

## TRUST HOUSING ASSOCIATION LIMITED

### Minutes of the Board Meeting held on Thursday 7<sup>th</sup> December 2023 At 12 New Mart Road, Edinburgh EH14 1RL.

#### PRESENT:

##### Board Members

Dr Norval Bryson  
Gordon Laurie  
Steve McGowan  
Graham Curran  
Mary Niven  
Ian Gunning

David Knight

Ali Ross

Kyle Ruparelia

Paul McFarlane

Laura Bornatici

##### Officers in Attendance

Rhona McLeod, Chief Executive

Jackie McIntosh, Director of Assets & Sustainability

Zoe Purdie, Director of Finance & People

Neil Ferguson, Director of Business Development & Digital

Jenny Wallace, Director of Customer Experience

Claire Mottram, Governance & Business Support Manager (Company Secretary)

#### DR NORVAL BRYSON IN THE CHAIR

Agenda Item	Detail
<b>1.</b>	<b>Chair's Opening Remarks</b>
1.1	Dr Norval Bryson, Chair, welcomed everyone to the meeting and referenced the importance of Item 8 'Draft Budget and Rent Consultation 24/25' and Item 10 'Methodist Homes' given their impact on our customers and growth strategy.
<b>2.</b>	<b>Chair of Audit &amp; Performance Committee Remarks</b>
2.1	Ali Ross, Board Member, gave an update from the earlier Audit & Performance Committee meeting, noting this was her first meeting as Chair. She expressed her thanks to Paul McFarlane, Board Member, for his service as Chair of the Committee over the past several years. Paul expressed his enjoyment of the role. Ali moved on to note that the Committee also welcomed David Knight, Board Member, as Vice Chair today.
2.2	Ali provided a summary of the key points of the Quarter 2 Performance Report, noting a new graph format which provides the previous 4 quarters of performance in addition to the current quarter which allows for a comparison to this time last year, which is very beneficial. Ali updated the Board in particular on 'Lets vs Terminations', 'Days to Let', 'Gross Rent Arrears' and 'Employee Absence'. Ali noted a void (1167 days) in Q2 which was remodelled and let to a homeless applicant. Ali also referenced the split between physical and mental health as causes for absence, before updating the Board on the 'Mental Health & Wellbeing' initiatives run by Trust. Ali concluded the performance update by raising awareness of the £550,000 gains for customers via the welfare benefits team during Q2, with an average of £2 million gained in the last year, which is fantastic and thanks to the team.

2.3	Ali referenced the two internal audit reports reviewed by the committee, noting the 'substantial' rating for Financial Planning and the committee's thanks to Zoe Purdie, Director of Finance & People and her team. Ali updated the Board that the Allocations audit received 'Limited' design and 'Moderate' effectiveness. Ali advised that a good conversation was held at Audit and the lower rating relates to a 'manual' process in place around shortlisting. Ali noted that the committee felt the 'limited' scoring was tough given BDO agreed that effective controls were in place, no errors in allocations had arisen and Rubixx will shortly automate this manual process. Norval agreed that it was good to have healthy debate around Auditor recommendations.
2.4	Ali advised that it was agreed at Committee that the Health & Safety Report would begin to have a summary relating to 'damp and mould'.
2.5	Ali concluded by noting that they will shortly be starting the re-tender process for 24/25 internal audit. Kyle Ruparelia, Board Member, queried if this was time driven. Zoe answered yes, as BDO have reached the end of their 3 year contract.
<b>3.</b>	<b>TEL Update – please see private minutes</b>
<b>4.</b>	<b>Chief Executive's Remarks – please see private minutes</b>
<b>5.</b>	<b>Declaration of Interests</b>
5.1	None.
<b>6.</b>	<b>Apologies</b>
6.1	Apologies received from Ian Mitchelmore and Sharron Elsdon.
<b>7.</b>	<b><i>October Financial Review 2023/24 – please see private minutes</i></b>
<b>8.</b>	<b><i>Draft Budget &amp; Rent Consultation 24/25 – please see private minutes</i></b>
<b>9.</b>	<b><i>RBS £10m revolver facility – please see private minutes</i></b>
<b>10.</b>	<b><i>Methodist Homes Update – please see private minutes</i></b>
<b>11.</b>	<b><i>Off the Shelf New Build Purchase – Glowgarren, Hamilton – please see private minutes</i></b>
<b>12.</b>	<b><i>Service Change Update – please see private minutes</i></b>
<b>13.</b>	<b><i>Time is Now Update – please see private minutes</i></b>
<b>14.</b>	<b><i>October Board Away Day Playback – please see private minutes</i></b>
<b>15.</b>	<b>Governance Update</b>
15.1	Claire Mottram, Governance & Business Support Manager, summarised the high level content of the Governance Update paper, paying particular attention to the Standing Orders 2023 update and the EDI Reporting and Impact Assessment.
15.2	

