

**WHEATLEY HOUSING GROUP LIMITED****SC426094****MEETING OF BOARD OF DIRECTORS****BY VIDEOCONFERENCE****on Monday 18 January 2021 at 13.00**

Directors Present: Alastair MacNish (Chair), Jo Armstrong, Martin Armstrong,  
Jo Boaden Sheila Gunn, Bernadette Hewitt and Martin Kelso.

In Attendance: Anthony Allison (Director of Governance), Steven Henderson  
(Group Director of Finance), Tom Barclay (Group Director of  
Property and Development) and Jackie McIntosh (Director of  
Property Development and Initiatives)

**1. Directors not in attendance**

The Chair declared that a quorum was present.

**2. Declarations of Interest**

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

**3. Strategic Acquisition -Bellgrove Hotel, Gallowgate TRA**

The Board received an update on a potential acquisition; including: the location and strategic context; the current property and operations; the key elements of the proposal; and an indicative timeline.

The Board discussed the financial structure of the proposals, including the potential value range and partner contribution. It was explained that the value range reflects the potential inclusion of fittings and fixtures, which we will establish as part of the due diligence.

The Board discussed due diligence process and the need to be clear about all liabilities transferring responsibility for potential liabilities relating to past actions and what we can insure or be indemnified against. It was confirmed these were areas which will be explored in detail as part of the due diligence process with the support of our expert external advisors, with a focus on de-risking as far as possible.

The Board received an update on future options for the site within the context of the wider regeneration masterplan.

The Board sought an update on the existing staffing and operating model. It was explained that this requires to be assessed as part of the due diligence process when we receive access to the relevant information.

The Board recognised the potential significance of the acquisition to the wider regeneration in the area .

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

- 1) Approved in principle, and subject to due diligence, the acquisition of GBG Enterprises Limited (GBG Ltd) at a value in the range of £[redacted] - £[redacted], including up to £[redacted] from Lowther Homes;**
- 2) Agreed that a report be presented to the Board of Lowther Homes, recommending the acquisition in principle, subject to due diligence;**
- 3) Approved that following the acquisition of GBG Ltd, the Bellgrove Hotel facility would be temporarily operated by Wheatley Care, subsequently decommissioned, demolished and the site redeveloped by Lowther Homes (subject to statutory consents);**
- 4) Noted that the proposed acquisition, temporary operation of the property and decommissioning of the hotel is subject to a Memorandum of Understanding between the Glasgow Health & Social Care Partnership, Glasgow City Council, Lowther Homes and Wheatley Care;**
- 5) Delegated authority to the Group Chief Executive to agree the terms of and execute the MoU and all documentation associated with the acquisition of GBG Ltd, subject to Lowther Homes Board approval.**

#### **4. Wheatley House Prototype Centre of Excellence**

The Board received a presentation setting out the indicative plans and designs for the development of our prototype Centre of Excellence in Wheatley House. An update was provided on the indicative timeline for completion, as well as a timeline for the development of all our hubs across the Group

The Board sought confirmation we are engaging staff in how we develop out hubs. It was confirmed this was the case, with our new hubs part of our engagement with all staff on the operating model.

The Board discussed the flexibility within the designs, which allow a balance of maximising space for staff whilst recognising there will be a need for discussion on sensitive matters which require privacy.

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

#### **5. Gender Pay update**

The Board received an update on our gender pay position across GHA, Dunedin Canmore, Loretto Care and DGHP who all require to report by 5 April.

The Board discussed the impact of the actions we have taken in previous years to increase diversity in certain job types. The Board were given an update on the robustness of our recruitment processes as well as how we are seeking to broaden the diversity of our application pools more widely.

**Decided: The Board noted the update**

#### **6. AOCB**

The Board received an update on changes within the Group Executive structure.