

**West of Scotland Housing Association
Public Baord Minutes of the Board Meeting
Hybrid Meeting
Wednesday 25th August 2021**

<p>Present: Kelly Adams (Chair), Ruth Simpson, Elaine Davidson, Nick Farrell, John Muir, George Kpodo, Irene McFarlane, Ann Reid, Christine Musasa and Paul MacNeil</p> <p>In Attendance: Brian Gannon, Chief Executive, Donna Patton, Director of Finance, Jennifer Cairns, Director of Corporate Services; Andrew Kubski, Director of Development & Asset Management; Robert Campbell, Director of Housing & Community Services; Sandy Hunter (observer); Marc Sloan (observer); Ian Wightman (observer); Kenneth Fee (observer); Michael Sozansky (observer)</p> <p>Apologies: John Muir, Derek McGowan</p>	
<p>Disclosure of Interests Ruth Simpson declared an interest in respect of the AGM report as the Board are required to make a decision in relation to her effectiveness in terms of the 9 year Rule. Ruth will leave the meeting before the Board discuss this paper.</p>	
<p>1. Approval of the minutes The minutes from the meeting held on 24th June 2021 were approved by Ruth Simpson and Elaine Davidson</p>	Approved
<p>2. Matters Arising The Board noted the update on actions from the previous meeting and it was noted that Derek McGowan still needs to follow up with the Chief Executive and Finance Manager in relation to the Efficiencies Plan.</p>	
<p>3. Annual Accounts 2020/21 The Director of Finance presented the Annual Accounts for 2020/21. She advised the Board that the Audit Committee took place on the 18th August 2021 and it was attended by the external auditors who discussed the accounts and audit with the Audit Committee. The Director of Finance advised the Board that the Audit Committee are recommending approval of the annual accounts.</p> <p>Kelly Adams confirmed that she had reviewed the accounts and only had minor changes to be made. She also advised the Board that the Audit Committee met with the external auditors without staff present and the auditors had no concerns to raise.</p> <p>Elaine Davidson advised that she is noted as being on DISC in the accounts when it should be Audit Committee. The Director of Finance will arrange for this to be changed.</p>	Action

<p>Irene McFarlane stated she was pleased to see such a good audit report from the new auditors.</p> <p>Nick Farrell queried the pension assumptions and confirmed that this was an accounting requirement and had no cash impact. The Director of Finance confirmed that this was the case.</p> <p>The Board approved the Annual Accounts for 2020/21.</p>	Approved
<p>4. Draft Charter Report</p> <p>The Director of Corporate Services presented the draft Charter Report. She outlined the Regulatory Requirements in terms of the charter report and explained how the report complies with these requirements.</p> <p>Christine Musasa commented that the report looked good and was easy to follow. She said it was good that it could be accessed in an online format and was also being sent to tenants who were not online, she said that this very inclusive.</p> <p>Paul McNeil commented that the report looked fantastic.</p> <p>The Board approved the draft Charter Report.</p>	Approved
<p>5. Treasury Management Report</p> <p>The Director of Finance presented the Treasury Management Report to the Board. She provided an overview of the main points of the report and emphasised the importance of all Board members understanding these points in the report in order to carry out their role as Board members.</p> <p>She highlighted the increase in fixed rate loans and reduction in variable rate loads. She advised that this is to reduce risk and falls in line with our Treasury Management Policy.</p> <p>She provided an update on funding and advised that we had recently had all secured and unsecured stock re-valued in order to develop a funding plan for the Development programme.</p> <p>She also gave the Board an update in terms of the RBS situation and covenant in relation to planned maintenance.</p> <p>Kelly Adams re-iterated the importance of all Board members understanding the key points being discussed in the report.</p> <p>Irene McFarlane queried if the Treasury Advisors would come to a Board meeting to discuss the next stage in respect of funding. The Director of Finance confirmed that they would.</p>	

Nick Farrell asked when the valuation exercise would be completed and queried on what basis was stock valued. The Director of Corporate Services advised that it had been completed and that the results are currently being reviewed. The Director of Development & asset management confirmed valuations were on an Existing Use Basis.

The Director of Finance advised that there had been an overall increase in asset value as expected.

Irene McFarlane advised that her housing association had recently had a valuation exercise carried out for insurance purposes could these exercises be combined as they are both costly.

The Director of Development & Asset Management advised that they were two separate exercises and were valued on a different basis and that it was also a different set of expertise that was required.

The Board noted the Treasury Management Report.

