

**West of Scotland Housing Association
Minutes of the Board Meeting
Hybrid Meeting via Microsoft Teams and Camlachie Boardroom
Wednesday 28th August 2024**

<p>Present (In Person): Kelly Adams (Chair), Elaine Davidson, Ann Reid, Jim Williamson, Michael Sozansky, Kenneth Fee, Karen Merz</p> <p>Present (Online): Paul MacNeil, Alison Calder</p> <p>In Attendance (In person): Brian Gannon (CEO); Jennifer Cairns (Director of Corporate Services), Valerie Wilson (Director of Finance), Andrew Kubski (Director of Development & Asset Management), Robert Campbell (Director of Housing & Community Services), Susan Speirs (Senior Corporate Services Assistant)</p> <p>Apologies: George Kpodo, Graeme Middleton</p> <p>The Chair advised that a tenant from Ayrshire, Morag Kilbride was here to observe the meeting.</p>	
<p>Disclosure of Interests Ann Reid declared an interest in item 4.</p>	
<p>1. Minutes of the Previous Meeting The minutes of the previous meeting of 26th June 2024 were approved as a true and accurate record. They were proposed by Michael Sozansky and seconded by Jim Williamson.</p>	Approved
<p>2. Matters Arising The board noted the matters arising.</p>	Noted
<p>3. Annual Accounts The Director of Finance advised that the financial statements for the year ended 31 March 2024 had been presented to the Audit Sub-Committee meeting on 14th August. The external auditor had confirmed that it was an unqualified audit report and that there were no recommendations. The Audit Sub-Committee had scrutinised the financial statements and met with the external auditor without staff present and have recommended approval of the accounts.</p> <p>The Board approved the following recommendations:-</p> <ol style="list-style-type: none"> 1. Approved the financial statements for 2023/24, 2. Approved the Letter of Representation. 	Approved

<p>3. Delegated the signing of the Financial Statements to the Chair, Chair of the Audit & Risk Committee and the Company Secretary.</p> <p>4. Delegated the signing of the Letter of Representation to the Chair and Company Secretary.</p>	
<p>4. AGM Report</p> <p>The Director of Corporate Services presented this report.</p> <p>The report outlines the arrangements for the AGM which is to be held on the 17th September at the Barrowfield Community Centre. The meeting will be a hybrid one which was the same as last year.</p> <p>The CEO advised that we would need to keep an eye on who left the meeting at any point to make sure that we remain quorate.</p> <p>Jim Williamson and Graeme Middleton were appointed as casual vacancies last year and they will be put forward for election.</p> <p>Ann Reid left the meeting at this point due to a conflict of interest.</p> <p>Four other Board members are due to stand for re-election. Ann Reid has been a member for more than nine years and the Board have to decide if Ann is able to demonstrate continued effectiveness before she is put forward for re-election. The Board approved Ann Reid for re-election.</p> <p>The CEO will do a presentation at the meeting.</p> <p>The Board noted this report.</p>	<p>Approved</p> <p>Noted</p>
<p>5. Treasury Management Report</p> <p>The Director of Finance presented this report. She advised that this report details the performance of the treasury management activities over the year.</p> <p>The Director of Finance further advised that we are fully compliant with all covenants and all Golden Rules have been met.</p> <p>The interest rates have ranged from 1.98% to 7.05% with the average being 3.69% across the portfolio.</p> <p>The audits were all clear and there were no concerns over the going concern basis of accounting being applied across the WSHA Group.</p>	

<p>We still require to fix the Barclays loan of £4.6m following the expiry of the fixed rate in March 2024 and this activity is included in the TMS actions for 2024/25.</p> <p>A revaluation of the stock secured with RBS and Barclays will also be undertaken this year.</p> <p>The Director of Finance also advised the Board that a list of Lending and Deposit Counterparties has to be approved annually by Board.</p> <p>The Board approved the Lending and Deposit Counterparties lists and also approved the Treasury Management Report.</p>	<p>Approved</p>
<p>6. Review of Treasury Management Policy & Financial Regulations</p> <p>The Director of Finance presented this report.</p> <p>The Treasury Management Policy and Financial Regulations were presented to the Audit Sub-Committee on 14th August who recommended that they be put to the Board for approval. Both policies had tracked changes on them to highlight the changes that were being proposed. There were no legislative changes.</p> <p>The Board approved the following recommendations:-</p> <ol style="list-style-type: none"> 1. Approved the revised Treasury Management Policy and noted that the next review will take place in August 2025. 2. Approved the revised Financial Regulations. 3. Approved the increase of the value of additional unbudgeted income delegated to CMT to £60k (Financial Regulations). 	<p>Approved</p>
<p>7. Draft Charter Report</p> <p>The Director of Corporate Services presented this report.</p> <p>The Charter Report sets out the standards and outcomes that tenants can expect from their landlord. A video and summary report have been developed for our Charter Report this year. The video was sent out to Board members prior to the meeting for their comments.</p> <p>It is proposed that the video will be shown at our AGM and then this will be communicated to all tenants and external stakeholders by social media, text, email and the customer app. The summary report will also be sent to tenants where we don't hold a mobile number or email address.</p>	

