ensure that we review our governance documents every three years.</p> <p><u>Annual Review Form & Guidance</u></p> <p>The Director of Corporate Services advised that this form has been updated to reflect our new values. Additional discussion points on board member attendance and training have been added to the form. The guidance now outlines the purposes of the annual review process and how it links with our Rules.</p> <p>Alison Calder asked about getting a buddy when first on the Board as this would have been helpful. Paul MacNeil advised that he would be Alison’s buddy.</p> <p><u>Board Recruitment Policy</u></p> <p>The Director of Corporate Services advised that the Board Recruitment Policy has been amended to ensure that it fully reflects our approach.</p> <p><u>Board Induction Policy</u></p> <p>The Director of Corporate Services advised that the Board Induction Policy has been updated to reflect what we do.</p> <p><u>Shareholding Membership Policy</u></p> <p>The Director of Corporate Services advised that this policy has been amended to advise members that if they do not attend or submit apologies for five consecutive AGMs they will be removed from the membership register.</p> <p>Kelly Adams asked if new Board members still meet with the CEO and Chair. It was confirmed that new Board members do meet with CEO but have not met with the Chair recently. It was agreed that this would be put in place from now on.</p> <p>The Board noted the contents of the report and approved the changes to the above documents.</p>	<p>Noted & Approved</p>
<p>5. Equalities & Human Rights Strategy</p> <p>The Director of Corporate Services gave a background to the Equalities & Human Rights Strategy. She advised that the outline of this strategy was submitted to the Board in October 2022. The main purpose of this strategy is to reflect our commitment to Equalities & Human Rights and to outline our strategy going forward. An action plan is currently being prepared to implement the strategy. This will be monitored by the CMT and presented to the Board on an annual basis to show the progress on the strategy.</p>	

The Director of Housing & Community Services advised that following an audit on equalities and human rights it was recommended that more regular reporting be carried out on this and that the Board should be provided with an annual report. The Board agreed to this.

Michael Sozansky pointed out that there were a couple of typing errors under section 2.4 of the report:-

62% of our lead tenants should read 62% of..

57% of our lead tenants should be 57% of our lead applicants

The Board approved the Equalities & Human Rights Strategy.

Approved

6. KPI Target Setting 2023/24

The CEO advised the Board that the Association has to collect and report on our performance to the Regulator. He advised that this paper sets out the work that has been undertaken to finalise our targets for the year. He also advised that these targets were discussed at the Team Performance Review sessions and approved by the CMT before being presented to the Board.

Michael Sozansky asked if the figure of 12% for staff turnover for the year was overly ambitious. The Director of Corporate Services advised that this matter had been discussed in detail and how the figure had been calculated and felt it was achievable.

Michael Sozansky also asked when a fixed term contract ends if this is counted as turnover. The Director of Corporate Services advised that we have to report any staff who leave for whatever reason.

Nick Farrell asked why factored owners appear to be less satisfied than tenants. The CEO advised that the factored owners levels of satisfaction are always lower for RSLs than for tenants as they do not receive the same wide ranging services as tenants do and that their focus is largely to do with the bills they have to pay.

Elaine Davidson asked for clarification on the Former Tenant Arrears target. The Director of Housing & Community Support Services explained that former tenant debt has reduced and therefore the percentage of arrears written off against overall debt reflects a higher percentage due to improved performance. As an example, current performance on write offs is sitting at 60% hence the reason for a 58% target. The Director of Housing & Community Support Services again confirmed that the target reflects improved performance rather than an acceptance of higher write off levels.

The Board approved the Key Performance Indicator Targets for 2023/2024.

