



**WHEATLEY HOUSING GROUP LIMITED
SC426094**

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

on Wednesday 25 September 2019

Directors Present: Alastair MacNish (Chair), Jo Armstrong, Martin Armstrong, Jo Boaden, Bryan Duncan, Bernadette Hewitt, Mary Mulligan, Professor Paddy Gray and Sheila Gunn.

In Attendance: Steven Henderson (Group Director of Finance) and Anthony Allison (Director of Governance)

1. Apologies for Absence

Apologies were received from John Hill, Peter Kelly, Martin Kelso, James Muir and Angela Mitchell.

2. Declarations of Interest

The Board noted the standing declarations of interest.

3. Minutes of Meeting held on 30 August 2019 and Matters Arising

The Board agreed an amendment to the minute to confirm the accounts were approved on a going concern basis.

Decided: The Board approved the minute of the meeting of 30 August 2019 subject to the amendment noted above.

4. DGHP update

The Board received a presentation updating them on the programme structure for the prospective constitutional partnership with Dumfries and Galloway Housing Partnership ("DGHP"). In particular, the Board discussed the timeline for engaging with DGHP tenants and members.

The Board received an update on the proposed arrangement for the delivery of a repairs service and the level of capital investment which would be required, as well as the phasing of the capital investment.

The Board received a detailed update on the funding position and engagement with key stakeholders on potential future options.

Decided: The Board noted the update.

5. Committee Membership and Terms of Reference

The Board received a report proposing changes to Committee memberships and Terms of Reference to reflect recent appointments, retirements and discussions at the first Group Development Committee. It was explained that the Committee discussed and agreed a proposed mechanism to limit any cost overruns without explicit engagement and consent from the relevant Board.

Decided: The Board:

- 1) Approved amending Terms of Reference of the Group Development Committee;**
- 2) Approved the Group Audit Committee membership;**
- 3) Approved the Group Strategic Development Committee membership; and**
- 4) Approved amending Terms of Reference of the Group RAAG Committee to make the Chair of the Group Development Committee an ex-officio member.**

6. AOCB

The Board considered a request from City Building (Glasgow) LLP for member's consent under the LLP Agreement. It was explained the consent related to IT capital investment where the payment structure would technically be classified as borrowing.

Decided: The Board granted member consent to City Building (Glasgow) LLP borrowing up to £600k from Lombard Technology Services and delegated authority to the Group Director of Finance to communicate our consent upon being satisfied with the borrowing terms.