

TRUST HOUSING ASSOCIATION LIMITED

Minute of the Board Meeting held on Thursday 9 February 2023 at 14:30 at 12 New Mart Road, Edinburgh

PRESENT:

Board Members

Dr Norval Bryson
Gordon Laurie
Kyle Ruparelia
Steve McGowan
Ali Ross

Mary Niven
Paul McFarlane
Ian Mitchelmore
Ian Gunning
David Knight

Officers in Attendance

Rhona McLeod, Chief Executive
Gail Gourlay, Director of Customer Experience
Zoe Purdie, Director of Finance & People
Neil Ferguson, Director of Business Development & Digital
Mary Strathearn, PA/Company Secretary

DR NORVAL BRYSON IN THE CHAIR

Agenda Item	Detail
1.	Chair's opening remarks
1.1	Dr Norval Bryson, Chair, welcomed everyone to the meeting and acknowledged that today is Gail Gourlay's last meeting of the Board before she retires at the end of March.
1.2	Norval noted that the Board had received a large volume of information contained within the boardpack and there was substantial reading around the Project Growth paper. To focus today's meeting we will only discuss substantive points for each paper. In advance of the meeting Board Members have had the opportunity to raise any detailed points with management separately.
2	Audit & Performance Chair's Remarks
2.1	Paul McFarlane, Chair of Audit & Performance Committee, gave an update from the earlier Audit & Performance Committee meeting. He noted that the Committee had been shown a set of good performance results in what still remains to be a very challenging time.
2.2	He added that the Committee are keeping a close eye on the numbers and overall performance. Paul wanted to share his thanks to the whole employee team who keep the business running and are doing a great job.
2.3	Paul referred to the internal audit reports and that our auditors used a scoring level of "moderate" and he wanted to explain to the Board that achieving a score of moderate is a good outcome. He noted our internal auditors, BDO, have demonstrated through their audit work that they are giving Trust a thorough assessment and challenge.
3.	Chief Executive's Opening Remarks
3.1	Rhona McLeod, Chief Executive, also acknowledged that today was Gail's last Board meeting with Trust and shared that we plan to hold the April Board meeting at the Norton House Hotel with a celebration lunch to be held afterwards to mark Gail's retirement.

Agenda Item	Detail
3.2	Rhona went on to share that the recruitment exercise to find a successor was a great success and we achieved a very strong field. The news of Jenny Wallace's appointment as Director of Customer Experience has gone down very well across the business. Rhona wanted to thank Norval Bryson, Mary Niven, Ian Mitchelmore and Gordon Laurie for their participation in the process.
3.3	Rhona updated that our Director of Assets & Sustainability, Jackie McIntosh, will have a period of absence and the 2 Heads of Service in the Assets team will report directly to Rhona.
3.4	She highlighted that we have received our customer satisfaction results which are a concern due to the downward trends and we will discuss this in more detail at today's meeting. In contrast, Rhona shared that we have undertaken an employee engagement survey and the results coming from this are very positive.
3.5	In relation to Project Growth, Rhona wanted to give a huge thank you to the Board Working Group of Paul McFarlane, Ali Ross, Norval Bryson, Gordon Laurie and Steve McGowan for all their input and support over the last few weeks. Rhona added that both Zoe Purdie, Director of Finance & People, and Emma Downie, Head of Finance, have now completed a huge piece of work around financial planning which can be shared today and their efforts are greatly appreciated.
4.	Declarations of Interest
4.1	All staff present declared an interest in Item 7 which contained details of the annual staff pay award.
5.	Apologies
5.1	Apologies were received from Karen Cawte & Jackie McIntosh.
6.	December Financial Review – <i>please see private minutes</i>
7.	Rent Consultation 2023/24 & Final Budget – <i>please see private minutes</i>
8.	Project Growth Update – <i>please see private minutes</i>
9.	Customer Satisfaction Survey – <i>please see private minutes</i>
10.	Write Off Request – <i>please see private minutes</i>
11.	Governance Update
11.1	Mary Strathearn, Company Secretary, summarised her report and noted that all Board Members have confirmed their intentions to remain on the Board following the AGM in September.
11.2	Mary had two outstanding tasks around updating the Board skills matrix & the annual appraisal programme. She had given both tasks some thought and asked if any Board