15.3	<p>Claire opened up to comments on the Standing Orders. Gordon suggested that 17.2 be amended to note that the Committee approves its' own minutes and any matters not delegated would revert to the Board for review. Gordon also suggested that the order of DA 1.5 is tweaked so that it first states that all policy approval is delegated to the leadership ship, and then states, 'with the exception of the 13 policies reserved to the Board' as listed already. Gordon also suggested that no. 10 in the Summary of Changes table is reverted and tenancy agreements is included. Claire advised that there had been discussion around this point during the revision. Zoe noted that her counterpoint would be to question where the delegation stops when it comes to operational issues. Norval noted that often instead of delegated authority in this format, organisations will focus more on what is reserved to the Board, which avoids that issue. Gordon noted his preference for this to remain and explained that historically the SHR categorised granting tenancies as a disposal, which is why it would have been included in the orders.</p>
15.4	<p>Claire moved on to reference the EDI reporting and Impact Assessment, opening up for questions. Gordon queried the collection process for tenants as the response rate is low. Claire advised that General Needs, Amenity and Retirement Housing tenants received a letter with a printed form or QR code to access a link for online response. Claire noted that this was sent in 2021 and the link remains live. For Care &amp; Support, employees on site were provided with training around supporting our customers in completing these forms, but ultimately tenants also had the option to complete privately. Claire noted that the form isn't mandatory and that new tenants are provided with the same Equality Monitoring Form as part of sign up. Gordon suggested that this is something the Board should re-visit around what we want or need to do now that we have this information. Gordon remarked on the narrow diversity shown in the tenant and employee responses. Paul queried how often this needed to be updated. Claire advised that the SHR have not set any timescales in stone and this was discussed with Customer Experience, with it being felt that between 5-10 years would be appropriate, given the information not changing often for an individual, and with new tenants information being captured on an ongoing basis.</p>
15.5	<p>Claire remarked that she could understand why the SHR is asking for RSLs to collect this data, in order to avoid discrimination and promote equality in service delivery, but with the limited responses affecting representation and the importance of all characteristics no matter what % of representation, it is best practice to have the Impact Assessment which ensures all Protected Characteristics are considered equally at the start of projects and other changes.</p>
15.6	<p>Graham advised that what stood out for him was the ethnicity of job applicants versus that of employees, so he would welcome more analysis of this.</p>
15.7	<p>Claire finished by noting that there is one vacancy on the Audit &amp; Performance Committee following Paul stepping down and any members interested in joining should please approach herself, Ali or David to discuss. Graham noted his interests in joining.</p>
15.8	<p><b>Decision: Noted: the contents of the report.</b></p>
15.9	<p><b>Decision: Approved the updated Standing Orders for 2023</b></p>
16.	<p><b><i>Risk Register – please see private minutes</i></b></p>
17.	<p><b>Financial Regulations (FR01-FR05)</b></p>

17.1	Zoe referred to the updated Financial Regulations shared separately to the Boardpack and the summary of key changes noted in the paper, welcoming questions. Gordon advised that his only query was whether we in fact needed to keep all of these separate Regulations, given the content is often picked up elsewhere now – as an example, FR03 has a paragraph on Treasury Management but we have a completely separate Treasury Management Policy. Gordon also suggested merging all of these and have them streamlined to refer to the more in depth policies elsewhere.
17.2	Zoe agreed and felt it wouldn't take too much work to review as part of the next refresh. Zoe also noted that she would want to look into whether the existence of the six Regulations satisfy any other points with the Regulator.
17.3	<b>Decision: Approved the attached Financial Regulations FR01 to FR06</b>
<b>18.</b>	<b>HR007 Grievance Procedure</b>
18.1	Zoe referred to the updated Grievance Procedure (HR007) and the minor changes including re-branding and updates to job titles.
18.2	<b>Decision: Approved the attached Grievance Procedure (HR007)</b>
<b>19.</b>	<b>Board Member Remuneration Policy</b>
19.1	Claire asked the Board to consider remuneration of board members, noting that this is brought to the board annually to check that members are happy to remain unremunerated, with an annual review to look at sector trends and ability to recruit.
19.2	Members in the room had no comments or changes to propose.
19.3	<b>Decision: Noted the content of this report and appendix.</b>
19.4	<b>Decision: Agreed to continue not to remunerate Board members.</b>
19.5	<b>Decision: Approved the current Board member expenses policy, attached as Appendix 1</b>
<b>20.</b>	<b>Board Meeting Minutes</b>
20.1	<ul style="list-style-type: none"> <li>Minutes from the board meeting held on 21<sup>st</sup> September 2023 - proposed by Gordon, seconded by Ali.</li> </ul>
20.2	<ul style="list-style-type: none"> <li>Minutes from the special board meeting held on 18<sup>th</sup> October 2023 – proposed by Paul, seconded by Ali.</li> </ul>
<b>21.</b>	<b>Action Tracker</b>
21.1	Discussion held around the Action Tracker.
<b>22.</b>	<b>AOB</b>
22.1	Paul remarked again on the fantastic marketing and brand work recently on social media. Paul noted that others in the sector seem to have a lot of posts about awards they have won and queried what Trust is doing in this area. Rhona advised that this is

22.2	<p>something that Trust used to resource quite heavily but this lost some momentum. Rhona agreed that this is something that could be refreshed now that we have new resource. David agreed that he would endorse this, as he often sees awards posts by RSLs on LinkedIn. Jackie added that sometimes this can be an industry in itself however with the right resource this can be done well.</p> <p>No other AOB.</p>
<b>23.</b> 23.1	<b>Date of next meeting</b> Thursday 8 February 2024 (in the Edinburgh office).