6. Proposals on Hybrid Working/Service Delivery

The Chief Executive presented the proposals relating to hybrid working and service delivery. He outlined the results of the tenant and staff consultations and the final proposals that were being made following the consultations. He advised the Board that new working arrangements would be a 6 month pilot and outlined the Key Performance Indicators that would be put in place to monitor how successful the new working arrangements.

The Director of Corporate Services detailed the policy changes that were required to implement the new working arrangements and provided an overview of the draft Hybrid Working Policy. She also advised the Board of the contractual implications in respect of any future permanent working arrangements. She then confirmed that Unite had been made aware of the proposals and were supportive of them.

Paul MacNeil asked how the Board would be kept up to date on how successful the arrangements were. The Director of Corporate Services advised that we will report to the Board on the KPIs detailed in the report as part of the quarterly performance reporting.

Irene McFarlane stated that she thought the new arrangements were innovative and as Chair of the Staffing Sub Committee she was very pleased with the work and effort that had gone into consulting with staff and tenants. She explained that she thought that appraisals and performance management will be developed further to focus on measuring key outputs.

Irene McFarlane said that she thought WSHA were being trail blazers in the sector and it was a good approach to be doing as a pilot to allow us to focus on and measure the impact.

Elaine Davidson asked if there were any cost implications. The Chief Executive replied that there were no new cost implications as we have had to ensure all staff are set up for homeworking for the past 18 months. Elaine asked if there were insurance implications. The Director of Corporate Services advised that the insurers have been informed and we have put in place everything they would require and that there are no additional costs.

Ruth Simpson stated that she agrees with Irene and that it is an innovative approach and that she had recently spoken to another RSL where all staff are back working in the office which seems to be a waste of an opportunity particularly in relation to reducing their carbon footprint. She went on to say the fact that the arrangements also ensure a better work life balance for staff and she is proud that WSHA are doing this.

Kelly Adams asked how the KPIs would be measured and would this become part of customer satisfaction surveys. The Director of Corporate Services advised that the monthly satisfaction surveys would be adapted to measure the new working arrangements and the impact of these on customer satisfaction.

Nick Farrell stated that he was glad that it was trial as it appeared to be a lot changes at the same time. He said he appreciated that measures would be out in place to ensure tenants are happy but are the CMT able to run the business the way they want to run it with these working arrangements and would it not be better to have all staff in the office.

The Chief Executive explained that service delivery will always be the focus and the priority and staff were very clear about this. He went on to say that over the last year, we have all been working from home and we have managed to improve performance in key areas and also achieve our key business objectives. Therefore he is confident that we can improve performance further with the new working arrangements and in particular the re-introduction of home visits which has impacted customer satisfaction.

Michael Sozansky advised that many public sector organisations are moving to this way of working and will be the way of working for the future so it is good that WSHA is doing it now.

The Board approved the following the new hybrid working arrangements and policy and changes to service delivery. The Board also approved the opening of the office to the public from 1st September 2021.

<p>7. Procurement of Kitchen and Bathroom Contract</p> <p>The Director of Development and Asset Management apologised that the report relating to this contract had not been sent to the Board in advance. He advised that this was due to the tight timescales in respect of tender submissions and time for evaluation before the Board meeting.</p> <p>He advised the Board that two tender submissions had been received for this contract and following evaluations of the tender; L&D Plumbing & Tiling Services were the preferred contractor. He advised that it was a smaller family company but it had met the financial threshold required in relation to annual turnover.</p> <p>Kelly Adams asked if we were sure that the contractor had capacity to deliver the contract. The Director of Development & Asset Management explained that all due diligence had been carried out and that we were confident that the company had the capacity.</p> <p>Irene McFarlane asked if the contractor would be using sub contractors. The Director of Development and Asset Management confirmed work would not be subcontracted.</p> <p>The Chief Executive queried if the price was in line with budget expectations. The Director of Development and Asset Management confirmed that the price was in line with what we are currently paying.</p> <p>It was agreed that the contract would be approved pending circulation of the paper to allow the Board to see the full details and evaluation scoring. It was agreed that the paper would be circulated by email following the meeting.</p>	<p>Action</p>
<p>8. Board Brief</p> <p>The Chief Executive presented the Board Brief to the Board. He highlighted that a change had been made to the format of the Board Brief to ensure it is clear which items require a Board decision.</p> <p>The Chief Executive went on to outline the proposed arrangements for the Staff and Board Conference. The Board approved the proposed arrangements for the conference to take place on the 4th February 2022 at the Grand Central Hotel.</p> <p>Ann Reid suggested that we ask TAG members to the dinner after the conference. The Board agreed that this would be a good idea and would show appreciation for all the work TAG have done in the past year or so.</p> <p>The Director of Finance provided an update on CX Financials and advised that the plan was to go live on the 1st September 2021. Kelly Adams stated that while it was frustrating it is important that the system works well before we implement it.</p>	

