



**WHEATLEY HOUSING GROUP LIMITED  
SC426094**

**MEETING OF BOARD OF DIRECTORS  
held at Wheatley House, 25 Cochrane Street, Glasgow G1 1HL**

**on Wednesday 30 October 2019**

Directors Present: Alastair MacNish (Chair), Jo Armstrong, Martin Armstrong, Jo Boaden, Bryan Duncan, Professor Paddy Gray, Sheila Gunn, Bernadette Hewitt, John M Hill, Peter Kelly, Martin Kelso, Angela Mitchell and Mary Mulligan.

In Attendance: Anthony Allison (Director of Governance), Steven Henderson (Group Director of Finance) and Ian Brennan, Helen Shaw and Shaun Keenan (all Scottish Housing Regulator) and (In Part) Tom Barclay (Group Director of Property and Development, items 7-9) and David Fletcher (Director of Development, item 8).

**1. Apologies for Absence**

Apologies were received from James Muir.

**2. Declarations of Interest**

The Board noted the standing declarations of interest.

**3. Minutes of Meeting held on 25 September 2019 and matters arising**

**Decided: The Board approved the minute of 25 September 2019.**

**4. Group CEO Update**

The Board received an update on a range of matters including: the next phase of My Savings and how it will deliver a wider range of savings for tenants in the cost of running a home; our recent successes at the EFQM Global Excellence awards, where we were awarded the highest accolade of seven stars, receiving three awards at the 2019 CIH Excellence awards and City Building winning the Ministry of Defence Gold Award; and the Scottish Housing Regulator circular relating to tenant and resident safety, cyber security and Brexit.

It was confirmed that we have a comprehensive suite of policies and reporting arrangements in place in relation to tenant and resident safety and a wide range of cyber security controls, including Cyber Essentials.

## 5. Inspiring Ambition, Unleashing Potential: Our Group Strategy 2020-25

The Board received a presentation which: recapped on the strategy development process, in particular the engagement with all partners within the Group; the proposed structure of the strategy, including how this has been refined to sharpen the strategic themes; and the outcomes and measures we will use to monitor delivery of the strategy. The key changes from the original draft were set out in further detail, including the potentially significant partnership implications.

The approach to monitoring performance, particularly the strong focus on customer drivers and utilising journey mapping, was explained in more detail. The Board discussed how we measure value and agreed understanding this was critical, in particular the distinction between business and customer value.

The Board strongly welcomed the highly ambitious nature of the strategy, in particular the strong focus on how we strengthen the ability of tenants and customers to exercise power and control. The importance of partnership working and engaging stakeholders was discussed, including how we continue to contribute to local and national outcomes through the strategy.

The Board considered how the strategy reflected our strategic objective to shift power and choice to the customer and agreed this objective throughout. The Board further discussed how we measure the level of such a shift as well as communicate our strategic objectives to customers, particularly how they reflect what they have told us are priorities.

It was explained that the research on models of engagement we commissioned and the new engagement framework under development were for the purpose of allowing us to engage our customers in areas such as our strategic objectives.

The Board emphasised the critical role Boards across the group have played in developing the strategy and discussed the environmental objectives within the strategy.

The Board discussed how we ensure the supporting delivery plans are cohesive and integrated. It was confirmed that the development of the plans will have a strong focus on how they interrelate. The Board welcomed the proposed impact analysis and measures approach.

The Board discussed in detail how we develop deliverables for the delivery plans, the number of performance indicators and their relative value. It was explained that performance indicators were all thoroughly reviewed to ensure they add value and provide meaningful insight.

**Decided: The Board approved the Group strategy for 2020-2025: Inspiring Ambition, Unleashing Potential.**

## 6. Constitutional partnership and Barony restructuring

The Board were updated on the proposed constitutional partnership with Dumfries and Galloway Housing Partnership (DGHP). An update was provided on the key work streams of the proposed partnership, in particular the discussions with funders.

The Board discussed the due diligence activity undertaken to date on the partnership and the stock condition survey underway.

An update was provided on progress with the Barony restructuring, in particular how we engage with tenants during the process.

### **Decided: The Board**

- 1) noted the progress update including the draft business plan at Appendix 3;**
- 2) agreed the proposed changes to DGHP's Articles of Association at Appendix 1;**
- 3) agreed that we enter into an Intra-Group Agreement with DGHP in the form at Appendix 2 save the services agreement which will; be developed and agreed at a later stage; and**
- 4) agreed the minute and variation agreements at Appendix 5.**

## 7. High Rise Living Framework – Uniqueness by Design

The Board received a summary of the key changes to our refined approach to High Rise Living. It was reiterated that fire safety remains a key priority. The Board received feedback from the GHA Board discussions, where the updated Framework was strongly supported.

The Board discussed the next stages for High Rise Living in Cube, including the particular issues in some of its multi storey stock. The Board discussed the next phases in developing an approach for Cube which takes into account the particular characteristics of its high rise stock.

The Board discussed fire safety at length, in particular how we ensure any issues identified are promptly addressed and the updated Scottish Government guidance expected by the end of the calendar year.

The Board discussed the demand projections for high rise living in the longer term, in particular how our offering continues to stimulate demand. The approach at 415 Nitshill was discussed and the potential for this model to be replicated.

### **Decided: The Board**

- 1) approved the Group approach to High Rise Living 2020-25; and**
- 2) noted the progress to date to promote High Rise Living to tenants of Group RSL subsidiaries.**

## 8. Group New Build Performance report

[Redacted]

## 9. Group Health and Safety update

The Board received an update on the implementation of the group policy, in particular how we are translating the policy into detailed management arrangements.

The Board considered implementation of the policy and reiterated the need for clear management information to allow us to understand the effectiveness of our arrangements.

**Decided: The Board noted the contents of the report.**

## 10. Group Equality, Diversity and Human Rights Policy

The Board discussed the policy, including how we ensure it is effectively implemented. It was agreed the policy be subject to an external legal review prior to being implemented.

**Decided: The Board approved the Group Equality, Diversity and Human Rights Policy, subject to a review by our external legal advisors.**

## 11. Financial Performance 2019/20

The Board received a summary of financial performance for the year to date. It was explained that the variations related primarily to grant recognition and that the impact of the development programme on financial performance was discussed in depth at the Group Development Committee.

The Board considered the profile spend for Thermostatic Valves and how we are seeking to accelerate spend. It was explained that no access has been a key issue in the delivery of spend and that this was being discussed in more detail by the City Building (Glasgow) Board. The Board discussed how we are revising our approach to improve access.

**Decided: The Board**

- 1) noted the financial performance for the Group to 30 September 2019; and**
- 2) approved the RSL Borrower Group accounts at Appendix 2 for submission to the Group's lenders.**

## 12. Group Treasury Report

The Board received an update on treasury management activity, including the funding from the European Investment Bank. The Board discussed performance and our strong funding and liquidity position.

**Decided: The Board noted the contents of the report.**

### **13. Governance update**

It was explained that we have revised our Governing Body Member Expenses and Allowances and Gifts, Hospitality, Payments and Benefits policies to reflect the impending changes in relation to the extension of Freedom of Information. It was confirmed the changes were reviewed by our external legal advisors.

#### **Decided: The Board**

- 1) Approved the revised governing body member expenses and allowances policy for recommendation to the Group Board; and**
- 2) Approve the revised Group policy on gifts, hospitality, payments and benefits for recommendation to the Group Board.**

### **14. AOCB**

All officers left the meeting and the Board held an *in camera* session, recorded by way of a separate minute.