

Held at:

Board meeting

Edinburgh Training & Conference Venue
16 St Mary's Street,
Edinburgh EH1 1SU
And
Zoom video conference

Minutes of the meeting of the Board
at 5:30pm on **29th June 2021**

Board Members

Mr I Thompson (Chair)	Ms K Kennedy (via Zoom)	Ms P Russell
Mr T Roehricht	Mrs C Lumsden	Mr J Clyne
Mrs C Jardine (via Zoom)	Mr D McIntosh	

Attending

Jean Gray, Chief Executive Officer (CEO)	Esther Wilson, Director of Housing and Support (DHS)
Howard Vaughan, Director of Finance and Assets (DFA)	Ann Wood, Director of Care (DC)
	Bianca Culbert, Corporate Support Administrator (Minute)

Apologies received

Helen McMorran, Director of Business Support (DBS)	Mr John Muir
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Minutes

Item	Subject	Action	Due Date
00	Welcome		
a	There being a quorum present, the Chair welcomed all and opened the meeting.		
b	Apologies were received from Helen McMorran, Director of Business Support (DBS), and John Muir (JM). Technical difficulties prevented JM from accessing Zoom, but he provided a few comments to the CEO during a telephone conversation prior to the meeting.		
c	No declarations of interest were made, or conflicts of interest noted.		
01a	Minute of previous meetings (25.05.2021)		
a	The minutes of the previous meeting were reviewed and approved as an accurate record.		
b	The minutes of the private meeting of the Board, also on 25.05.21, were also reviewed and approved as an accurate record.		
c	There were no queries regarding either minute.		
01b	Matters arising and outstanding actions		
a	Matters and actions arising from the previous minutes were discussed and key updates provided as follows:		
b	Action 106 – RAC meeting scheduled for 20 July 2021.		

Item	Subject	Action	Due Date
c	Action 107 - average number of voids to be presented to Financial Resilience SLWG as of next meeting.		
d	Action 108 – The DFA has reviewed the figures for non-emergency repairs and is satisfied with their validity. In many cases non-emergency repairs were treated as emergencies by our contractors, given the demographic of our client group. Consequently the response rates remained broadly comparable with last year’s figures.		
e	All other outstanding actions were considered to be closed.		
f	There were no matters arising not on the agenda or not included in the outstanding actions log.		
02	Operational Governance Action Plan (OGAP)		
a	The Operational Governance Short Life Working Group last met on 2 June 2021 and will meet again 30 June 2021.		
b	It was proposed to change the layout of the OGAP to better show where due dates for actions were revised, and display action status based on revised, rather than original, due dates.		
c	The group suggests a target for variations of 20% initially. Going forward, it was proposed to report variations for contractors using NHF rates separately from contractors on other rates.		
d	The group praised the Assurance Evidence Tracker and acknowledged the progress made with this.		
e	The group considered whether it would be worthwhile rolling out Deep Dives to RAC and Board meetings – already introduced to Operations Committee.		
f	The CEO has circulated legal advice in relation to the Bribery Act. After robust analysis of evidence, discussion with the CEO and asking further questions, Anderson Strathern are satisfied that there is nothing for us to report regarding the Bribery Act 2010.		
g	The validation exercise was originally commissioned to review the Assurance Statement and Annual Review of the Charter. We received two tender submissions, although one organisation subsequently withdrew. After carefully considering the remaining proposal from Indigo House in terms of scope and cost (>£20K), Indigo House were asked to remove the ARC validation and focus only on the Assurance Statement for now. The Exec team felt there were still lessons to take forward from the most recent ARC review and it would be beneficial to discuss this internally before considering a further validation. After assessing the new proposal jointly with CJ and following receipt of an excellent reference, the CEO is satisfied that we can award the contract to Indigo House, which was agreed by the Board.	CEO	30.6.2021
h	Work would be expected to start in July and to be completed by the end of October. The brief outlining the output was previously agreed by the OGAP SLWG and circulated to the Board. The proposal is to review our evidence in relation to regulatory standards and financial frameworks and to ensure we have all evidence in place to assure the Board that we are compliant.		
i	DM asked if removing the ARC element will limit their ability to work to this scope. The CEO confirmed that the ARC report will still be considered in the		

