

**Minute of meeting of River Clyde Homes' Board
held in the Beacon Arts Centre, Greenock
on Tuesday 20th August 2019 at 5.30 pm**

	Name	Designation
Present	Jillian Moffat (JM) Marilyn Beveridge (MB) Graeme Brooks (GB) Chris Curley (CC) Jenny Speck (JS) Antony Smith (AS) Gillian McLees (GMcL)	Board Member (Chair) Board Member Board Member Board Member Board Member Board Co-Optee Board Member Elect
Apologies	Tom Ferrier (TF) Craig McGinn (CMcG) Mark Robson (MR)	Board Member Board Member Managing Director HS
Others in Attendance	Kevin Scarlett (KS) Sandra McLeod (SMcL) Richard Turnock (RT) Maureen Gimby (MG) Alison Smith (ASm) Aileen Metcalfe (AM) – Items 6.2 and 7.1 Keith Moore (KM) – Item 6.2 Steven Duffy (SD) – Item 7.1	Chief Executive Group Director: Customer Experience Group Director: Resources and Transformation Minute Taker Board Support Consultant
1. Sederunt, welcome introduction and apologies		
JM welcomed all and sederunt as outlined above.		
2. Declarations of Interest		
JM declared that she is a Director on the HFS Board; GB declared an interest in item 6.1 as he is an owner within a tenemental block (not factored by RCH).		
3. Board Appraisal Feedback		
3.1 ASm introduced the highlights from the recent Board appraisals and advised that the feedback also includes the Home Fix Scotland (HFS) Board appraisals. She noted that some further fine-tuning may be required across the Group such as the RCH Chair appraises the HFS Chair. She advised that processes will need to be aligned to avoid having the potential of having to undergo two appraisals across the Group.		
3.2 ASm confirmed that the new Board competency framework is working well and that there are no significant issues or problems; the Board are also pleased with the improvements in the last 3 years and in all that they have achieved. ASm reported that the collective Board feedback is that the strategic away event is important to them; the Board paper report template developed is excellent and the		

EMT dynamics reflect the improvements. The Board noted that they need new Board members with skills which will help with succession planning for current office bearers.

3.3 JM agreed that the competency framework worked really well and that the Board Development Plan will help to improve overall Board governance performance.

3.4 The Board noted the appraisal feedback and thanked ASm for attending; she left the meeting at this point.

4. Board Member Recruitment & General Membership Application Update

4.1 KS updated the Board on the recent Board member recruitment. He advised that five interviews had taken place with the Remuneration & Nominations Committee (R&N) and the committee has decided to appoint two of the candidates to the RCH Board (Gillian McLees and John Quinn). He added that the committee felt that both candidates have skills and competences that will be beneficial to the Board. He added that there were no suitable candidates for the HFS Board and we will need to continue with a recruitment campaign for HFS. KS advised that a third candidate, who is an RCH customer, has been invited to join the Senate and has confirmed he will do this.

The Board:

- **Noted the Board Member recruitment and approved the applications for Membership, which contained the three successful candidates as advised in para 4.1 above.**

5.1 Minute and Confidential Minute of meeting held on 20th June 2019

The Board:

- **Approved the minutes as a true record; proposed by GB and seconded by MD;**
- **Approved the Confidential minutes as a true record subject to an amendment at para 5.1.2 that GB and CC “will be involved”; proposed by MB and seconded by JS.**

5.2 Action Tracker

Board

Action 2 – SMcL confirmed that this action will be presented to the next SLOC Committee meeting in October 2019.

Audit & Risk Committee (A&R)

Action 1 – RT advised that a Stores update will be discussed at the next A&R Committee meeting in October 2019.

Social Landlord Operations Committee (SLOC)

Action 1 – SMcL confirmed that the ICT solution was missing from the tracker and this will be updated.

Action 2 – SMcL confirmed that this action has now been completed, although a further date will be confirmed for new Board Members and if any existing Board Members wish to attend. AS thanked SMcL for the stock tour as he found it to be very beneficial.

6.1 Factoring Policy

- 6.1.1 RO updated the Board on progress with implementing the factoring service improvement plan. He confirmed that the new factoring policy had been developed to modernise and improve the factoring service, taking into account the regulatory framework, procurement arrangements, arrears control and new fee structure. He advised that higher level costs such as scaffolding will need to be planned for in the longer term. GB asked that the word “speedily” be removed on page 4 of the policy and replaced with a more tangible timeframe. This was agreed.
- 6.1.2 GB raised the potential of having duplicate insurance; RO confirmed that RCH is responsible for the maintenance of common parts and owners are required to contribute to our insurance costs.
- 6.1.3 JM advised that the communication of the new factoring policy and the Written Statement of Service needs to be very clear, especially in detailing high cost repairs, fees and planned works. SMcL responded that we can amend policy as discussed and will publish the policy on the website when approved.

The Board:

- **Approved the Factoring Policy and the Written Statement of Service with the changes suggested.**

6.2 RCH Group Launch and Office Accommodation

- 6.2.1 KM outlined the new branding for the RCH Group and HFS. He advised that HFS employees will be issued with new ID badges with the HFS logo and will also carry a leaflet with them to say that they are working on behalf of RCH and are not “bogus callers” as there is currently a campaign on bogus callers. KM confirmed that he is meeting with the customer senate next week to get their feedback on the leaflet and to see if anything else should be added, especially for vulnerable customers, to ensure that customers are fully informed of the changes before getting them printed.
- 6.2.2 AM provided the Board with an update on the new office proposal. She advised that the new office will be an excellent facility for staff, the Board and customers. She added that we will be able to showcase our 24/7 and CCTV service to potential new clients. The space and layout for our staff teams will encourage interdepartmental working which will help to improve an overall Group culture and behavior's. AM confirmed that a space planning consultant has been appointed to assist with the design of the new office. The aim is to relocate staff autumn 2019.

