



**WHEATLEY HOUSING GROUP LIMITED**

**SC426094**

**MEETING OF THE BOARD OF DIRECTORS**

**Held at Brasswell Office, Dumfries**

**On Wednesday 26 April 2023 at 10.30**

**Directors Present:** Jo Armstrong (Chair), Jo Boaden, Lindsey Cartwright, Maureen Dowden, Bryan Duncan, Caroline Gardner, Eric Gibson, Bernadette Hewitt, Manish Joshi, Alison McLaughlin and Alastair Murray.

**In Attendance:** Steven Henderson (Group Chief Executive), Anthony Allison (Group Director of Governance and Business Solutions), Pauline Turnock (Group Director of Finance), Frank McCafferty (Group Director of Repairs and Assets), Laura Pluck (Group Director of Communities – items 5 and 6 only) and Paddy Gray (Chair, Wheatley Foundation – item 6 only via videocall)

**1. Apologies for absence**

There were no apologies for absence.

**2. Declarations of interest**

The Board noted the standing declarations of interest.

Caroline Gardner and Jo Armstrong declared an interest in item 12.

**3. a) Minutes of meeting held on 15 March 2023 and matters arising.**

**Decided:** The Board approved the minute of the meeting on 15 March 2023.

**b) Action List**

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

**4. Group CEO update**

The Board were updated by the Group Chief Executive on a range of matters including: the appointment of a Minister for Housing; progress with our annual credit rating review; CIH national conference; affordable homes for key workers in rural communities; an upcoming visit from Lloyds Banking Group Chair; visit of MSP to one of Wheatley Homes South's new developments; and Scotcash.

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

5. [redacted]

6. **Supporting our customers – Wheatley Foundation Annual Report 2022/23**

The Board were provided with an update on: the work of the Wheatley Foundation in 2022-23 and the additional support on offer to customers throughout the cost-of-living crisis; an outline of the impact of the support and Foundation programmes on our customers and; the Foundation's priorities for 2023-24.

The Board discussed the external funding context and the types and levels of grant and match funding available. It was explained that whilst accessing external funding remains a priority for the Foundation the range of opportunities had reduced.

The Board discussed how we ensure that the support available via the Foundation is disseminated to our tenants and communities. It was confirmed that this, along with appropriate targeting, was a priority and that we keep this under review.

**Decided: The Board**

- 1) **Noted the activity undertaken throughout 2022-23 to support customers and communities; and**
- 2) **Agreed a £3 million Here for You fund for 2023-24.**

7. **Regeneration update**

The Board were provided with an update on progress with: rehousing; development of the masterplan; and the proposed approach to identifying a contractor for future development activity.

The Board discussed the proposed approach to future contracting arrangements, and how the structure that could allow a series of checkpoints to review our approach and maximise flexibility. The Board agreed that we explore, and if appropriate agree, the proposed approach in more detail via Wheatley Developments Scotland

**Decided: The Board:**

- 1) **Agreed that Wheatley Developments Scotland finalise the future contracting arrangements subject to a detailed review; and**
- 2) **Noted the update.**

8. **2023/24 Group Delivery Plan**

The Board were provided with a summary of the draft 2023-24 Group Delivery Plan, the key themes for our projects and the refinements in our performance measures to further focus on customer satisfaction.

The Board discussed how we are utilising our data to identify trends and homes, particularly within our repairs. It was explained that this is an area we are currently focused on, including as a key priority within our wide data strategy.

The Board discussed our proposed targets in relation to days to let relative to prior year performance. It was agreed this should be further explored by the respective RSL Boards.

**Decided: The Board**

- 1) Approved the 2023/24 strategic projects and associated milestones; and**
- 2) Approved the proposed measures and corresponding targets for 2023/24.**

## **9. Group Suicide Prevention Framework**

The Board discussed how we provide staff with appropriate training and support whilst also making clear that their focus is to have the skills and knowledge to identify potential issues within the context of their role rather than a responsibility to identify them. The Board further discussed the wider range of issues we are seeking staff to be alert to, such as damp and mould and safeguarding issues, and ensuring that this is balanced within their overall role.

