

**West of Scotland Housing Association
Minutes of the Board Meeting at Camlachie House
Wednesday 19TH June 2019
Public Minutes**

<p>Present: Ruth Simpson (Chair), Ann Reid, Clare Newton, Elaine Davidson John Shearer, Kelly Adams , Paul McCandlish, Shona Gallagher and Ryan Docherty</p> <p>Conference Call: Derek McGowan</p> <p>In Attendance: Colin MacCallum, Director of Finance and Corporate Services, Stewart Gibb, Director of Housing and Customer Services, Jennifer Cairns, Head of Corporate Services and Kari Archibald, Executive Assistant.</p> <p>Also attending: Lorna Shaw, Research Resource and David Hull, Project Manager, DTL.</p>	
<p>1. Welcome & Apologies The Chair welcomed all to the meeting and introduced Paul McCandlish and Ryan Docherty who were attending their first Board meeting. Apologies were noted from Ena Hutchison and Nick Farrell.</p>	
<p>2. Minutes of 22nd May The approval of the minutes from the Board meeting of 22nd May 2019 was proposed by John Shearer and seconded by Elaine Davidson .</p>	
<p>3. Disclosures of Interest None</p>	
<p>4. Variation to the agenda The Chair announced that the agenda would change to start with the presentation from Lorna Shaw, Research Resource. All items would then follow there on in.</p>	
<p>5.Customer Satisfaction Presentation Lorna Shaw presented the customer satisfaction results and the board heard that it included 801 telephone interviews carried out as well as face to face methodology spread across the stock.</p> <p>The overall satisfaction result was recorded at 91% being very or fairly satisfied with the overall service provided by the Association and a result of 93% for satisfaction of being involved with the participation in decision making processes.</p> <p>The survey covered areas such as quality of home, repairs, management of neighbourhood, value for money, factoring service and communication</p>	

<p>and information.</p> <p>The Board noted the net promotor score reflecting the question - how likely would you recommend the association to family and friends? - had increased to 67.7% compared to last years figure of 49.6%.</p> <p>The Chair expressed concern on the Value for Money figure being low in comparison to the trend figures. The Head of Corporate Services explained that in the questionnaire there is the option to choose “neither satisfied nor dissatisfied” as an opinion. A significant number of respondents opted for this option. This therefore makes it difficult to get an accurate picture of what the issues are in relation to this indicator. There is more work required on the usefulness of this response and consideration will be given to the removal of this option in the monthly surveys that are carried out</p> <p>The Board noted that the communication and information figure showed that the newsletter was the popular choice of communication method and discussed if there could be a more IT driven way to communicate with tenants. The Head of Corporate Services spoke about the planned IT system and work on the digital strategy but to also be mindful that some tenants prefer a written communication and may not be familiar with technology.</p> <p>The Chair thanked Lorna Shaw for her presentation. Lorna and the Tenant Engagement Officer vacated the meeting at this point.</p>	
<p>6. Board Briefing</p> <p>The Director of Finance and Corporate Services spoke to the Board Brief and highlighted the staffing updates and of the GAS KPI which was previously discussed at the last Board meeting and advised of the steps taken regarding following that discussion.</p> <p>The Board heard that Trussel Trust is no longer in partnership with Willowacre Trust and that due to this WSHA are creating a version of emergency food parcels for tenants. The Director of Finance and Corporate Services welcomed any food donations from Board and staff.</p> <p>The Board noted that a sod cutting event to launch the start of the Fielden Street launch is scheduled for the 20th June and that a training session with Linda Ewart on the Code of Conduct and Board Roles and Responsibilities will take place on 3rd July.</p> <p>The Head of Corporate Services took the opportunity to announce that Research Resource had won the tender and re-awarded the contract to carry out the satisfaction survey for the Association.</p> <p>The Chair confirmed that during the Board private session that all members discussed the current meeting dates in place and felt that Board</p>	<p>Noted</p>

and Audit should now fall on the 4th Wednesday of the month with effect from August. All agreed and noted the revised dates.

7.IT Project – Budget and Cost review

The Director of Finance and Corporate Services spoke to the report and advised the Board of the progress of the IT system and of the revised estimate of the total costs.

The Board heard of the potential for additional Civica consultancy costs and noted the intention to push back on these given the implementation delays were in large part due to numerous changes of project managers and personnel adversely impacting on the support to the IT Project team.

The Director of Finance and Corporate Services moved on to introduce David Hull, Project Manager to talk to his review of the project.

