

**West of Scotland Housing Association  
Minutes of the Board Meeting  
Held by Video Conference  
Wednesday 23<sup>rd</sup> June 2021**

<p><b>Present:</b> Kelly Adams (Chair), Derek McGowan, Ruth Simpson, Elaine Davidson, Nick Farrell, John Muir, George Kpodo, Irene McFarlane and Paul MacNeil</p> <p><b>In Attendance:</b> Brian Gannon, Chief Executive Officer, Colin MacCallum, Director of Finance, Jennifer Cairns, Director of Corporate Services; Andrew Kubski, Director of Development &amp; Asset Management; Robert Campbell, Director of Housing &amp; Community Services; Donna Paton, Director of Finance (Designate); Sandy Hunter (observer); Marc Sloan (observer); Alistair Reid, Customer Engagement Officer (in part); Lynne Clark, Margaret Storrie and Marc Sloan, TAG (in part); Susan Samson, Finance Manager (in part)</p> <p><b>Apologies:</b> Ann Reid, Christine Musasa</p>	
<p><b>Disclosure of Interests</b> None</p>	
<p><b>1. Approval of the minutes</b> The minutes from the meeting held on 26<sup>th</sup> May 2021 were approved by Ruth Simpson and Paul MacNeil.</p>	<b>Approved</b>
<p><b>2. Matters Arising</b> The Board noted the update on actions from the previous meeting and confirmed that all actions are complete. The Chief Executive provided an update in respect of EVH and advised the Board that EVH have contacted the union regarding our concerns.</p>	
<p><b>3. Tenant Advisory Group Annual Report</b> Lynn Clark, Margaret Storrie and Marc Sloan attended the Board meeting to present the Tenant Advisory Group (TAG) Annual Report. The report outlined the activities of the group over past year including involvement in policy review, Corporate Business Plan and Strategy development and mystery shopping exercises. The group outlined the challenges over the past year as a result of the pandemic and how they have developed their digital skills to ensure continued effective engagement. The group then went on to provide an overview of their priorities for the next year.</p> <p>Ruth Simpson asked for further information about the mystery shopping exercise and was advised that phone calls were made to various teams in WSHA to ensure staff were easily accessible and queries could be resolved. Ruth commented that is amazing the work that TAG has done over the past year.</p>	

The Chief Executive advised that TAG should not underestimate the value of the work that they do. He went on to say that the amount of work that has been done is fantastic and as an organisation we make better decisions with TAG involvement.

Irene McFarlane said that she had been involved in a discussion at Staffing Sub Committee re proposed new working arrangements and got a lot of comfort from the fact that TAG had been involved in the discussions around this.

The Chair thanked the TAG representatives for the work that they have done over the past year and for attending the meeting to present the report.

The Director of Corporate Services advised that the Annual Report would be published and issued to all tenants.

Lynn Clark, Alistair Reid and Margaret Storrie left the meeting at this point. Marc Sloan stayed on as an observer as he had advised he is interested in applying to become a Board member for Ayrshire.

#### **4. Review of Governance Documents**

The Director of Corporate Services presented an outline of the review of governance documents. She went through the documents and guidance that had been issued as part of the SFHA governance review and provided a summary of what had been updated for WSHA. The Board approved the adoption of the updated Entitlements, Payments and Benefits Policy.

The Board agreed to wait until the new values had been developed before updating the Board and Staff Code of Conduct.

The Director of Corporate Services went on to advise that there were some WSHA Board policies that were also due to be reviewed. She outlined the proposed changes to the following documents following review:

- Standing Orders
- Board Whistleblowing Policy
- Special Leave of Absence Policy

There was a discussion regarding the Special Leave of Absence Policy and it was agreed that there needed to be some further guidance added where a Board member is unable to provide detail of how long they will be off due to illness etc.

The Board approved the changes to the above policies.

**Approved**

**Approved**

## 5. Efficiencies Plan Update

The Finance Manager presented an update on the Efficiencies Plan and savings that had been made over the past year. Irene McFarlane stated that while it was impressive, the targets for future savings may be too ambitious bearing in mind increase in arrears and voids loss which have been impacted by Covid. Derek McGowan said he was pleased to see this great work but was there consideration being given to the way staff work to see if there were some efficiencies being made there in terms of more efficient processes and being able to redirect staff resources to other priorities.

The Finance Manager outlined the work that was being done to review and streamline processes and create workflows in the housing management and finance systems. She felt that we had been conservative in respect of predicted savings.

