

**West Lothian Housing Partnership (SC188968)
MINUTE OF A MEETING OF THE BOARD OF DIRECTORS**

Date: 29 May 2019
Time: 2.00pm
Venue: 64 North Bridge Street, Bathgate, EH48 4PP

Chairperson: John Hill

Present: Mairi Martin
Lesley Bloomer
Lorraine Smart (by telephone)

In attendance: Olga Clayton, Group Director of Housing and Care
Alex Lamb, Head of Housing
Pauline Crawford, Senior Group Finance Manager
Moray Nichol, Governance and Secretariat Manager
Laurie Carberry, Group Procurement Manager (in part)
David Fletcher, Director of Development (in part)
Helen Berry, Head of Assurance (in part)

1. Apologies for Absence

- 1.1 Apologies were received from Bill Yeoman, Judith MacGlashan and Lesley Anne Williams.
- 1.2 The Chair declared that a quorum was present.

2. Declarations of Interest

- 2.1 The Board noted the standing declarations of interest.

3. Minute of Board Meeting held on 26 April 2019, action points and matters arising

Decided: The Board approved the minute of the meeting held on 26 April 2019.

4. Chair's Update (Verbal)

- 4.1 The Chair advised the Board that Nadeem Hanif has taken the decision to step down from the Board and the recruitment process has been initiated to appoint an individual with finance skills for the existing independent vacancy.
- 4.2 The Chair provided an update on the Group's current performance, in particular he confirmed that Wheatley Group's credit rating has been upgraded to A+ (stable) due to strong financial performance.

5. Draft West Lothian Housing Partnership Strategy

- 5.1 The Board received the draft 2020-25 strategy for West Lothian Housing Partnership Strategy which had been developed based on discussion at the Board strategy workshop held on 26 April 2019.
- 5.2 The Board reflected on the key themes of the draft strategy and highlighted in particular the need for a greater emphasis to be placed on the maintenance and efficiency of our current housing stock and our approach on the use of technology to help alleviate poverty, including challenges associated with accessing affordable broadband.

Decided: The Board:

- 1) Noted the output reflecting the discussion at the WLHP workshop on 26 April 2019; and**
- 2) Considered the draft WLHP Strategy 2020-25.**

6. Potential transfer of stock from Barony to WLHP

- 6.1 The Board received a report on the potential transfer of housing activities of Barony Housing Association in West Lothian to West Lothian Housing Partnership, subject to a ballot of tenants and, in particular, discussed the offer to be outlined to Barony tenants, opportunities associated with the transfer, our governance, regulatory and legal obligations and fit with our agreed strategic direction and considered our assessment of any potential risk to the quality of service and level of resources.

Decided: The Board agreed:

- 1) The offer outlined to Barony tenants; and**
- 2) That the housing activities of Barony should, subject to a ballot of tenants, be transferred to West Lothian Housing Partnership (for properties in West Lothian).**

7a. Governance Update

- 7a.1 The Board considered the report and noted in particular the work to revise the Group Standing Orders and membership policy.

With the agreement of the Chair, the Board considered a proposed amendment to the Association's loan agreements. The Chair declared an interest as a Board member of the parent, Wheatley Housing Group Limited, which is also a party to the transactions. It was noted that in relation to funding transactions the parent had approved that the Chair could participate in decision making on behalf of West Lothian Housing Partnership.

The Board noted the background to the proposed amendment being that the Association was a party, along with other RSLs in Wheatley Group, to certain loan agreements. The Board further noted that the purpose of the amendments to the loan agreements was to expand the definition of "permitted disposal" to (i) allow one of the other parties to the agreements to dispose of land to Glasgow City Council to facilitate a regeneration project and (ii) to provide that future land

disposals by the borrowers could proceed with the prior written consent from the funders.

Decided: The Board:

- 1) **Provided feedback on and approve the West Lothian Housing Partnership skills matrix;**
- 2) **Consider, and if appropriate agree, the proposed changes to the Board composition;**
- 3) **Approved the West Lothian Housing Partnership 3-year succession plan;**
- 4) **Approved the changes to the Intra Group Agreement and delegate authority to any Board member to sign the Intra Group Agreement on behalf of the company;**
- 5) **Delegated authority to the Head of Housing to agree the form of the services agreement schedule to the IGA on behalf of the Company;**
- 6) **Approved the revised membership policy;**
- 7) **Noted the revised Group Standing Orders, effective immediately;**
- 8) **Implement the Group Board's decision to appoint Stephen Wright, Deputy Group Company Secretary, as authorised to perform the duties of the Company Secretary, effective immediately; and**
- 9) **Delegated authority to any Board member, the Group Director of Finance or the Secretary to agree and execute the loan agreement amendment letters on behalf of the Association.**

7b. Development Governance and 5-year Development Programme

7b.1 The Board received a report on the key outcomes of the Group Board development strategy workshop, the proposed new approach to development governance and the proposed 5-year development programme.

7b.2 The Board discussed emerging growth areas, the proposed strategic footprint for future development, the development appraisal criteria and the development programme authorising framework.

