

## TRUST HOUSING ASSOCIATION LIMITED

Minute of the Board Meeting held on Thursday 15 September 2022  
at 12:30 at 12 New Mart Road, Edinburgh

### PRESENT:

#### Board Members

Dr Norval Bryson  
Gordon Laurie  
Kyle Ruparelia  
Steve McGowan

Ali Ross  
Mary Niven  
Ian Mitchelmore

#### Officers in Attendance

Rhona McLeod, Chief Executive  
Gail Gourlay, Director of Customer Experience  
Zoe Purdie, Director of Finance & People  
Jackie McIntosh, Director of Assets & Sustainability  
Mary Strathearn, PA/Company Secretary

### MARY STRATHEARN IN THE CHAIR FOLLOWED BY DR NORVAL BRYSON

Agenda Item	Detail
<b>1.</b>	<b>Appointment of Officer Bearers</b>
1.1	Mary Strathearn, Company Secretary, opened the meeting and reminded the Board that at the first meeting following the AGM the Company Secretary is in the Chair to ask for nominations for office bearers. The following appointments were made:
1.2	Chair of Board – Gordon Laurie proposed Dr Norval Bryson and Ali Ross seconded this proposal.
1.3	Vice-Chair of Board – Kyle Ruparelia proposed Gordon Laurie and Ian Mitchelmore seconded this proposal.
1.4	Chair of Audit & Performance Committee – Dr Norval Bryson proposed Paul McFarlane and Ali Ross seconded this proposal.
1.5	Vice-Chair of Audit & Performance Committee – Gordon Laurie proposed Ali Ross and Kyle Ruparelia seconded this proposal.
1.6	<b>Decision: Dr Norval Bryson was appointed Chair of Board.</b>
1.7	<b>Decision: Gordon Laurie was appointed Vice-Chair of Board.</b>
1.8	<b>Decision: Paul McFarlane was appointed Chair of Audit &amp; Performance Committee.</b>
1.9	<b>Decision: Ali Ross was appointed Vice-Chair of Audit &amp; Performance Committee.</b>
<b>2.</b>	<b>Chair's opening remarks</b>
2.1	Dr Norval Bryson, Chair, thanked the Board for appointing him to the role of Chair and for their continued support. He went on to welcome everyone to the meeting and in particular a special welcome to our newly appointed Board Members Mary Niven, Ian Mitchelmore and Steve McGowan.

<b>Agenda Item</b>	<b>Detail</b>
2.2	Norval noted that not all papers today call for decisions or approval. He wanted the Board to focus on the key points of importance which included the paper on rent setting and budget planning. These contain our current thinking around the cost of living crisis and recent announcement from the Scottish Government which indicated a freeze on rents. The Board has a great challenge in the coming months to make decisions in what is a rapidly evolving position.
2.3	However, Norval advised the Board are considering reports today that bring us to a more solid ground and that also strengthen our business strategy. These were around our newbuild development programme and the provision of our care and support services.
<b>2</b>	<b>Chief Executive's Opening Remarks</b>
2.1	Rhona McLeod, Chief Executive, advised that following the sad news of the Queen's death, Trust is observing the state funeral by granting the public holiday to all employees.
2.2	She added her apologies for the late paper on Heat with Rent but given the current evolving financial position, we thought it was prudent to wait to provide the best possible information to the Board on our proposals.
2.3	Rhona was pleased to share that Trust has retained the accreditation of Leaders In Diversity. We have also made a submission for the Investors in People awards under the Third Sector Employer category and Employer of the Year and we await further news on whether we have been shortlisted.
2.4	In relation to growth and partnerships, Rhona advised that we are very much focused on this as a key business priority and are aware of an upcoming RSL opportunity that should be in the public domain in the next few weeks.
2.5	Gordon Laurie commended the staff team on retaining the Leaders In Diversity accreditation which is testament that equality, diversity and inclusion practices are embedded across the organisation.
<b>4.</b>	<b>Declarations of Interest</b>
4.1	None received.
<b>5.</b>	<b>Apologies</b>
5.1	Apologies were received from Nicky McLaughlin, David Knight, Karen Cawte, Ian Gunning, Paul McFarlane and Neil Ferguson.
<b>6.</b>	<b>Financial Review – <i>please see private minutes</i></b>
<b>7.</b>	<b>Heat with Rent Proposal – <i>please see private minutes</i></b>
<b>8.</b>	<b>Approach to rent setting budget &amp; 30 Year Plan – <i>please see private minutes</i></b>