Irene McFarlane stated while she agreed that processes were important, it is essential that we have staff who have knowledge and experience in respect of processes. She highlighted that she thought that arrears management of factoring should sit with the Income Maximisation Team as this would be better placed.

The Director of Development & Asset Management agreed that this was a good point and that he has agreed with Director of Housing and Community Services to move factoring debt collection to the Income Max Team when the rent arrears backlog was in a better place.

Derek McGowan said he would like to see how the efficiencies work links with our Strategies. The CEO noted that much of the efficiency plan stemmed from our Digital & IT Strategy and KBOs such as driving unnecessary costs from the business.

Derek also queried what we will do with the savings made? He said he supported reinvestment and it is important that we know what we are doing with the savings and we can evidence and communicate this. It was agreed that Derek would follow this up with the Chief Executive and the Finance Manager.

Ruth Simpson stated that this work was very effective but that she found moving to virtual service delivery very scary and was worried about losing the human touch. The Finance Manager agreed and highlighted the importance of getting the balance but that if we don't progress digitally at all, we will be left behind. She highlighted that there is currently a lot of staff resource being used for data entry and

**Action**

<p>that with new systems, these resources can be better used to add value for WSHA and its tenants.</p> <p>The Chief Executive advised that we continually review staff resources. He advised that we have been clear to staff that we will not make any redundancies as a result of these changes to process but we will consider not replacing posts if a person leaves or reduces their hours as a result of process efficiencies.</p> <p>Elaine Davidson queried what Mobysoft was and how this would make efficiencies. The Director of Housing &amp; Community Services advised the Board that Mobysoft would assist us to manage arrears more effectively and will enable the team to focus on priority arrears cases. The current process is quite resource intensive and this software will assist with case management.</p> <p>He also advised the Board that work was being done to develop online application form for applicants. Again, this is currently a resource intensive process for housing assistants and the online application will free up housing assistant resource to carry out housing advice meetings.</p> <p>The Board noted the Efficiencies Plan update and that they would receive an annual update.</p> <p>The Finance Manager left the meeting at this point.</p>	<p><b>Noted</b></p>
<p><b>6. Regulatory Standard Review – Standard 1</b></p> <p>The Director of Corporate Services reminded the Board that when reviewing their self assessment process, they decided to put in place a programme over a three period to carry out a robust review of each individual standard. This is the first review of the standards and focuses on standard 1. The Director of Corporate Services outlined areas of strength in terms of compliance with the standard and also some potential areas of improvement.</p> <p>The Board considered the areas of strength and agreed that they had assurance that we comply with this standard. They also agreed with the areas of improvement to be taken forward.</p> <p>Irene McFarlan highlighted it might be useful for Board members to sample check some of the evidence to provide assurance that this evidence is in place. The Director of Corporate Services advised that Board members would be able to access all evidence on the new share point intranet. She advised this would be in place from 23<sup>rd</sup> July.</p> <p>The Board noted that the Director of Corporate Services would take forward a review of Standard 2 with a focus group of TAG members.</p>	<p style="text-align: center; vertical-align: middle;"><b>Agreed</b></p> <p style="text-align: center; vertical-align: bottom;"><b>Noted</b></p>

## 7. Environmental, Social and Governance Statement

The Chief Executive presented the draft Environmental, Social and Governance Statement to the Board. He explained the background to the statement and advised that having such a statement may assist with funding requirements going forward. He advised the Board that the Treasury Management Advisors had carried out an initial review of the statement and their view was WSHA was ahead of the curve in the Scottish housing sector and the draft statement is clear and comprehensive. He advised that there will still some minor changes to be made and we are still awaiting feedback from RBS on the statement, therefore he is looking for Board approval of the statement with authority for CMT to make any minor amendments required.

Nick Farrell stated he was happy for CMT to move forward on this unless there were any significant changes suggested by RBS and the Treasury Management Advisors.

Derek McGowan stated that he liked the document and felt that there was a strong link with Housing 2040 so it might be worth making the link to this. He also suggested that the section of fuel poverty was expanded to include social poverty.

Ruth Simpson said it was hard to imagine a smaller housing association being able to produce such a statement if it is to become a requirement.

Kelly Adams advised that she was on a working group with the SFHA working on producing guidance for the Scottish Housing sector.

Irene Campbell said it was good to be the forefront of change but if we are going to keep tenants are the heart of everything we do, what is the cost of sustainability. We need to ensure that this does not impact on our tenants.