<p>The Director of Corporate Services advised that TAG had been consulted with regard to the format of the video and how it will be communicated.</p> <p>We will also undertake a survey with tenants once the video has been released to see how satisfied they were with its format.</p> <p>Michael Sozansky commented that it was a good video and really accessible. He advised that he had noted that there are plans to be able to translate the video into different languages.</p> <p>The Director of Corporate Services advised that the video will be uploaded on YouTube and we are currently looking at options for translation.</p> <p>Kenneth Fee commented that there should be more of a pause between each section. The Director of Corporate advised that this could be done and would arrange this.</p> <p>The Boad approved the content and design of the Scottish Social Charter and Annual Report Video and Summary Report for 2023/24 and agreed for it to be shared with all tenants and other stakeholders.</p>	<p>Action</p> <p>Approved</p>
<p>8. People & Culture Update & Action Plan</p> <p>The Director of Corporate Services presented this report.</p> <p>The report provides details on our recent Investors in People reviews and also the results from our Annual Staff Engagement Survey.</p> <p>An action plan has also been developed which incorporates recommendations from the Investors in People and Investors in People Wellbeing Report, actions from the Staff Engagement Survey and also outstanding actions from the People & Culture Strategy.</p> <p>62% of staff responded to the Investors in People Survey.</p> <p>The results from the Staff Engagement Survey were very positive and we had a 78.7% response rate and this is up from 63% from last year. For every survey that was completed the Board had agreed to donate £5 to our chosen charity.</p> <p>Most of the indicators were over 80%. There were only two indicators that scored below 60%. One of these was “Staff feel listened to” where individual staff felt that they were listened to but</p>	

couldn't say if all staff felt the same way. It is proposed that from next year that we change this to "I feel listened to".

The Director of Corporate Services advised that we will be carrying out more promotion work on the staff intranet on the staff consultation group. It is proposed that we also provide an annual report on the work that the group have done. It was agreed that this would be launched at the Staff & Board Conference.

Kelly Adams asked what the issue was with regard to the disconnect between teams which was mentioned in the staff consultation group feedback and what were we doing about this.

The Director of Corporate Services advised that the leadership team will be having discussions with their respective teams around this.

Michael Sozansky asked if the IT skills assessment which was mentioned in the action plan would be finished this month. The Director of Corporate Services advised that it was complete and that surgeries and drop-in clinics had been set up to deal with any issues raised.

Paul MacNeil commented that the Staff Consultation Group sounds amazing.

Kelly Adams asked what the blue in the rag status stood for. The Director of Corporate Services advised that this meant not yet due for implementation.

The Board noted the contents of this report and approved the proposed action plan.

Noted & Approved

9. Consolidation Strategy Review

The Director of Development & Asset Management presented this report.

He outlined the proposed changes to the consolidation strategy.

Kenneth Fee stated that it was good to see changes from the St Enoch experience.

Paul MacNeil commented that we should avoid mixed tenure properties at all times,

Ann Reid asked if we have many properties at Cecil Street. The Director of Development & Asset Management advised that we have one full block with some other units in two other blocks.

<p>The Board noted approved the following recommendations:-</p> <ol style="list-style-type: none"> 1. Noted the changes highlighted and approved the Consolidation Strategy for 2024-27. 2. Approved delegated authority to CMT to withhold a potential disposal from re-letting until this has been reviewed and any subsequent decision to dispose of up to two properties in the block/scheme be deleted to CMT. 	<p>Noted & Approved</p>
<p>10. WSL Review of Financial Management & Governance The Director of Finance gave a presentation on this.</p> <p>The proposals outlined in the report had been considered by the Westscot Living Board at their meeting on 8th August and they had approved them in principle and they were now coming to the WSHA Board for approval in principle before final drafting and legal review. After which they will be brought to each Board for final approval and signing.</p> <p>The proposals were to reduce the tax burden on the WSHA group and also to streamline the processes for the management of MMR properties and the delivery of factoring services.</p> <p>Jim Williamson asked if all the service charges would be charged back to the MMR tenants.</p> <p>The Director of Housing & Community Services advised that we will be charging service charges to the MMR tenants but that these are not separate and will be built into the rent charge.</p> <p>Alison Calder asked if we use a letting agent for the MMR properties. The Director of Finance advised that West of Scotland Housing Association is the letting agent.</p> <p>Kelly Adams asked if we had taken VAT advice. The Director of Finance confirmed that we had.</p> <p>The Board approved the following changes to the lease and SLA agreements:-</p> <ol style="list-style-type: none"> 1. Lease agreement to be amended to leave responsibility for repairs and maintenance and asset management including component replacement with WSHA. 2. Service Level Agreement to be amended to reduce the MMR per unit charge to reflect the reduction in services to be provided. 3. Factoring service charge to be based on the full staff costs of the Factoring Team rather than a per unit charge. WSHA factoring services received will be recovered through an 	<p>Approved</p>