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	<p>desk top review but that the focus will be on the requirements of the Assurance Statement and compliance.</p> <p>Initially keen to include the ARC review, CJ confirmed that she was comfortable deferring this, while stressing the need to complete this in Quarter 4.</p>		
j	<p>CJ has attended a webinar from the SHR on the Assurance Statement yesterday and noted that this may require a lot of additional work to meet regulatory requirements. Some of this work could be undertaken by a consultant, the CEO agreed to discuss this at the pre-start meeting.</p>		
k	<p>The Regulator can at any point choose to undertake a validation exercise in the organisation relating to our ARC submission. The CEO plans an internal review of our ARC data in order to address the issues we had this year. Internal audits to our Assets and Allocation functions are scheduled for August– a week for each.</p>		
l	<p>TR raised that actions G.4.2 and G.5.1 (training) on the OGAP are considered high priority, with start date February, but the action plan suggests that those have not started yet. The CEO advised that training has been brought in line with other training, so due dates for those two actions were changed to August after the action plan was submitted to the Board. This would be amended in the updated OGAP.</p> <p>TR confirmed that he was satisfied with this.</p>		
m	<p>The Chair asked how people felt about introducing Deep Dives to RAC and Board meetings.</p> <p>The Operations Committee already has a “rolling menu” of Deep Dives for the rest of the year. While considered beneficial in terms of improving understanding and decision-making, it was agreed by all that Deep Dives are also very time consuming in terms of both preparation and time spent at meetings.</p> <p>PR suggested introducing Deep Dives for all meetings but reducing the number of them.</p> <p>CJ raised that Deep Dives may not be relevant for all and should not therefore be introduced as a blanket approach. Any particular issues are usually addressed through internal audits and short life working groups. Deep Dives for subcommittees can continue to be considered as necessary, and additional Board Members can be invited to join if they were interested in a particular topic. Minutes of all committee meetings are available to all Board Members. This approach was agreed by all.</p> <p>The Board decided unanimously that Deep Dives should continue for the Operations Committee only, with invitations to relevant meetings to be extended to other Board Members.</p> <p>A programme for Deep Dives, set with risk management in mind, could be aligned with the expectations of the internal audit plan.</p>		
n	<p>The Board approved the proposal to improve the presentation of revised due dates and status for actions in the OGAP, and for the CEO to send an updated OGAP, reflecting legal advice on the Bribery Act and amended target dates, to the Regulator.</p>	CEO, DBS	
3	Finance – FYFP/TYFP/May 2021 Management Accounts		
a	<p>The 5-Year Financial Plan (FYFP) and Loan Portfolio Annual Return require to be submitted to the Regulator tomorrow. The Financial Resilience SLWG met</p>		

Item	Subject	Action	Due Date
	on 24 June 2021 to consider those. This meeting was open to attend for all Board Members.		
b	The DFA, who had not attended the meeting, has considered the minutes which did not suggest any real concerns about the FYFP, although there were some queries about stress-testing and capital expenditure. TR confirmed that theory was discussed, but changes were not suggested, and people were happy for the paper to be submitted as it was.		
c	The 30-Year Financial Plan (TYFP) was noted to be more relevant for developing organisations which, at the moment, we are not. The model can be adjusted in future as required.		
d	The Board approved for the FYFP to be submitted to the Regulator tonight or tomorrow.	DFA	30.6.2021
e	The Board also approved the TYFP. Although this is not required by the Regulator at this point in time, they may ask us to provide this in future.		
f	The Board approved the Loan Portfolio Annual Return for submission to the Regulator. We currently only have the one loan, with CAF Bank with security provided against only one of our housing complexes so significant security headroom for any future borrowing if required.	DFA	30.6.2021
g	The Board approved the Management Accounts to 31 May 2021. Our financial position will be covered in more detail by the Financial Resilience SLWG in July. We have in May and June 2021 received a further £733K in sustainability funding, which represents all claims up to 31.3.2021.		
h	The minutes of the Financial Resilience SLWG Meeting on 24 th June 2021 were signed in error. The signature will be removed until such time that this minute is formally approved at the next SLWG Meeting.	BC	30.6.2021
4	Board Away Day Report and Actions		
a	JM has asked the CEO to relay to the Board that he considered the Away Days a good session between Board and Exec. JM felt the report from the CEO covered the discussions well and was happy with all actions as noted in the report.		
b	The CEO will transfer the actions into an action plan and provide for quarterly updates and review through Board Agendas – likely November with budget discussion and February with consideration of final budget.	CEO	02.11.2021
c	The development of a Finance Strategy will include considerations covering financial hurdles, decision making criteria, etc.		
d	Resource requirements will be reviewed at monthly strategy meetings, and any slippage of actions will be reported to the Board. Some of the work may be undertaken by consultants.		
e	The Board formally approved actions arising from the Away Day and timescales as presented in the CEO report.		
f	The Board formally approved the rejection of the proposal we received from a developer in City Park on the basis that this would not currently fit in with our strategic planning and current future priorities linked to our Away Day.	CEO	
5	CEO Update Report		

