

**Minute of meeting of River Clyde Homes' Board
held in hybrid format in River Clyde Homes' office and via Microsoft
Teams on Tuesday 20th August 2024 at 5.30pm**

	Name	Designation
Present	John Quinn (JQ) Gillian McLees (GMcL) Charles Thompson (CT)* Elizabeth Taylor (ET) Graeme Brooks (up to conclusion of item 6.1) Vera Karaba (VK) (up to conclusion of item 7.1) Tom Ferrier (TF)* Chris Curley (CC)	Board Member (Chair) Board Member Board Member Board Member Board Member Board Member Board Member Board Member
Apologies	Heike Noack (HN) Ellis Barilli (EB) Stephen Black (SB)	Board Member Board Member Board Member
Others in Attendance	Richard Turnock (RT) Tom Greenan (TG) Stevie McLachlan (SMcL) Derek Ferguson (DF) Steven Duffy (SD) (up to conclusion of item 6.2) Aileen Metcalfe (AM) (item 6.3 only) Elaine Cannon (EC) (item 7.2 only) Kenny McGinty (KMcG) (item 7.2 only) Siobhan O'Kane (SO) (* represents online attendance)	CEO Director of Group Services Director of Housing Services and Interim Director of Property Services Managing Director of HFS Head of Finance and ICT Head of Business Change and Compliance Head of Housing Services Head of Property Services Minute Taker
1. Sederunt, welcome introduction and apologies		
The Chair welcomed all and the sederunt was as outlined above.		
2. Declarations of Interest		
2.1 The Board noted the declarations of interest made by ET and JQ regarding their positions on the subsidiary company Board.		
3.1 Draft Minute and Confidential Minutes of meeting held on 21st May 2024		
The Board: <ul style="list-style-type: none"> Approved the minutes as a true record. 		

3.2 Action Tracker

Board Action Tracker:

Action 1 – the Board noted that this action will be completed at this meeting during agenda item 6.3 and upon conclusion of this, this action can be removed from the tracker.

A&R Committee Action Tracker:

Confirmation was given that all actions should be completed within the timescales identified.

SLOC Action Tracker:

Confirmation was given that all actions should be completed within the timescales identified.

HFS Action Tracker:

Confirmation was given that all actions should be completed within the timescales identified.

4.1 Ratification of Board and Committee Approvals (Confidential Item)

The Board:

- **Ratified the approvals given for tenancy allocations to people connected to one of our people (included within the 'Other Approvals' File in the Board SharePoint site)**

5.1 Minutes of A&R Committee meeting on 23rd April 2024

The Board noted the minutes.

5.2 Minutes of SLOC meeting on 30th April 2024

The Board noted the minutes.

5.3 Minutes of HFS Board meeting on 13th February 2024

The Board noted the minutes.

6.1 Approval of Financial Statements 2023/24

6.1.1 This report was presented to the Board. It was reminded that the Financial Statements 2023/24 have been reviewed and scrutinised by both the Audit & Risk Committee and HFS Board prior to this meeting. Confirmation of a clean audit for the Group was given to the Board. The Board was also reminded that the Audit & Risk Committee met with the External Auditor out with the presence of officers for further discussion.

- 6.1.2 The Board was advised that the financial statements confirm full covenant compliance and are therefore aligned to lender requirements.
- 6.1.3 The Board was further advised that the accounts are a true reflection of the current position and any significant items of high risk that we are aware of will have been raised with the auditor.
- 6.1.4 The Board then sought assurance from the Chair of the Audit & Risk Committee with regards to discussions at the Committee meeting and confirmation was given that questions were put to the auditor and the assurances expected were provided. The Committee Chair did note that discussions regarding ongoing interest cover covenant compliance took place at the Committee meeting. It was noted that this will be discussed with the Board during item 6.2.

The Board:

- **Noted the recommendation of the Audit and Risk Committee and approved the Financial Statements for year ended March 2024 to be signed using electronic signatures.**
- **Noted the Final Management Report – authored by Armstrong Watson**
- **Noted the Going Concern Analysis.**
- **Noted the Home Fix Scotland Financial Statements (these have already been signed following HFS Board approval).**
- **Approved Letter of Representation and authorised use of electronic signatures.**

6.2 Treasury Management Update (Confidential Item)

- 6.2.1 This report was presented to the Board to provide a position statement as at the end of Q1 including highlighting financial risks, mitigations and confirming covenant positions.

6.3 H&S Report (Partially Confidential Item)

- 6.3.1 The Board was advised that a report providing the Board with an update on Health and Safety will be included as part of all agendas for both the RCH and HFS Boards going forward. The Board was reminded that the Health and Safety Policy was approved in May subject to further review in relation to use of more proactive language. Both the RCH and HFS Policies have since been reviewed and approval is being sought for the amended version. There will be one further change to the policy to include reference to Construction Design and Management Regulations following a request made by the HFS Board.
- 6.3.2 The Board was then directed to the update aspect of the report including incident, accident and RIDDOR reporting across the Group. The Board sought clarity on the reference made to unannounced site visits and confirmation was given that the sheltered complexes, high rise blocks and our depot have been completed to date. These visits will continue across our stock and will include a review of any contractors on site.
- 6.3.3 The Board was also asked to consider nomination of a Health and Safety Board Champion and CT confirmed that he would be prepared to take this role at the

moment.

