



**WHEATLEY HOUSING GROUP LIMITED**

**SC426094**

**MEETING OF BOARD OF DIRECTORS**

**Held at Westerwood Hotel, Cumbernauld**

**on Thursday 25 August 2022 at 10.30am**

Directors Present: Jo Armstrong (Chair), Martin Armstrong, Jo Boaden, Lindsey Cartwright, Maureen Dowden, Bryan Duncan, Caroline Gardner, Eric Gibson, Professor Paddy Gray, Bernadette Hewitt, Manish Joshi, Martin Kelso and Mary Mulligan.

In Attendance: Anthony Allison (Director of Governance), Steven Henderson (Group Director of Finance), Frank McCafferty (Group Director of Repairs and Assets), Laura Pluck (Group Director of Communities), Pauline Turnock (Director of Financial Reporting and Legal Services) and Hazel Young (Group Director of Housing and Property Management).

**1. Apologies for absence**

Apologies were received from Mairi Martin.

**2. Declarations of interest**

The Board noted the standing declarations of interest. No further new declarations were made.

**3a. Minutes of meeting held on 29 June 2022 and matters arising.**

**Decided: The Board approved the minute of the meeting on 29 June 2022.**

**3b. Action List**

**Decided: The Board noted the action list.**

**4. Group CEO update**

The Board received an update on a range of matters including: the launch of the Here for You Fund; our continuing support for Ukrainian refugees; the impact in the first year of bringing the DGHP Environmental service in-house; and Lincluden Stables recognition in the Herald Property Awards shortlists.

[redacted]

**Decided: The Board noted the update.**

## **5. Repairs Transformation programme**

The Board received an update on the ongoing programme to transform our repairs service.

The Board were updated on the recent discussion at the Wheatley Homes Glasgow Board, in particular a desire to accelerate the programme and focus on the cultural elements.

It was explained that we are taking stock of progress to date and considering how the programme can be refined to reflect the progress and future priorities.

**Decided: The Board noted progress and that updates on progress will continue to be provided to future meetings.**

## **6. Stock condition assurance approach**

The Board were updated on our approach to property condition assurance, in particular how we will respond to reports of damp and mould and use our range of staff in communities to proactively identify any property condition issues.

The Board discussed the particular challenges in mixed tenure blocks where we do not have complete control over repairs being undertaken. It was explained that we engage proactively with owners and signpost them to any funding available but it remains a challenge, particularly where the costs are relatively high.

The Board strongly supported the dedicated dampness and mould team and its focus on monitoring progress. The Board discussed how we ensure customers are fully satisfied and issues don't recur against a backdrop of high energy prices and the cost of solutions such as dehumidifiers. It was explained that we will also provide wraparound services, such as fuel advice, as part of the process and directly support customers with practical steps such as providing dehumidifiers.

The Board discussed the importance of annual customer visits in supporting the overall approach and the need for consistency in how they are undertaken. It was confirmed that a standard template is being introduced to ensure consistency. It was further explained that the template will allow data to be collected in a way that supports analysis such as the identification of trends.

The Board discussed how the approach feeds into our stock valuation and how we receive intelligence from external stock condition surveys and ensure it is actioned.

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

## **7. Wyndford regeneration (presentation)**

The Board were presented with an update on progress with the regeneration project in Wyndford, including: progress with rehousing; our engagement with the Wyndford Future Focus group; how we are keeping residents and stakeholders; and the future timeline.

The Board considered the feedback from tenants within the community and it was confirmed that tenants were engaging and we were taking into account their feedback.

**Decided: The Board noted the update.**

8. [redacted]

9. **Policy updates**

**a) Group Protecting People Policy Framework**

The Board received an update on the review and proposed updates to the Protecting People Policy Framework (“PPPF”) and associated suite of Group Protection Policies.

It was confirmed that we do share our approaches with the wider sector where appropriate. The Board discussed the importance of supporting staff engaging with customers in difficult circumstances. It was confirmed we do this in a variety of ways, including individual support, bespoke training and wider employee wellbeing assistance.

**Decided: The Board reviewed the PPPF and individual Group Protection Policies and approved their continued designation as Group wide.**

**b) Allocations policy review**

The Board considered the outcome of our Group Housing Information Advice and Letting Policy Framework consultation, and the outcome of Dumfries and Galloway Housing Partnership’s allocations policy consultation as part of the Homes4D&G Common Housing Register.

The Board considered the feedback from the Dumfries and Galloway element and the level of those who wanted no change. It was explained that some respondents felt all potential circumstances needed to be explicitly covered.

**Decided: The Board**

**1) Noted the work undertaken during the formal consultation and the response to customer engagement;**

**2) Approved the new Group Housing Information Advice and Letting Policy Framework**

**3) Approved DGHP adopting the new Group Framework and the model policy as the Homes4D&G policy**

**c) Group Complaints & Unacceptable Actions Policies**

The Board received: an overview of complaint handling and performance across the Group for 2021/22; information on our learning and customer insight from complaints across 2021/22; an update on developments relating to our onward approach to complaint handling; and the updated Group Complaints Policy and Unacceptable Actions Policy.

The Board discussed the potential of Book It, Track It, Rate It to positively reduce repairs related complaints and improve customer communications. It was agreed that in future we revert to bi-annual updates on complaints, with a strong focus on lessons learned.