Agenda Item	Detail
9.	<b>Cost of Living Response for Employees – <i>please see private minutes</i></b>
10.	<b>Newbuild Update – <i>please see private minutes</i></b>
11.	<b>Care &amp; Support Update – <i>please see private minutes</i></b>
12.	<b>Bonds Drive Update – <i>please see private minutes</i></b>
13.	<p data-bbox="244 555 1498 589"><b>Audit &amp; Performance Committee Annual Review</b></p> <p data-bbox="244 622 1498 689">13.1 Ali Ross, Vice-Chair of Audit &amp; Performance, advised that the report detailed the activity of the Audit &amp; Performance Committee over the past 12 months.</p> <p data-bbox="244 723 1498 835">13.2 Gordon shared that although David Knight was absent from the Board meeting he wanted to pass on his thanks to Paul and Ali for the work that has been done by Committee over the last year.</p> <p data-bbox="244 857 1498 925">13.3 <b>Decision: Noted the contents of the report.</b></p>
14.	<p data-bbox="244 958 1498 992"><b>Joint Allocations Policy Review</b></p> <p data-bbox="244 1025 1498 1137">14.1 Gail Gourlay, Director of Customer Experience, advised that the joint allocations policy was originally approved in 2011 and is due for review in 2022. However, due to competing priorities a full review has not been carried out as intended.</p> <p data-bbox="244 1171 1498 1317">14.2 Gail was therefore requesting that Board approve the existing policy for the next 3 years and during this time a full review will take place. She added that both Bield and Hanover were taking this item to their respective Boards and all 3 RSLs are committed to undertake a review over next year.</p> <p data-bbox="244 1350 1498 1395"><b>Decision: Noted the content of this report.</b></p> <p data-bbox="244 1429 1498 1462"><b>Decision: Approved the attached Allocation Policy.</b></p> <p data-bbox="244 1496 1498 1574">14.5 <b>Decision: Noted a comprehensive review of our Allocations Policies and processes will commence in 2023/24.</b></p>
15.	<p data-bbox="244 1619 1498 1653"><b>Delegated Authority</b></p> <p data-bbox="244 1686 1498 1798">15.1 Zoe Purdie, Director of Finance &amp; People, advised that she was asking for approval of the updated delegated authority including increasing the approval level for the Chief Executive.</p> <p data-bbox="244 1832 1498 1910">15.2 <b>Decision: Approved the attached Financial Regulation FR06 Delegated Authority V012 including Appendix 1.</b></p> <p data-bbox="244 1944 1498 2022">15.3 <b>Decision: Noted and Approved the subsequent change to the Procurement policy noted in 2.5.</b></p>

Agenda Item	Detail
<p><b>16.</b></p> <p>16.1</p> <p>16.2</p> <p>16.3</p> <p>16.4</p> <p>16.5</p>	<p><b>Governance Update</b></p> <p>Mary Strathearn, Company Secretary, advised that her report covered a number of governance updates and highlighted that we have a date planned for the Board Member induction day and that work was underway for this year's Annual Assurance Statement which is due to be submitted to the regulator at the end of October.</p> <p>Mary continued that we have suggested that Board Members are paired with a Leadership Team member for development visits to provide support since a large number of our Board are new or have undertaken limited visits due to Covid. We will ensure that Board Members have opportunity to spend time on their own with tenants.</p> <p>Norval added that Board Members shouldn't overly rely on the senior team at development visits and that the Board should be prepared to any answer questions raised by tenants.</p> <p>Norval referred to the AGM that was held virtually on MS Teams prior to the Board meeting and thought the meeting was a little stilted. He was aware of the reasons to hold the meeting virtually due to achieving value for money and the green agenda, however he felt something was missing. He wondered if we could review how to hold our AGM next year.</p> <p><b>Note: the contents of the report.</b></p>
<p><b>17.</b></p> <p>17.1</p> <p>17.2</p>	<p><b>Health &amp; Safety Statement – Updated</b></p> <p>Mary advised that we are required to update the Health &amp; Safety Statement to reflect Norval as the new Chair of the Board.</p> <p><b>Decision: Approved the updated Health and Safety Policy Statement, in compliance with the Health and Safety at Work etc Act 1974, signed by our new Chair, Dr Norval Bryson and Rhona McLeod, Chief Executive.</b></p>
<p><b>18.</b></p> <p>18.1</p>	<p><b>Board Minutes</b></p> <p>The minutes of the Board meeting held on 28 July 2022 were approved.</p>
<p><b>19.</b></p> <p>19.1</p>	<p><b>Action Tracker</b></p> <p>Discussion around what items can be moved to completed on tracker.</p>
<p>20.</p> <p>20.1</p> <p>20.2</p>	<p><b>AOB</b></p> <p>No issues were raised.</p> <p>Norval shared that he thought the papers provided for today's meeting were excellent and covered the key points that the Board needed to have oversight of given the current economic challenges that we are facing.</p>

<b>Agenda Item</b>	<b>Detail</b>
<b>21.</b>	<b>Date of next meeting</b>
21.1	Special Board Meeting – Thursday 20 October 2022 (Microsoft Teams)
21.2	Next Board Meeting – Thursday 1 December 2022 (in person meeting at the Edinburgh office)