6.3.4 The Board noted the positive work being undertaken across the business and the commitment to a regular H&S report to the Board is very much welcomed. The Board was also advised that H&S transactional staff survey results will also be shared going forward.

The Board:

- **Approved the revised RCH Group Health and Safety Policy following a request from Board Members for more robust wording around Board Members responsibilities.**
- **Approved the RCH Group Health and Safety Policy Statement that the Chair of the Board and the Chief Executive sign on behalf of the RCH Group, attached as Appendix 1 to the above Policy.**
- **Approved the revised HFS Health and Safety Policy as the RCH Board have overall responsibility for Health and Safety across the Group. This HFS Policy was approved by the HFS Board at its meeting on 30th July [and subsequent email approval relating to the addition of CDM regulations].**
- **Noted the current H&S performance statistics.**
- **Noted the recent H&S activities.**
- **Nominated a H&S Board Champion (CT) from the RCH Board to work with the management team to develop enhanced H&S reporting.**

6.4a Governance Matters (Partially Confidential Item)

6.4a1 The Board was presented with the registers and submissions calendars outlined in the report. The Board was reminded that all Notifiable Events are reported to the Board or appropriate Committee and the SHR as and when they occur.

6.4a2 The Gifts and Hospitality Register and information relating to allocations made to connected persons was presented and confirmation was given that Board approval is sought prior to the allocations being made. The Board was advised that the submissions calendar, which is included for noting, is available on the Board SharePoint site to allow Board members to review this at any time.

6.4a3 The Board was also asked to note the progress made in relation to our SHR Engagement Plan Actions.

The Board:

- **Noted the entries on the Notifiable Events Register at appendix 2.**
- **Noted the entries on the Gifts and Hospitality Register at appendix 3.**
- **Noted the allocations made in line with our Payments, Entitlements and Benefits Policy at appendix 4.**
- **Noted the annual submissions calendar at appendix 5.**
- **Noted the progress made in relation to the summary of our SHR Engagement Plan actions at appendix 6.**
- **Considered and approved the findings in the Board Member Appraisal – Summative report attached at appendix 7.**
- **Noted that the Chair and Vice Chair have undertaken the CEO**

appraisal.

6.4b Board Membership (Partially Confidential Item)

6.4b1 The Board was reminded of the skills gaps that had previously been identified on the Board due to a recently vacated Board member with finance experience and an imminent legal expertise gap. The Board was further reminded of the ongoing recruitment campaign to fill these vacancies and was advised that an application had been received from a highly qualified solicitor. Confirmation was given that representatives from the R&N Committee and EB conducted an interview with the individual and are recommending appointment at the AGM, subject to approval of the individual's general membership application.

6.4b2 The Board was further advised of the Board members seeking to be reappointed at the AGM along with the nominations that have been received from Inverclyde Council.

The Board

- **Approved the application for General Membership attached at appendix 2.**
- **Approved the recommendation by representatives from the Remuneration and Nominations Committee and Board member Ellis Barilli, to recommend appointment of Graham Wallace as a Board member at the AGM on 24th September 2024.**
- **Approved that the following Board members are recommended for appointment at the AGM on 24th September 2024:**
 - **Ellis Barilli – seeking appointment for a 2nd term**
 - **Heike Noack – seeking appointment for a 2nd term**
- **Noted that confirmation has been received from Inverclyde Council that Councillors Graeme Brooks and Chris Curley will be their nominations to the Board for noting at the AGM.**

6.4c Tenancy Allocation (Confidential Item)

6.4c1 The Board was asked to consider this report to grant the allocation of a tenancy in line with the requirements of our Entitlements, Payments and Benefits Policy for closely connected individuals.

The Board:

- **Noted the governance process associated with the potential allocation of tenancies to staff members; board members; and those closely connected to either a staff member or member of the Board in line with our Payments, Entitlements and Benefits Policy.**
- **Considered and approved the allocation of the tenancy as outlined within the report.**

7.1 Prospecthill Court (Confidential Item)

Contained in the Confidential Minute.

7.2 Voids Performance Update (Confidential Item)

7.2.1 The Board was provided with an update supplemented by a presentation on the progress with improving void performance across the Group, highlighting key challenges, risks and actions being taken to mitigate these.

7.3 Staff Survey (Confidential Item)

7.3.1 It was agreed by Board that this item would be carried forward for discussion at the next Board meeting in September 2024.

7.4 CEO Update (Partially Confidential Item)

7.4.1 The report provides Board with updates on staff matters, governance, corporate initiatives update and key stakeholder activity. The focus of the discussion with regards to this report is contained within the confidential minute.

8. AOB

8.1 The Board noted that this was TF's last RCH Board meeting. Having served 7 years on the Board, TF is standing down at the AGM on 24th September 2024. The Board conveyed its thanks to TF for his dedication and support to RCH over the years and wished him well for the future.

Date of next meetings

Date of next RCH Group Board meeting: 24th September 2024 upon conclusion of the AGM

Date of next HFS Board meeting: 17th September 2024

Date of next Committee meetings:
A&R meeting – 22nd October 2024
SLOC meeting – 29th October 2024