<p>Irene McFarlane and Ruth Simpson both felt that it was important that WSHA worked closely with Credit Unions to support our tenants. The CEO agreed he would circulate note of recent meeting between Glasgow Credit Union and RSLs.</p>	
<p>9. Subsidiary Report</p> <p>The Director of Corporate Services presented the quarterly subsidiary report which outlined the activities of both Willowacre Trust and Westscot Living.</p> <p>The Board noted the report.</p>	
<p>10. KPI and Business Plan Update – Q1</p> <p>The Chief Executive presented the KPI Results and Business Plan Update from Quarter 1 of 2021/22.</p> <p>He highlighted improvement in re-let and arrears performance and also that we have started to see an increase in customer satisfaction results again.</p> <p>The Board noted the report.</p>	
<p>11. Management Accounts</p> <p>The Director of Finance presented the Management Accounts for quarter one of 2021/22.</p> <p>The Board noted the Management Accounts.</p>	
<p>12. Secretary Report</p> <p>The Director of Corporate Services (Company Secretary) presented the Secretary Report and advised that this was a requirement to present at the Board meeting before the AGM in line with our Rules.</p> <p>She highlighted that the Board minutes had not been signed by the Chair due to the fact that we had been having online meetings but that we will arrange for the backlog of minutes to be signed next month.</p> <p>The Board noted the Secretary Report.</p>	<p>Action</p>
<p>13. Health & Safety Update</p> <p>The Director of Corporate Services presented the Health & Safety Update and advised the Board that the H&S Committee focus had been in respect of tenant and staff safety with the return to office and re-introduction of home visits.</p>	
<p>14. Minutes for Noting</p> <p>The Board noted the following minutes:</p> <ul style="list-style-type: none"> • Tenant Advisory Group, 24th June 2021 	

<ul style="list-style-type: none"> • Staffing Sub Minutes, 3rd August 2021 	
<p>15. Resolutions There were no resolutions to note.</p>	
<p>16. Notifiable Events The Director of Corporate Services provided an update on the notifiable events. She advised that there was still one event outstanding which was in relation to impact of covid on service delivery. She advised that she will be notifying the SHR of the changes to service delivery and office re-opening which should remove this outstanding notifiable event.</p>	
<p>17. AOCB The Chief Executive advised the Board of a security breach on the server that had occurred that day. He advised that the breach had been a Microsoft vulnerability issue rather than a WSHA server issue and had now been resolved but can confirm that there was no data breach. He advised that the breach had been fully investigated by our IT support provider.</p> <p>Irene McFarlane asked if the Board could have a report from the IT support provider to provide further assurance on this. The Director of Corporate Services advised that TSG would be producing a full incident report which would include any recommendations and that this would be circulated to the Board.</p>	Action
<p>18. AGM REPORT Ruth Simpson left the meeting at this point. The Director of Corporate Services (Company Secretary) presented the report outlining the arrangements for the AGM on the 23rd September. She advised the Board that the AGM would be a hybrid AGM and members could attend either in person or online.</p> <p>She outlined the proposed shareholding member applications and the Board approved the shareholding member applications for the following:</p> <ul style="list-style-type: none"> • Marc Sloan • Michael Sozansky • Kenneth Fee • Ian Wightman <p>She then advised the Board of the current Board members that are due for re-election and advised that Ruth Simpson has been on the Board for over 9 years therefore it was a requirement of the Board to</p>	

<p>assess her effectiveness before agreeing to her being put forward for re-election. The Chair confirmed that she had carried out Ruth's annual review and had no issues in respect of Ruth's effectiveness as a Board member. She contributes well at Board meetings and is also an active member of the Staffing Sub Committee and Development & Investment Sub Committee.</p> <p>The Board agreed that Ruth is very effective as a Board member and agreed that she should go forward for re-election as a Board member at the AGM in September.</p>	<p>Approved</p>
<p>19. Review of Meeting</p> <p>The Board reviewed the meeting and agreed that the hybrid method had been very effective and that would work well going forward where Board members were unable to attend in person.</p>	
<p>Date of Next Meeting – 29th September 2021</p>	