Decided: The Board:

- 1) **Agreed that our development footprint is West Lothian;**
- 2) **Agreed the revised approach to development governance, including individual project appraisals being remitted to the Group Development Committee;**
- 3) **Approved the 5-year development programme, which will be reviewed annually and presented to the Board, in conjunction with the business plan; and**
- 4) **Noted the Group Development Committee Terms of Reference.**

8. New Build Performance Dashboard

8.1 The Board received an overview of new build programme performance and in particular discussed progress with the Jarvey Street project in Bathgate, including expected timescales for handover, the level of engagement with the developer and recommendations to support the completion of the project.

Decided: The Board:

- 1) Noted the contents of the report;**
- 2) Approved an additional construction cost of £140,000 to Albany Street Developments Limited for the Jarvey Street, new build project, bringing the contract cost for this project to £3,739,955; and**
- 3) Ratified the amended Almondvale contract sum with Cruden of £15,798,000.**

9. Customer Savings Portal - MySavings

- 9.1 The Board received a presentation on the new MySavings portal, developed to allow our tenants access to savings on a wide range of household expenditure.

Decided: The Board:

- 1) The Board noted the development of MySavings.**

10. Wheatley Foundation update (Presentation)

- 10.1 The Board received an overview of Wheatley Foundation's role, charitable purpose and priorities. The Board discussed the Foundation's highlights during 2018/19 and welcomed the continued work of the Foundation and the benefits it is delivering for WLHP tenants and service users.

11a. West Lothian Housing Partnership Delivery Plan 2019/20; Annual Return on the Charter and year end results 2018/19

- 11a.1 The Board received the Annual Return on the Charter for the year and it was confirmed we have delivered our strategic target of 80% of indicators being top quartile.

- 11a.2 The Board welcomed the very strong performance results and discussed the challenge of maintaining such strong performance levels.

Decided: The Board:

- 1) Approved the draft Charter results and note the robustness of the assurance approach deployed;**
- 2) Noted the detail of activity involved in performance results achieved;**
- 3) Delegated authority to the Group Director of Housing and Care to sign off any non-material changes to the results which may be required prior to submission;**
- 4) Delegated authority to the Group Director of Housing and Care to sign off the Charter and ESSH submissions on behalf of the Governing Body; and**
- 5) Approved the targets and projects contained within the 2019/20 Delivery Plan.**

11b. Complaint Handling and Performance 2018/19

- 11b.1 The Board were updated on complaints handling performance for the year, the analysis of our complaints and the lessons learned identified from the analysis which will support future improvement.
- 11b.2 The Board discussed the complaints data and the links between our complaints and tenant satisfaction levels and the need to consider the analysis within this context.

Decided: The Board:

- 1) The Board noted complaints performance during 2018/19, the work undertaken to learn from the complaints we receive and ensure compliance with our Complaint Handling Procedures.**

12. Universal Credit & Welfare Reform Update

- 12.1 The Board received a detailed update on Universal Credit and Welfare Reform and the implications for our tenants and service users.
- 12.2 The Board discussed the further change to the process for tenants advising of rent increases, the risk associated with Universal Credit for the Group and wider sector and how we maintain a clear focus on the impact on rent arrears.

Decided: The Board:

- 1) Noted the update on UC and welfare reform; and**
- 2) Noted the range of mitigations in place to manage the impact of Welfare Reform on our customers, communities and business.**

13. 5 Year financial projection, Year End Finance Report and Regulatory Returns

- 13.1 The Board were provided with an update on financial performance for the year to date and discussed our level of bad debts, financial performance and the regulatory returns.

Decided: The Board:

- 1) Noted the management accounts for the period to 30 April 2019;**
- 2) Approved the summary sheet and accompanying financial data and projections and authorise these to be submitted to the Scottish Housing Regulator and delegate authority to the Group Director of Finance to undertake any factual data updates required to the data in advance of the submission; and**
- 3) Approved the loan portfolio submission and authorised this to be submitted to the Scottish Housing Regulator and delegated to the Group Director of Finance authority to approve any factual data updates required to the data in advance of the submission.**

14. West Lothian Housing Partnership Corporate Risk Register

- 14.1 The Board discussed the risk register, our associated mitigations and agreed the proposed changes reflected our risk profile.

Decided: The Board approved the revised Corporate Risk Register and confirmed it appropriately captures the current corporate risks.

15. Group Health and Safety Update

- 15.1 The Board received an update on our on-going activity in relation to health and safety including the key technical compliance risks and statutory obligations identified for management across WLHP.

Decided: The Board noted the content of the report.

16a. Group Fire Safety Update

- 16a.1 The Board received an update on the implementation Fire Prevention and Mitigation Framework and continued work in relation to fire safety.

Decided: The Board noted the contents of this report.

16b. Group Fire Prevention Charter with Scottish Fire & Rescue Service

- 16b.1 The Board welcomed the Charter and continued strong partnership working in this vital area.

Decided: The Board approved the draft Fire Prevention Charter.

17. Update on implementation of the Housing (Scotland) Act 2014

- 17.1 The Board noted the key changes and the action underway or completed to implement the changes.

Decided: The Board noted the content of this report.

18. AOCB

- 18.1 There was no other competent business.