<p>offset against the services provided by the other WSHA staff teams.</p> <p>4. Rent review date for the MMR Lease charge to be amended to 1 June.</p>	
<p>11. Board Brief</p> <p>The Director of Housing & Community Services outlined the change to the Estate Management Policy. The only change is the inclusion of the word “charging” in relation to mobility scooters.</p> <p>He also outlined the changes to the decant policy. An additional section on emergency and non-emergency decants will also be added to the policy.</p> <p>The Board approved the changes to these policies.</p> <p>The CEO provided the background to the consultation received from GWSF with regard to strengthening regulatory support and protection for community based housing associations and also if the Board were happy with the draft response that he had provided.</p> <p>Kenneth Fee commented that the language in section 6 could be changed to soften it. The CEO will change this.</p> <p>The Director of Housing & Community Services provided an explanation of why he wanted to change the use of the property at 176 Keppochhill Road 1/1. The Board approved the removal of this property from the standard letting pool.</p> <p>The CEO advised that we have been successful in our bid for net zero funding for the properties in Hill Road.</p> <p>The Board noted the rest of this report.</p>	<p>Approved</p> <p>Action</p> <p>Approved</p> <p>Noted</p>
<p>12. Management Accounts</p> <p>The Director of Finance presented the management accounts for the period up to 30th June 2024.</p> <p>She advised that the accounts show a surplus of £836k against a budgeted surplus of £90k for the same period.</p> <p>The Board noted the management accounts for the period up to 30th June 2024.</p>	<p>Noted</p>
<p>13. KBOs & Performance Update</p> <p>The CEO presented this report.</p> <p>He advised that we did not make all our KPI indicators by 30th June but these have all been completed now.</p>	

<p>70% of KPIs were above target, 13% were close to target and 16% were below target.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>14. Risk Management Report The Director of Corporate Services presented this report. This report gives an update on all our strategic risks.</p> <p>With regard to STR2 – Fail to build on/maintain the confidence, satisfaction and trust of our customers we are waiting on the results of our Annual Tenant Satisfaction Survey and the score for this risk will be reviewed at the next Audit Sub-Committee meeting in November.</p> <p>With regard to STR 9 – Fail to embed organisational vision, values and culture the Audit Sub-Committee agreed to decrease the likelihood score of this risk from possible to unlikely.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>15. Secretary Report The Director of Corporate Services presented this report.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>16. H&S Report The Director of Corporate Services presented this report.</p> <p>She advised that we are up-to-date on all compliance checks.</p> <p>The legionella audit has been completed and we are just waiting on the report for this but no significant issues have been raised.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>17. Subsidiary Report The Director of Corporate Services presented this report.</p> <p>She advised that this report outlines the activities of both Willowacre Trust and Westscot Living.</p> <p>The Board noted the contents of this report.</p>	Noted
<p>18. Staffing Sub-Committee Annual Review The CEO presented this report.</p> <p>The report outlines the work that the Staffing Sub-Committee has undertaken during the previous 12 month period. The report also</p>	

<p>provides assurance to the Board that the Sub-Committee has complied with its remit and delegation of authority.</p> <p>The Board noted the contents of the report.</p>	Noted
<p>19. Resolutions The Board noted this report.</p>	Noted
<p>20. Notifiable Events The Board noted this report.</p>	Noted
<p>21. Group Information The Board noted the following minutes:-</p> <p>DAMSC Minutes – 31.05.2024 Staff Consultation Group Notes – 04.07.2024</p>	Noted
<p>AOCB The CEO advised that he will be retiring in the Spring of 2025. He will inform the Regulator of this. It is proposed that the recruitment panel will be made up of the Chair, Vice-Chair, Chairs of Subsidiaries and the Chairs of Sub-Committees. It is proposed that the recruitment process will start in October and that an appointment will be made by early December.</p> <p>Everyone present at the meeting wished the CEO well in his retirement.</p>	
<p>Review of Meeting</p> <p>The meeting had gone well and there was a lot of discussion.</p> <p>The meeting closed at 19.45 pm.</p>	
<p>Date of next meeting – 25th September 2024</p>	