Approved

<p>7. Arrears & Credits Write Off Report – Q3 & Q4 2023 The Director of Housing & Community Support Services advised that this report details the write-offs of former tenants' arrears in line with the Association's policy. This report covers the period from 1 October 2022 – 31 March 2023.</p> <p>He advised that there were a lot of CCHA former tenant arrears that had not been tackled but that these were being worked on.</p> <p>The Board approved the write off of eight former tenant arrears where the arrears exceed £2,000 to a total value of £20,777.45. The Board also noted the other write offs in the report.</p>	<p>Approved & Noted</p>
<p>8. Financial Regulations Policy Review The Director of Finance advised the Board that this is a revision of the current Financial Regulations Policy. She advised that changes have been made with regard to the approval levels and also to incorporate recommendations from the recent audit for staff expenses, petty cash and the use of credit cards.</p> <p>The Board approved the revised Financial Regulations Policy.</p>	<p>Approved</p>
<p>9. Annual Data Protection Report The Director of Corporate Services advised that following last years audit one of the recommendations was to report to the Board on an annual basis in relation to data management. This report outlines the number of data breaches, subject access requests and FOI requests over the year.</p> <p>She also advised that the Data Protection Handbook had been updated following a review from Information Law Solutions.</p> <p>Paul MacNeil complimented the staff on the amount of work that had gone into the preparation of the Data Protection Handbook.</p> <p>The Chair advised that it would be useful to compare the number of FOIs with other RSLs. It was agreed that we should check with the ICO and this information would be put in the Board briefing next month.</p> <p>The Board noted the contents of the report and approved the Revised Data Protection Handbook.</p>	<p>Action</p> <p>Noted & Approved</p>
<p>10. Board Brief The Board noted the changes to the Equalities & Human Rights Policy and also approved the amendment to the audit recommendation on reporting equalities data annually rather than quarterly.</p> <p>The CEO advised that we had had some interest from other stakeholders about our Tenant Assistance Programme.</p>	<p>Noted & Approved</p>

<p>Kelly Adams advised that she would be part of the SLWG on the preparation for assurance statement and asked for other Board members to volunteer, noting all sessions were online.</p> <p>The Board noted the rest of this report.</p>	
<p>11. Audit Committee Annual Report The Director of Corporate Services outlined the activities of the Audit Committee over the last year.</p> <p>Kelly Adams reminded those members of the Audit Sub that it is important that they attend meetings to ensure that they are quorate.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>12. Communications Strategy Update The Director of Corporate Services gave an update on the communications strategy and the work that has been carried out in the past year.</p> <p>The Board agreed that we should take every opportunity with tenant engagement to sign tenants up to our customer app.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>13. In Year Loan Portfolio Update The Director of Finance advised that since the last return a further £1m was drawn down from Facility D in December 2022 to fund the ongoing development and that two Nationwide Loans which had been inherited from CCHA were repaid on 28 February 2023 totalling £496,089.06.</p> <p>The Board noted the updates to the loan portfolio.</p>	Noted
<p>14. Refinancing Update The Director of Finance advised that we were now fully signed up with RBS for the refinancing of our loans and that we are now compliant with the covenants.</p> <p>She advised that we are looking to fix the £30m loan with RBS from 1/6/23 for a 10 year period. We should know by 4 April what the interest rate will be.</p> <p>The Director of Finance also confirmed that the Revolving Credit Facility for £25m can be drawn down over a 5 year period rather than two years as noted previously and that would result in an interest saving.</p> <p>A revised 30 year financial plan will be presented to the April Board meeting which will reflect the fixed interest rate.</p>	Action

The Board noted the progress with the refinancing exercise and also agreed to a revised 30 year financial plan being presented at the April meeting.	
15. Resolutions The Board noted this report.	Noted
16. Notifiable Events The Board noted this report.	Noted
17. Group Information The Board noted the following minutes:- <ul style="list-style-type: none"> • Audit Sub-Committee on 8/2/23 • Willowacre Trust on 21/2/23 • Development & Investment Sub-Committee on 24/2/23 • Tenant Advisory Group on 23/2/23 	Noted
AOCB Michel Sozansky advised that himself and Elaine Davidson had recently attended the SHARE Conference. He said that it had been a worthwhile Conference and thanked the Board for letting him go. He provided the Board with an overview of the conference. The CEO advised that Zarina Shafiq, who is a member of the Woodlands & Garnethill Residents Association had expressed an interest in attending the Board meeting in April as an observer with a view to becoming a member of the Board.	
Review of Meeting The Board agreed that it had been a good meeting The meeting closed at 7.15 pm.	
Date of next meeting - Wednesday 26th April 2023	