Item	Subject	Action	Due Date
a	We are currently carrying 7 vacancies in our care homes. A member of staff in one of our care homes has tested positive for Covid last week. All residents tested negative and will be tested again on Friday.		
b	The Housing Team is progressing with the reopening of communal lounges in line with our peers.		
c	We continue to consider voids on an ongoing basis and are still keeping up with terminations.		
d	Staff sickness remains a concern. Several people suffer from long Covid, stress, or are isolating with children, with annual leave adding to the pressure.		
e	We do not currently have a Value for Money Policy, so the CEO suggested a Value for Money Statement for the interim, until we have implemented a policy.		
f	TR suggested adding an Affordability Statement. Our Rent and Service Charge Policy includes reference to affordability and how we measure that. The Rent and Service Charge Policy is due to be reviewed by the Operations Committee in August.		
g	<p>Energy Efficiency (EESH) and climate change continue to be high on the Government's and other agendas.</p> <p>A Deep Dive took place at the Operations Committee, and it was suggested that a further report is provided at the end of the year.</p> <p>CL asked if we are comfortable with the work and scanning we are currently undertaking in terms of addressing energy efficiency and climate change, which the CEO confirmed. Colin Dumba, Energy Project Lead continues to focus on horizon scanning and synthesising information from different sources. We may need to discuss the future of this non-permanent post. We may also place a bit more emphasis on carbon emissions in our upcoming stock condition survey.</p> <p>More funding may become available from the Government and other sources in future. KK's advised that Changeworks and Warmworks have just launched a partnership with the SHFA to provide advice and information to RLSs</p>		
06	<p>Governance Report</p> <p>- Board Assessment Summary & Results</p>		
a	An additional Board Meeting was agreed for Tuesday 7 th September 12pm to specifically discuss the Housing Support Service Redesign in terms of options to put forward for consultation with tenants – 90 minutes, with an option for virtual attendance and apologies from PR.	BC	30.6.2021
b	An additional RAC meeting has been arranged for 12 August to discuss the internal audit and end of year accounts – internal and external auditors attending.		
c	The Board unanimously approved the application of Mr Jack Clyne to become a shareholder with Viewpoint Housing Association Ltd.		
d	The Chair has shared the results from the Board Self-Assessment which he noted to be very encouraging. Most results have improved since last year, although people were noted to be shaken by the allegation of bribery. CJ		

Item	Subject	Action	Due Date
08	Ogilvie Update (verbal)		
a	Item 8 is a confidential matter subject to a private minute.		
09	Write-off Report		
a	The DHS proposes for 12 cases of debt of the total value of £8,561.22 to be written off for reasons outlined in report.		
b	PR noted that this figure was lower than usual and commented positively on the fact that this did not include any debt from current tenants. The DHS confirmed that this was likely due to the recent work undertaken around arrears.		
c	At £5,706.83, one position was significantly higher than others, and JC queried how this debt could have risen to this level. The DHS would have to look further into the specifics of the case, if required. The tenant has passed away, and, for example, we may already have initiated Court action in relation to these arrears.		
d	DM suggested that we should be aware of any large sums outstanding. The DHS confirmed that write-offs are provided for in our budget. Arrears performance has been improving consistently, and the DHS is confident that we have robust processes in place to allow for those improvements to continue.		
d	The Board approved the total write-off figure of £8,561.22.		
10	Any Other Competent Business		
a	JC asked if we are aware of the response rate in relation to the recent Housing Support Survey. The DHS expect an update from the consultancy later this week but confirmed that the response rate was good and in line with expectations.		
b	No other competent business was raised.		
11	Date of next meeting		
a	The next meeting will take place on 17 th August 2021 at 5.30pm at the Edinburgh Training & Conference Venue and via Zoom or WebEx.		

The meeting closed at 7:05pm.

Approval of the minutes

Signed as a true record of the meeting, following the approval of the draft minutes by a meeting of the Board.

Signed:

Date:
16.9.2021

Iain Thompson, Chair