David Hull spoke about the current progress on the new IT system and that improvements are in place and that the IT Project Team are comfortable with workload and progress. David informed that he had assessed the whole project plan and to an extent felt that the September / October go live would have been do able but the integration of the two new systems would not be in place therefore moving the Go Live date to February 2020 would be beneficial.

The IT Project Team have worked hard on the financial and housing systems but there is an ongoing reliance on Civica to resource and support and this may lead to additional involve costs.

Kelly Adams felt that the length of time was so long it appeared to look more like a pilot for the Association. The Director of Finance and Corporate Services did agree and stated he was not convinced that the integration product was fully developed at the time contracts were signed.

John Shearer raised a concern and felt that the Association is investing a lot of money and staff resource into this system and that Civica would see the gain. The Director of Finance and Corporate Services assured that this would not be the case as the Association needed to be satisfied with the new systems and would not be willing to sign off until satisfied.

David Hull continued with his report.

The Board noted the report and thanked David for his time.

David Hull vacated the meeting at this point.

8. Annual Complaints Report

The Head of Corporate Services presented the report and spoke of the performance in relation to complaints handling in the last year and of the steps taken to improve how staff handle and respond going forward.

<p>The Head of Corporate Services guided the members through the figures, the number of complaints received and those responded within the timescales and of complaints upheld. The upheld complaints had been reported as slightly below target and analysis would be carried out to understand reasons behind this.</p> <p>The Board heard which of the service areas that receive the complaints and that day to day repair was the major area of complaints. The Head of Corporate Services explained that key lessons learnt from complaints was about logging and recording complaints properly and staff training should be encouraged to gain full understanding and importance of complaint handling.</p> <p>After consideration the Board noted the report and of the steps that will be taken to improve how the Association manages and responds to complaints in the future.</p>	<p>Noted</p>
<p>9.Review of Federal Structure</p> <p>The Head of Corporate Services presented the amended rules to the Board and of the next step in regard to the federal structure.</p> <p>The Head of Corporate Services drew attention to the revised changes in the rules and spoke to the amendments made.</p> <p>It was highlighted and then proposed to the Board that rule 18.1 is amended to a limit of £125million if the increased borrowing limit is approved by Board as set out in agenda item B/19/031 5 & 30 Year Projections paper. The Director of Finance and Corporate Services would explain this in more detail.</p> <p>The Head of Corporate Services spoke about the next steps detailed in the report and presented the timeline of the activities set to take place in relation to calling for a Special General Meeting and of the Board recruitment plan.</p> <p>Ann Reid enquired about Rule 41 and enquired if those who have shared ownership could be allowed to apply as Board member. The Head of Corporate Services confirmed that this could be an option with respect to a casual vacancy.</p> <p>Ann Reid also mentioned that it would be ideal to target tenants in the new stock areas and that it would be good to hold a Board meeting in a different area.</p> <p>After consideration the Board noted the content of the report, approved the revised rules and approved the next steps outlined in the report.</p>	<p>Noted/</p>

<p>affordability test.</p> <p>The Director of Finance and Corporate Services explained that he was recommending a change to the Association's rules to increase the borrowing limit from £100million to £125million. This was due to the potential for the Association's borrowing to get close to the £100m limit and that it was a prudent course of action to create some headroom by increasing the limit at this time.</p> <p>The Director of Finance and Corporate Services discussed his proposal to secure illustrative terms and conditions for a new or increase in existing borrowing facilities of £15million. The need for the increase was associated with recent revisions to capital costs and funding associated with the MMR developments. While these revisions were not yet finalised approval to obtain illustrative terms and conditions would save time should the additional funding prove to be required. The Director of Finance and Corporate Services advised he would only seek the illustrative T&Cs should it look likely that the additional funding would be required.</p> <p>After consideration, the Board agreed and felt that the 5 and 30 Years Projections had been presented well and understood the content of the report.</p> <p>The Board agreed to approve</p> <ul style="list-style-type: none"> (1) The five and thirty year projections (2) Authorise their submission to the SHR (3) Authorise the change to the Association rules and increase the borrowing limit from £100 million to £125million; and (4) To authorise securing illustrative T&Cs for additional borrowing of £15m 	<p>Approve</p> <p>Approve</p> <p>Approve</p>
<p>12. Review of Sharing Owner Buy Back Policy</p> <p>The Head of Corporate Services presented a report which outlined the proposed changes to the Sharing Owner Buy Back Policy. The Board heard of the changes made to the policy and this was detailed in the report.</p> <p>After consideration the Board noted the content of the report and approved the revised policy.</p>	<p>Noted/ Approved</p>
<p>13. Board Annual review</p> <p>The Chair presented a report detailing the key themes found from the Board annual review process.</p> <p>The Board heard that there was an issue around participation in the questioning of the Board papers/reports and that some training may be required around this.</p> <p>The Chair encouraged the Board to consider the strategies and actions</p>	