The Board:

- **Noted the timetable and actions for the RCH Group Launch and the new office.**

6.3 New Office Lease (Confidential Item)

Contained in the Confidential Minute.

6.4 Annual Health & Safety Review

6.4.1 RT updated the Board on the annual H&S review report. He advised that a H&S health check on asset compliance has been undertaken by an external consultant which has confirmed overall satisfaction with some improvements necessary to ensure continued minimum risk to customers; significant training has also been undertaken for all levels of staff across the Group. He added that we will continue to refine policy and report more frequently to the A&R Committee on H&S compliance.

6.4.2 The Board were interested in how the integrated workforce RIDDOR issues are to be managed by HFS. RT responded that there will be clear policies and procedures for HFS activities and how risk can be minimised. He advised that the HFS Board will have oversight of the Group risk register. He added that there has been an increase in “near miss” reporting which is evidence of an improving H&S culture, not reduced performance.

6.4.3 The Board asked that we separate relevant H&S information for RCH and HFS, including any customer incidents, when reporting to the A&R Committee.

The Board:

- **Noted the Health & Safety Action Plan and Accident/Incident Statistics for 2018/19 and**
- **Approved the revised Health & Safety Policy 2018/19**

7.1 Financial Statements 2018/19

7.1.1 RT outlined the regulatory framework. He reported that there is confidence in our financial reporting from our auditors and the A&R Committee has recommended approval of financial statements. JM added that she would like to give thanks to SD and the team as the auditors were very complimentary on information that has been given and the Board should feel very comfortable that the financial statements are in the capable hands. She confirmed that there was a detailed discussion/debate on pensions and asked SD to give an update to the full Board on the Committee discussions.

7.1.2 SD talked the Board through the large liability impact with the Strathclyde Pension Fund (SPF) and the 2018/19 actuarial change in key assumptions which has had a significant negative impact on our numbers which generated a discussion on how we manage risk.

7.1.3 RT confirmed that he reassured the Committee that the financial covenants reflect adjustment for pension; he intimated that it is a sector risk and other RSLs are experiencing the same situation and that it is not unique to RCH.

7.1.4 SD also commented that we were able to reclaim 20% for SHQS although the VAT shelter has now finished so now can't claim VAT; he confirmed that we are now reviewing our VAT liability that we can claim from HMRC. He explained to the Board that working with our Auditors on this issue will incur a one-off cost. Other highlights include an improvement in arrears performance and this will be

externally assessed through the ARC submission for benchmarking which reflects sector performance. SMcL confirmed universal credit impact is improving so we are now sector leading; she stated that the direction of change is doing well and arrears are decreasing and that the Wheatley Group is interested in what we are doing.

The Board:

- **Noted the performance improvements and**
- **Approved the Financial Statements 2018/19**

7.2 RCH Group: Implementation Process

7.2.1 KS provided the Board with an update on the RCH Group implementation process, including integration. He confirmed that we are now in the final stages of completion of all documents, including the intra group agreement and asked the Board to delegate responsibility for signing off the documents to the Chair and Vice Chair and that the documentation will be circulated to all Board members for comments/amendments which will be incorporated into the final documentation.

The Board:

- **Noted the RCH Group implementation process and**
- **Approved that delegated authority be given to the Chair and Vice Chair to sign off the Group documentation.**

7.3 Annual Assurance Update

7.3.1 RT advised the Board that progress is being made with the compliance checklist. He stated that this is a significant change by the regulator and the SFHA has issued a toolkit, which is being used for guidance. JM added that she, MB and CM attended the conference last year where the regulator announced the changes.

7.3.2 RT advised that he would like to present the document to the September Board for approval but if any minor actions are still to be completed, a further report will go to the A&R Committee in October 2019 for sign off.

The Board:

- **Noted the progress and**
- **Agreed that final approval for sign off of the Annual Assurance Statement may be granted to the A&R Committee in October 2019, if required.**

8.1 Asset Strategy Data and Plan Review

8.1.1 SMcL advised that there has been slippage in the programme, this was down to several factors including the asset restructure process. She advised that we will be getting a consultant in to work on a new asset strategy and confirmed that the stock condition survey will be presented to the Board at their November strategy event. She confirmed that a report on assets had been discussed at Social Landlord Operations Committee (SLOC) and she is currently working with MR on the HFS Business Plan assumptions as there will be a revised Business Plan for HFS.

The Board:

- **Noted the progress to date.**

8.2 Minute and Confidential Minute of SLOC Committee meeting on 30th July 2019

The Board:

- **Noted the content of the minutes (subject to approval at the forthcoming Committee meeting).**

8.3 Minute and Confidential Minute of A&R Committee meeting on 23rd April 2019

The Board:

- **Noted the content of the minutes (subject to approval at the forthcoming Committee meeting).**

8.4 Minutes of Group Remuneration & Nominations Committee meeting on 13th August 2019 (Confidential)

Contained in the Confidential Minute.