The Director of Finance advised that the statement is an outline of intention as to how we will operate in the future rather than a driver of future expenditure commitments and should not adversely impact on our customers.

It was agreed that the statement should be produced in a pdf format and emailed to key stakeholders rather than print glossy versions.

The Board approved the draft ESG statement based on minor changes being made, it was agreed that if any further major changes were required that the statement would come back to the Board for discussion.

**Approved**

## 8. Transition away from LIBOR

The Director of Finance presented a paper on the progress of the discontinuance of LIBOR and the proposals to migrate all existing LIBOR loans to another reference rate. He outlined the position with each of WSHA's lenders and presented an options appraisal in terms of the decisions that the Board need to make and outlined a proposal for each lender. The Board agreed that it would be good to move forward with this pre-cessation if possible. The Director of Finance advised the next steps in the process and that we would start to work with the lenders and Harper MacLeod on this with a view to coming back to the Board with documents to sign in either August or September.

He highlighted that these timescales may slip due to other priorities or a slower than expected response from the lenders. Given the FCA intention that the move to another reference rate should achieve economic equivalence between the lender and borrower slippage that may eventually lead to a post cessation transition would not cause any significant adverse issues.

**Approved**

## 9. Change of Signatories

The Director of Finance presented a report regarding change of bank signatories due to staff changes for approval. He outlined the proposed changes:

Bank	Type of Account/Transaction	Added Signatory Level 1 (Director)	Deleted Signatory Level 1 (Director)
Barclays Bank	BACS Payments/Sign Cheques	Donna Paton	Colin MacCallum
RBS	Loan Facility Draw Down	Donna Paton	Colin MacCallum
Nationwide	Deposit Account Withdrawals	Donna Paton	Colin MacCallum

Bank	Type of Account/Transaction	Added Signatory Level 2 (Manager)	Deleted Signatory Level 2 (Manager)
Barclays Bank	BACS Payments/Sign Cheques	Andy McVey	Maisie O'Brien

The removal of Colin MacCallum as an authorised signatory to be effective from close of business on 30 June 2021.

**Approved**

The Board approved the proposed changes to the bank signatories.

## 10. Board Annual Review Report

The Director of Corporate Services provided an overview of the recent Board annual reviews. She highlighted some reviews that still needed to be completed due to leave of absence.

<p>She outlined the key themes from the reviews and some proposed areas of improvement. She also presented the Board profile and outlined the areas in relation to succession planning. The Board approved the proposed actions and training and development plan outline.</p> <p>The Board also approved the plan for recruitment of new Board members.</p> <p>Irene McFarlane suggested it would be good for staff to find out more about the role of the Board and individual Board members. It was agreed that it would be good if a Board member could come to an all Staff T&amp;D and tell staff about their role.</p>	<p><b>Approved</b></p>
<p><b>11. WSHA/Willowacre Trust Joint Agreement</b></p> <p>The Director of Corporate Services advised the Board that the service level agreement between WSHA and WT was due for review. She outlined the proposed changes to the agreement and advised the agreement had been reviewed and approved by WT Board before coming to this Board.</p> <p>The Board approved the revised agreement and it was agreed that both Board Chairs would sign the agreement.</p>	<p><b>Approved Action</b></p>
<p><b>12. Letting Strategy 2021/22</b></p> <p>The Director of Housing &amp; Community Services presented the proposed Letting Strategy to the Board. He advised that this work had come out of the allocations audit and the assurance statement process.</p> <p>He outlined the targets of the strategy and how this would be monitored going forward.</p> <p>Kelly Adams stated that she felt a lot of work had gone into this and that it was really useful and interesting. Paul MacNeil congratulated the Director of Housing &amp; Community Services on the strategy. John Muir stated that the format was really good and easy to follow.</p> <p>Nick Farrell referenced Table 6 – properties of low demand - and asked why there was low demand. The Director of Housing &amp; Community Services advised that there were various issues and that we would be looking at this stock in line with our Consolidation Strategy and that disposal was a potential option. The Director also confirmed that further analysis of the Springburn area would be carried out to better understand what action is needed to address the turnover/demand in Springburn, and to determine if the Lettings Initiative for Uddingston is achieving its aims and objectives.</p>	