<p>proposed at meetings via the various papers and reports submitted by management and to ensure they speak up if they feel more clarification or understanding is required, e.g. Finance, Treasury Management and Risk papers may require detailed discussion. Kelly Adams felt that mainly questions around those areas are asked by herself as Chair of Audit and having a background in finance and Audit. The Director of Finance and Corporate Services advised he had undertaken training sessions for board members in the past and offered to do so on any relevant topic if requested to do so.</p> <p>Shona Gallagher agreed that in some areas members may not have expertise but the Board still listen to what is being presented and her experience to date is that the information is explained and covered well.</p> <p>Some members felt that the minute could be expanded to record in more detail the discussions. The Executive Assistant explained that questions asked and answered at the meeting do not need to be detailed in the minute. The minute is a document for recording content of papers, any requests made and decisions approved.</p> <p>The Head of Corporate Services advised that Board members could have 121s with the Directors or members of the Senior Management Team to discuss any areas that they may wish to gain more knowledge and understanding about.</p> <p>The Chair took the opportunity to inform the Board that she would look to retire as Chair at the next AGM and a succession plan would be required prior to this.</p> <p>The report highlighted that there were two vacancies within the Audit Committee and one each for Staffing sub Committee and DISC.</p> <p>John Shearer showed an interest in being on the membership of the Audit Committee. The Board agreed and approved to appoint John Shearer to Audit Committee.</p> <p>Paul McCandlish expressed an interest to join the Staffing Sub Committee. The Board agreed and approved Paul McCandlish to appoint to the membership of the Staffing sub Committee.</p> <p>There was no note of interest for DISC and this will remain open for future interest. It was agreed that the Head of Corporate Services would follow this up with Nick Farrell as he has the relevant experience for this Sub Committee.</p> <p>After a lengthy discussion the Board noted the content of the report and approved the proposed actions.</p>	<p>Approved</p> <p>Approved</p> <p>Noted/ Approved</p>
<p>14. Extension of Business (Standing Order) At 8:30pm the Chair invited Board to improve an extension to the Standing Orders to allow the order of business to be discussed. The Board</p>	

approved.	Approved
<p>15.Review of Allocations Policy The Director of Housing and Customer Services presented the revised Allocations Policy.</p> <p>The revised Policy takes account of the provisions of the 2014 Housing (Scotland) Act and is framed to give a degree of discretion to the Housing Teams, so that the particular circumstances of applicants can be taken account when allocating a home.</p> <p>After consideration the Board noted the content of the report and approved the revised policy.</p>	Approved
<p>17.RSG&FM Review of the papers The Head of Corporate Services spoke to the content and review of the papers and informed that the Standards have now been updated in accordance with the new Regulatory Standards.</p> <p>The Board noted the content</p>	Noted
<p>18. Health and Safety Review The Board noted the content.</p>	Noted
<p>19. Willowacre Trust The Willowacre Trust minutes of 14th May 2019 were noted. The Director of Housing and Customer Services updated that he was approved at the Trust meeting to become a Director pending the appointment of a new CEO.</p>	Noted
<p>20.DISC Minute The DISC minute of 29th May 2019 were noted</p>	Noted
<p>21. Minute of TAG The TAG minutes of the 13th May 2019 were noted.</p>	Noted
<p>22. Resolutions The Head of Corporate Services informed that the Chair had signed all documents relating to the additional borrowing with RBS. The additional borrowing and stock list were approved by the Board on 22nd August 2018 and it was agreed at this meeting that the Chair would sign all relevant documents on behalf of the Board.</p>	Noted
<p>23. Notifiable Event The Notifiable Events presented in the report were noted by the Board.</p>	Noted
<p>24. Review of the meeting The Board felt that meetings have been running on too long and consideration should be given if more meetings are required in order to make the agenda less heavy. It was agreed that the Board may need to</p>	

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consider re-instating the April and September Board meetings to allow the agenda items to be more spread out.	
25. AOCB The Board confirmed availability to meet with SHR on either the 23 rd or 25 th July. An email will be issued in due course to confirm the date. The Head of Corporate Services reminded the Board that volunteers are required to buddy up with the new members and offer any support.	
Date of Next Meeting – Wednesday 28th August 2019 @ 5:45pm	