It was confirmed the clear focus in our staff training is equipping them with the knowledge to spot potential issues and what to do where they do.

The Board discussed how the appellation of the Framework could best reflect what we are seeking to achieve. It was agreed this be given further consideration.

**Decided: The Board approved the Group Suicide Prevention Framework and its designation as a Group wide framework**

## **10. Home Safe building compliance update**

The Board were provided with an update on the Home Safety building compliance work streams for 2022/23 across the RSLs and Lowther Homes.

The Board discussed our current position and welcomed the continued focus on compliance activity. It was agreed future reports be expanded to include an update on asbestos management.

The Board were updated on the current position in relation to EICR reporting requirements for the Annual Return on the Charter and the impact this would have on our results.

**Decided: The Board noted the content of the report**

## **11. Fire Prevention and Mitigation update**

The Board were updated on the implementation of our Fire Prevention and Mitigation Framework (FPMF) in 2022/23 and the proposed refinements to the framework.

The Board discussed the position in relation to 'stay put' and if this remained the recommended strategy. It was confirmed we would defer to the Scottish Fire and Rescue Service who would make the decision during any incident.

The Board discussed our approach to recording the type of cladding in place and our ongoing inspection approach.

**Decided: The Board:**

- 1) Noted the contents of the report and the progress with our Fire Prevention and Mitigation Framework;**
- 2) Noted that an update on compliance with the Scottish Govt Technical Advice (Dec 2022 v02) will be provided to a future meeting; and**
- 3) Approved the revised Group Fire Prevention and Mitigation Framework.**

## **12. Governance update**

The Board considered and accepted the recruitment panel's recommendation in relation to the Senior Independent Director and agreed the associated amendments to our Articles to reflect the creation of the role.

**Decided: The Board:**

- 1) Approved the appointment of Caroline Gardner as the Board Senior Independent Director with immediate effect;**
- 2) Agreed the proposed update to the GCC and DGC Strategic Agreements and delegated authority to the Group Chief Executive to agree any further non-material changes;**
- 3) Agreed that a Special General Meeting is called to pass a resolution to adopt the revised Articles of Association, subject to any agreed amendments; and**
- 4) Agreed the outline structure of the June residential.**

## **13. Finance Report**

The Board were provided with an update on the Group's financial performance for the year to 31 March 2023, the proposed 2023/24 budget and the City Building (Glasgow) 2023/24 financial projections.

The Board discussed the demand for repairs and the associated increased costs. It was agreed a more detailed update on repairs should be provided at the August meeting.

**Decided: The Board:**

- 1) Noted the financial performance for the Group to 31 March 2023;**
- 2) Approved the RSL Borrower Group accounts for submission to the Group's lenders;**
- 3) Approved the Group budget for 2023/24;**
- 4) Approved the City Building (Glasgow) 2023/24 financial projections; and**
- 5) Approved the summary sheet and accompanying financial data and projections; authorised these to be submitted to the Scottish Housing Regulator; and approved delegated authority to the Group Director of Finance to approve any factual data updates that are required in advance of the submission.**

#### **14. Treasury update**

The Board were updated with a quarterly overview on the liquidity position, cashflow forecast and [redacted] to 31 March 2023, and on the progress with proposed amendments to our WFL1 debt facility agreements.

The Board discussed our approach to maximising our pool of assets available for securitisation to leverage future funding. It was confirmed that this was an area kept under review to ensure we have as wide a pool of unencumbered assets as possible.

**Decided: The Board:**

- 1) Noted the liquidity position and [redacted] compliance as at 31 March 2023; and**
- 2) Noted the progress on covenant and loan amendment discussions.**

#### **15. Cloud telephony contract award**

The Board were provided with a summary of the proposed contract award to transition to a new telephony platform and the role the Wheatley Solutions Board will have overseeing its implementation.

**Decided: The Board approved the award of a contract for the Cloud Telephony Services for a contract period of up to five years to the value of £3,665,820.**

#### **16. AOCB**

There was no other business competent business.

Signed \_\_\_\_\_ (Chair)