<p>Ruth Simpson said that the report was really good and queried the current situation with section 5 referrals, particularly in Glasgow. The Director of Housing &amp; Community Services summarised the position and confirmed that there is a good working relationship with the various Homeless Teams. While there remains some concern with refusal rates in Glasgow, this is being progressed with the local authority.</p> <p>Derek McGowan added that he felt the strategy was good but that the refusal rates do not look concerning compared to what he has experienced in the past and felt it might be difficult to address this.</p> <p>Irene McFarlane said she enjoyed reading the report and that it would help with investment decisions. She also welcomed the review of areas of low demand/high turnover.</p> <p>The Board approved the Lettings Strategy 2021/22.</p>	<p><b>Approved</b></p>
<p><b>13. Factoring Policy</b></p> <p>The Director Development and Asset Management presented the new Factoring Policy. He provided an overview of the policy for Board approval.</p> <p>The Board approved the Factoring Policy.</p> <p>Marc Sloan left the meeting at this point.</p>	<p><b>Approved</b></p>
<p><b>14. Procurement of Reactive Gas Maintenance and Servicing Contract</b></p> <p>The Director of Development &amp; Asset Management presented a report on the recent procurement of the reactive gas maintenance and servicing contract. He provided an overview of the scoring from the tender submissions and advised that on this basis City Technical were the preferred contractor.</p> <p>The Board approved the contract award of the Reactive Gas Maintenance and Servicing Contract to City Technical.</p>	<p><b>Approved</b></p>
<p><b>15. Board Briefing</b></p> <p>RSL Acquisition Offers</p> <p>The Chief Executive presented the Board Brief for information. He provided an update to the Board in respect of the bid for transfer of engagements of Faifley Housing Association which had been unsuccessful. He outlined the feedback received. He highlighted that it is a question for the Board in respect of how attractive an offer we can make in relation to these opportunities as the Board need to consider the impact on existing tenants.</p> <p>Irene McFarlane stated she was happy to have this debate but we need to be mindful of current tenants.</p>	



<p>Nick Farrell highlighted that we would need to be able to achieve it through economies of scale rather than subsidising.</p> <p>It was agreed that the Board and CMT would have a session with Arneil Johnson to discuss this further.</p> <p>CX Financials The Director of Finance provided an update on the implementation of CX Financials and advised that the new system would go live on the 1<sup>st</sup> July 2021.</p>	<b>Action</b>
<p><b>16. Development &amp; Investment Sub Committee Annual Review</b> The DISC Annual Review report detailed the activities of DISC over the past year in line with their terms of reference. Kelly Adams noted that it gave the Board assurance to see what DISC had achieved and that their remit was being delivered.</p>	
<p><b>17. Annual Complaints Report</b> The Director of Corporate Services presented the annual complaints report. The report provided a breakdown of complaints by time, our response to complaints and lessons learned. It also outlined improvements that will be made in terms of complaints recording.</p>	
<p><b>18. Staffing Sub Annual Review</b> The Chief Executive presented the Staffing Sub Annual Review which outlined the activities of the Staffing Sub Committee over the past year in line with their terms of reference.</p>	
<p><b>19. Annual Learning and Development Report</b> The Director of Corporate Services presented the annual learning and development report. The report included the learning and development activities over the past year and planned activities for the next year.</p>	
<p><b>20. Minutes for Noting</b> The Board noted the following minutes:</p> <ul style="list-style-type: none"> <li>• Staffing Sub Committee, 18<sup>th</sup> May 2021</li> <li>• Willowacre Trust, 18<sup>th</sup> May 2021</li> <li>• Audit Committee, 19<sup>th</sup> May 2021</li> <li>• DISC, 27<sup>th</sup> May 2021</li> <li>• Westscot Living., 27<sup>th</sup> May 2021</li> <li>• TAG, 27<sup>th</sup> May 2021</li> </ul>	<b>Noted</b>
<p><b>21. Resolutions</b> The Board noted that the disposition for the sale of a shared ownership properties at 132 Ardfin Road and 33 Glennview was signed by the Company Secretary.</p>	<b>Noted</b>

<p><b>22. Notifiable Events</b> The Board noted the outstanding notifiable events.</p>	<p><b>Noted</b></p>
<p><b>23. AOB</b> The Chair advised the Board that this was Colin MacCallum's last Board meeting as he is retiring this month. The Board wished Colin well and thanked him for all his hard work.</p>	<p><b>Noted</b></p>
<p><b>24. Review of meeting</b> The Board agreed that it had been a lengthy meeting and that it would be good to re-introduce timings to the agendas to assist with time management.</p>	<p><b>Action</b></p>
<p><b>Date of Next Meeting – 25<sup>th</sup> August 2021</b></p>	