**Decided: The Board**

- 1) Noted complaints performance during 2021/22;**
- 2) Noted the work undertaken to learn from the complaints we receive;**
- 3) Noted the development work we are undertaking to further improve our approach to complaint handling and our performance in this area; and**
- 4) Approved the updated Group Complaints Policy and Group Unacceptable Actions Policy and their continued designation as applying group wide.**

**10. a) 2021/22 Group Statutory Accounts**

The Board received a summary of the 2021/22 Group financial statements and City Building (Glasgow) LLP accounts. The key variances from the year end management accounts were set out in further detail.

Feedback from the Group Audit Committee's review of the financial statements was provided along with confirmation the Committee was recommending them for approval.

The Board recognised the financial statements reflected the second year impacted by the pandemic.

**Decided: The Board**

- 1) Approved the 2021/22 Group financial statements;**
- 2) Confirmed the preparation of the financial statements using the going concern basis;**
- 3) Approved the Letter of Representation to KPMG and note the related letter of representation from the Group CEO to Group Chair;**
- 4) Approved the 2021/22 City Building (Glasgow) LLP financial statements as a designated member and delegated authority to the Group Director of Finance to sign the financial statements on behalf of Wheatley Housing Group Limited as a designated member;**
- 5) Approved the appointment of KPMG LLP as auditors for the 2022/23 financial year at the Annual General Meeting;**
- 6) Noted the 2021/22 Group Report on Environmental, Social and Governance.**

**b) Internal Audit annual report and opinion 2021/22**

The Board noted the Internal Audit annual report and opinion for 2021/22.

**Decided: The Board noted the Internal Audit annual report and opinion 2021/22**

## **11. Finance report**

The Board received the financial results for the period to 30 June 2022 and the forecast full year out-turn following the completion of the first quarter.

The Board considered the forecast, in particular in relation to repairs as the service has remobilised and addressed the pandemic related backlog. It was confirmed our projections are prudent and that the overall budget retains a degree of flexibility.

### **Decided: The Board**

**1) Noted the Group management accounts for the period ended 30 June 2022 at Appendix 1; and**

**2) Approved the RSL Borrower Group accounts at Appendix 2 for submission to the Group's lenders.**

## **12. Treasury report**

The Board reviewed the quarterly update on the liquidity position, cashflow forecasts and covenant returns to the Group's lenders.

### **Decided: The Board**

**1) Noted the Group's liquidity position as at 31 July 2022;**

**2) Noted the Group's covenant compliance as at 30 June 2022;**

**3) Approved the amendments, by way of the attached amendment letters, to our WFL1 loan arrangements arising from the proposed transfer of business from WLHP to DCH; and**

**4) Approved the amendments to our WFL1 loan arrangements to permit the acquisition of Strathclyde Camphill Housing Association.**

## **13. Performance report**

The Board considered the update on performance against targets and strategic projects for 2022/23 as of the end of quarter 1.

The Board considered employee liability claims and how these are reported when they are carried forward from the previous year. It was agreed a more detailed update on the number we receive be provided as part of the next performance report.

### **Decided: The Board**

**1) Noted the contents of this report; and**

**2) Approved one change to the strategic projects for 2022/23 as per the proposal at 4.87 in the report.**

## **14. Governance update**

The Board considered the following governance related matters: Annual General Meeting arrangements; the 2023 schedule of meetings; remuneration of Board members and policy updates; the Group and CBG Modern Slavery Statement; and the completion of the business transfer between WLHP and Dunedin Canmore Housing.

**Decided: The Board**

- 1) Agreed to call our Annual General Meeting for Wednesday 28th September at 13.30 and that, as the members, it that it may be called at 7 days' notice;
- 2) Noted a Board meeting will be held following the Annual General Meeting;
- 3) Approved the Parent Appointees for the subsidiary General Meetings as set out in the report and instruct them to vote in favour of all resolutions;
- 4) Approved the schedule of meetings for 2023, subject to agreeing a suitable residential date with all Board members;
- 5) Approved the remuneration of the Wheatley Homes Glasgow appointee at a rate of £7,000 per annum on the basis that they are a member of the Group Audit Committee and Non-Executive Director of the Wheatley Developments Scotland Board and that the role be reflected in the Group remuneration of governing body members policy;
- 6) Approved the Modern Slavery Statement on behalf of the Group;
- 7) Approved the CBG LLP Modern Slavery Statement;
- 8) Approved the completion of the business transfer between West Lothian Housing Partnership and Dunedin Canmore; and
- 9) Approved that we remove all members of West Lothian Housing Partnership from the date of transfer on the basis that they will be offered an opportunity to apply for membership of Dunedin Canmore Housing.

**15. Hybrid mail and Digital Mailroom Services Contract**

The Board considered the award of the contract for the provision of Hybrid Mail and Digital Mailroom Services.

The Board reiterated the importance of our transition away from white mail as part of our wider sustainability strategy.

**Decided: The Board approved the award of a Group-wide contract for the supply of Hybrid Mail and Digital Mailroom Services to Critiqom Limited for a contract period of [redacted].**

**16. AOCB**

The Board agreed to hold a separate in-camera meeting.

**Signed** \_\_\_\_\_

**Chair**