Agenda Item	Detail
	Members had experience in these area and were willing to have a short Teams call to sound out some ideas.
11.3	Mary referred to the vacant post on the Board created by Nicky McLaughlin stepping down in December and advised that we wish to keep this post vacant and address the diversity issues on the Board. To do this we hope to run a targeted recruitment campaign in this year.
11.4	The Board will remember that we have changed the governing rules to allow the Board the power to appoint Board Members as Appointed Members where a specific skill or expertise area is required. Appointed Members can serve on the Board for a term up to 3 years. Today we are seeking Board approval to appoint Graham Curran under the Appointed Members rule 37.1 and also under Chairs Actions approve his membership of the Association.
11.5	Mary explained that Rhona and Norval had met with Graham Curran who had been interested in joining the Trust Board for some time but work and other commitments did not permit.
11.6	Rhona added that we have known Graham for a long time and he has worked with us on our digital strategy and he has an impressive CV and digital expertise which is a skill area needed on the Board.
11.7	Norval shared he believes Graham will be a good appointment as he has key skills that we require. He noted that Graham found the offer of the Appointed Member route more attractive as it had a term of 3 years as opposed to the 9 year rule for Elected Board Members.
11.8	Neil Ferguson, Director of Business Development & Digital, advised that he has worked with Graham for a number of years and his contribution will be invaluable to the Board especially around cyber security and digital. He added that Graham's personality is a good fit with Trust's culture.
11.9	Mary noted that we have 2 new appointments to the Audit & Performance Committee with Ian Mitchelmore & David Knight joining their first meeting earlier today.
11.10	Lastly, Mary advised that we will be rolling out a spring / summer development visits programme which will be overseen by the Business Support team. If any Board Member wishes to carry out a visit in the coming months, please let Mary know.
11.11	Noted the contents of the report.
11.12	Approved the appointment of Graham Curran as an Appointed Member under rule 37.1 and membership application under Chairs Actions.
11.13	Noted the plans to address the gender balance on the Board over the next year.
11.14	Noted the membership of the Audit & Performance Committee with the addition of two new Members – Ian Mitchelmore and David Knight.

Agenda Item	Detail
<p>12.</p> <p>12.1</p> <p>12.2</p>	<p>Gender Pay Gap Report</p> <p>Zoe noted that this was a self-explanatory report on the gender pay gap which is a requirement under law that we have to present to the Board and publish the data on our website.</p> <p>Decision: Approved the statement presented in Appendix 1 to be published on the Trust website.</p>
<p>13.</p> <p>13.1</p> <p>13.2</p> <p>13.3</p>	<p>Rent & Service Charges Policy</p> <p>Zoe advised that we have drafted a Rent & Service Charges Policy which will be in the public domain and shared on our website which is a much more transparent approach for tenants to enable them to understand how we calculate and charge rents.</p> <p>Gordon shared his support for transparency and the publication of the policy. He noted that the policy may generate questions from tenants.</p> <p>Decision: Approved the attached Rent and Service Charge policy.</p>
<p>14.</p> <p>14.1</p> <p>14.2</p> <p>14.3</p> <p>14.4</p> <p>14.5</p>	<p>People Policy Updates</p> <p>Zoe explained that she was seeking Board approval for two people policies. The first was the Disciplinary Policy which was due for review. Zoe advised that Appendix 1 was not included in boardpack but she would share this on the Board Teams site following the meeting for completeness.</p> <p>The second policy was the Whistleblowing Policy which was not due for review, however Trust has been successful in securing funding from the National Lottery for supermarket vouchers for Trust tenants on Arran. As part of the funding application we need to demonstrate that our Whistleblowing Policy has been reviewed in the last two years.</p> <p>Rhona noted that we will provide an update to the Board on the Board Teams site to share the good news story around funding that we have secured.</p> <p>Decision: Approved the attached Disciplinary Policy.</p> <p>Decision: Approved the attached Whistleblowing Policy.</p>
<p>15.</p> <p>15.1</p> <p>15.2</p>	<p>Delegated Authority Update</p> <p>Zoe shared on screen the updated report and advised that we have appointed a Financial Controller who's role it will be to identify and deliver system improvements in the transactional finance team. As this is a new post this needs to be added into the Delegated Authority as outlined in Appendix 1.</p> <p>Decision: Approved the attached Financial Regulation FR06 Delegated Authority V012 including Appendix 1.</p>

Agenda Item	Detail
16.	Board Minutes
16.1	The minutes of the Board meetings held on 1 December 2022 were approved.
17.	Action Tracker
17.1	Discussion around what items can be moved to completed on tracker.
18.	AOB
18.1	None.
19.	Date of next meeting
19.1	Next Board Meeting – Thursday 6 April 2023 in person meeting at the Norton House Hotel at (10:30am for Board training, 11:00am for the meeting with lunch to follow at 1:00pm)