

Agenda Item 4.2

Minutes of the Board of Directors Meeting held on 26 October 2022 at 6.15pm via Zoom – PUBLIC MINUTE

Present: J Greig Chair
O Krasteva
C Russell
D McComb
N MacDonald
G Leitch
G MacGregor

In attendance: W McCracken Interim Manager
G Binnie Future CEO
D Dougal Housing Manager
O Gaffney Presentation Agenda Item 7 only

1	Apologies	Action
	Apologies were received from D Rose, D Wight and D Illius.	
2	Chairs Welcome and Meeting Format	
	<p>J Greig welcomed everyone to the meeting and in particular the new CEO to be, Gill Binnie who was attending the meeting as an observer tonight. She asked Gill to introduce herself.</p> <p>Gill advised that she had around 30 years of housing sector experience, managing housing and maintenance teams and had dealt with development too. This was mainly in large, integrated teams and she looks forward to developing HfL together with the Board.</p> <p>J Greig thanked her and then before moving on with the agenda advised that S Mackie has submitted her resignation from the Board due to her work commitments. Sarah’s contribution was noted.</p> <p>Finally, she welcomed Olwyn Gaffney from SHARE who would present her findings from the board appraisals held earlier this year. With the Boards approval this item was taken first.</p>	
	SHARE Board Appraisals Presentation	
	O Gaffney introduced herself as the Learning & Development Manager at SHARE. She presented her findings using a PowerPoint presentation. This looked at the	

	<p>process, the highlights from the appraisal, discussed succession planning, the Chairs review and her recommendations. There was nothing in her view that would be seen as urgent.</p> <p>There were no questions following the presentation. W McCracken advised that she would now issue the individual training plans to Members. She added that the recommendations within the report were currently in progress.</p> <p>J Greig thanked Olwyn for her attendance, and she left the meeting.</p>	
3	Declarations of Interest	
	None	
4	4.1 Minutes of Board Meeting held on 20 September 2022 – Confidential Minute	
	<p>4.1.1 Approval & Signing The minutes were proposed as being true and accurate by C Russell, seconded by J Greig and approved.</p> <p>4.1.2 Matters Arising Re Item 2 – Appointment of Office Bearers – as O Krasteva has been appointed as Vice Chair in her absence she was asked if she would accept the role which she confirmed she would.</p>	
	4.2 Minutes of the Board Meeting held on 20 September 2022 – Public Minute	
	Board members agreed the content of the minute to be made public.	
	4.3 Minutes of the Annual General Meeting held on 20 September 2022	
	The minutes was submitted to the Board for agreeing the content was accurate as it would be approved by Members at the next AGM. Members agreed its accuracy.	
	4.4 Minutes of the Special General Meeting held on 20 September 2022	
	The minutes were proposed as being true and accurate by C Russell, seconded by G MacGregor. There were no matters arising.	
5	Minute Action Plan	
	Update noted.	
6	Interim Managers Report	
	<p>Item 2.1 Appointment of CEO - noted</p> <p>Item 2.2 Business Strategy Day – Members noted update</p> <p>Item 2.3 Cost of Living Protection Bill – Rent Freeze and Evictions Moratorium – W McCracken updated Members on the current situation, as much as is known at present. She advised that this issue will form the main discussions at the strategy day along with budget implications. Members noted the content of the related attachments.</p> <p>Item 2.4 SDM – Members noted the implications.</p> <p>Item 2.5 SHR ARC Comparisons 2021/22 – Members noted the results.</p>	
7	Governance & Compliance Report	
	<p>Item 2.1 Governance Improvement Plan – members noted progress.</p> <p>Item 2.2 Self Assessments – Members noted progress.</p> <p>Item 2.4 Annual Assurance Statement (AAS) – W McCracken advised that the Statement had been drafted using the outcome of the governance improvement plan and self-assessment over the last year. Any outstanding items were non-material. The progress made in the last year allows a fully compliant AAS to be submitted to SHR. Members approved the content, J Greig to sign the AAS and for it to be submitted to SHR.</p> <p>Item 2.5.1 Code of Conduct for Board Members – W McCracken advised that the Code content was from the SFHA Model. Members approved the Code.</p>	

	<p>Item 2.5.2 Code of Conduct for Staff Members – W McCracken advised again that the Code content was from the SFHA Model. Members approved the Code.</p> <p>Item 2.6 Rules Update – T C Young requires an extract of the minute of the meeting where the SGM minute was approved i.e. tonight’s minute to provide to OSCR. Companies House and SHR would then be updated with the new Rules.</p> <p>Item 2.7 Board Appraisals Report – Covered earlier in the meeting. Members agreed to roll out the Learning & Development Plan.</p>	
8	<p>Finance Report</p> <p>There was no report however, W McCracken advised Members that D Roberts had left Chiene & Tate. She has a meeting with C&T tomorrow to discuss. Members noted this and were sad to lose Dave as he had been the contact for a number of years.</p>	
9	<p>Risk Management</p> <p>W McCracken took Members through the risk map with the amendments highlighted in red. Since the last review the changes in the financial market had impacted on the scores. Members agreed the proposed amendments to score and noted the top 3 risks which were all linked to legislative and economic changes.</p>	
10	<p>Operation Report</p> <p>W McCracken, in the absence of the Maintenance Manager took Members through the maintenance section of the report</p> <p>D Dougal took members through the remainder of the report. Board Members noted the extremely low arrears levels and the signposting carried out by the housing team.</p>	
11	<p>Any Other Business</p> <p>None</p>	
12	<p>Dates of Next Meetings</p> <p>16 November 2022 7 December 2022 Board Meeting 25 January 2023 22 February 2023</p>	
	<p>That being all the business J Greig closed the meeting at 7.30pm with thanks to all for attending.</p>	
Signed:		Date: