



**WHEATLEY HOUSING GROUP LIMITED
SC426094**

**MEETING OF BOARD OF DIRECTORS
held at Westerwood Hotel,
1 St Andrews Drive, Glasgow G68 0EW**

on Monday 17 June 2019

Directors Present: Alastair MacNish (Chair), Sheila Gunn (Vice Chair), Martin Armstrong, Jo Armstrong, Jo Boaden, Mike Blyth, Bryan Duncan, Professor Paddy Gray, Bernadette Hewitt, Ronnie Jacobs, Peter Kelly, Martin Kelso, Angela Mitchell

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

1. Apologies for Absence

Apologies were received from John Hill, James Muir and Mary Mulligan.

2. Declarations of Interest

The Board noted the standing declarations of interest.

3. Minutes of meeting held on 17 April 2019 and 10 May 2019 and Matters Arising

Decided: The Board approved the minutes of 17 April 2019 and 10 May 2019

4. Group CEO Update

The Board received an update on a range of matters, including: recent awards; the Glasgow City Council affordable housing supply programme; Scottish Government Housing to 2040 stakeholder engagement; and our new graduate programme.

5. 2018-19 Delivery Plan: Year end report

The Board received an update on performance for the year end across our landlord, commercial and care activities.

The Board discussed performance within our RSLs, in particular the contextual factors impacting Cube's performance and the encouragingly low absence levels achieved overall.

The Board discussed our RSL performance against the Charter measures, with a particular focus on value for money indicators and how we drive improvement next year. It was explained that detailed reviews of value for money indicators have been undertaken at subsidiary Board level, including how we develop our insight into tenant value drivers. It was further confirmed that bespoke action plans responding to the results are in place across subsidiaries in the Group.

The Board further discussed our wider strategic direction in relation to understanding our business and customer drivers and how they inform our key service offerings and associated performance measures.

The Board discussed satisfaction with neighbourhoods across the Group and the factors which contribute to a tenant's view of the neighbourhood. It was explained that an issue for us to consider was the level of investment required to improve satisfaction and whether this would be viewed as value for money by tenants.

The Board commended the number of training places and apprenticeships created being significantly above target and specifically the high level which were for our own customers.

The Board discussed performance in relation to the number of tenancy offers refused and sought feedback on how Housing Options and MyHousing are expected to contribute to improving performance. It was explained that MyHousing was expected to positively impact performance in the year ahead, with this being supplemented by individual RSL subsidiary plans.

The Board strongly welcomed the 1,300 homeless households, including families with children, who we provided with a secured safe, warm and affordable home.

The Board commended performance in our care business and in particular complaints handling performance given the complexity often involved in complaints. It was explained that care has had a strong Executive focus, in particular in relation to absence levels and ensuring contracts and services are financially viable.

Decided: The Board noted the contents of this report.

6. Governance update – Partnership and Restructuring

The Board were provided with an update on progress with a prospective partnership and our engagement with the Scottish Housing Regulator on progress to date. The Board discussed the feedback to date and agreed that we maintain our current position as set out.

The Board discussed the pensions arrangements and anticipated cost implications of our current internal restructuring plans as well as the offer to tenants. It was explained the offer to tenants was being updated to reflect feedback from the Boards of the impacted subsidiaries.

Decided: The Board noted the progress with the partnership and restructuring activities.

7. Group Hate Crime Policy

The Board received a summary of the policy, which reflects our increasingly diverse communities and legal obligations.

The Board discussed the policy approach in terms of how allegations are handled and if the wording was sufficiently balanced. It was explained that the wording was based on the applicable legislation and we have very limited latitude. It was agreed we would further consider the wording, recognising this would be within the constraints of the legislative position.

8. Update on implementation of the Housing (Scotland) Act 2014 - Implications for Group Registered Social Landlords

The Board received an update on our implementation of the Housing (Scotland) Act 2014.

Decided: The Board noted the content of this report.

9. New Scots Strategy – Group Action Plan

The Board discussed the action plan, our wider commitment to supporting New Scots and the current position with Glasgow asylum seekers. It was explained that the legal position remains under review and that we awaited confirmation on the next steps.

Decided: The Board approved the New Scots Strategy – Group Action Plan.

10. a) Group New Build Performance Dashboard

The Board received confirmation of year end completions for 2018/19 and progress with the live programme. The issues with one particular WLHP project were set out for the Board and the steps we are seeking to mitigate our risk on the project. The Board discussed the approach, the potential alternatives and contingency planning arrangements.

Decided: The Board:

- 1) noted the late delivery of the Jarvey Street, Bathgate project by Albany Street Developments Ltd and the additional payment approved by WLHP Board;**
- 2) noted the update on the performance issues in relation to Engie Regeneration Limited;**
- 3) noted the position on contractor financial exposure across the Group-wide development programme; and**
- 4) otherwise noted the contents of the report and attached Group New Build Performance Dashboard to 30 April 2019.**

10. b) Acquisition of land at Calton Village, Glasgow

The proposed acquisition was set out to the Board and our expectation in relation to future grant reimbursement.

The Board discussed the proposed acquisition at length and it was agreed further clarification on the site investigation plans and costs were required prior to final approval.

11. Financial performance to 30 April 2019

The Board received a report on financial performance for the first month of the year and the regulatory returns in relation to financial projections and the loan portfolio.

The Board were further updated on the proposed amendments to our loan agreements to allow us to have a definition that reflects our activities in the Transformational Regeneration Area.

The Board discussed financial performance and the proposed disposal driving the definition amendment. It was confirmed the disposals was part of what we anticipated in the Members' Agreement in terms of recycling funds.

Decided: The Board:

- 1) noted the financial performance for the Group to 30 April 2019;**
- 2) approved the submission of the annual 5 year financial projections for the year to 31 March 2019;**
- 3) approved the submission of the loan portfolio return to the Scottish Housing Regulator; and**
- 4) agreed to amend our funding arrangements by entering into the amendment letters attached to this report and delegate authority to the Group Chief Executive, Group Director of Finance or Company Secretary to agree and execute the amendment letters and any ancillary documentation.**

12. Group Strategic Risk Register

The Board considered the proposed amendments following feedback from the Group Audit Committee.

Decided: The Group Board agreed and approved the amendments to the Group Strategic Risk Register.

13. Publishing, Print, Design and Associated Services

Decided: The Board:

- 1) approved the award of the Group contract for the Provision of Publishing, Print, Design and Associated Services to APS Group (Scotland) Limited (Company Number: SC369510) for a period of 4 years; and**
- 2) designated as an authorised signatory to execute the contract agreements the Group Director of Resources.**

14. Corporate Office Cleaning

Decided: The Board:

- 1) approved the award of the Group contract for the Provision of Corporate Cleaning and Associated Services to ISS Facility Services Limited (Company Number: 00890885) for a period of 4 years with an option to extend at Group discretion for a further 1 period of 12 months; and**
- 2) designated as an authorised signatory and witness to execute the contract agreements any of the Group Director of Resources or the Group Director of Property and Development.**

15. AOCB

The Board considered the key elements of our proposals for a prospective partnership, agreed that this required to remain flexible as we developed the proposal and authorised the Group Chief Executive and Group Chair to finalise the terms of the offer.