



**WHEATLEY HOUSING GROUP LIMITED**

**SC426094**

**MEETING OF BOARD OF DIRECTORS**

**Held at 8 New Mart Road, Edinburgh**

**on Wednesday 27 October 2021 at 10.30am**

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

In Attendance: Anthony Allison (Director of Governance), Steven Henderson (Group Director of Finance), Tom Barclay (Group Director of Property and Development – item 6 only), David Fletcher (Director of Development (Programme) – item 6 only) and Jennifer Anderson (Group Protection Liaison Manager – item 11 only).

**1. Apologies for absence**

Apologies were received from Angela Mitchell. The Chair declared that a quorum was present.

**2. Declarations of interest**

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

**3. Minutes of meeting held on 7 October 2021 and matters arising.**

**Decided: The Board approved the minute of the meeting on 7 October 2021**

**4. Group CEO update**

The Board received an update on a range of matters including: staff engagement on our 2021-26 strategy; Executive recruitment; the launch of our sustainable investment plan; and recent awards.

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

**5. RSL tenant consultation update**

The Board received an update on the results of our consultation with RSL tenants across the group on our proposed new way of working. The response levels, results and key feedback themes were set out in more detail.

The Board welcomed the over 5,000 responses from tenants and in particular noted the GHA results which also reflected our plans for a single Glasgow vehicle.

The Board discussed progress with the recruitment and the wider Customer First Centre (“CFC”) changes given the importance of the CFC under our new way of working. It was confirmed that both areas are progressing well and that there is very strong Executive oversight on progress.

The Board were updated on the next steps in implementing the new way of working and associated indicative timescales.

**Decided: The Board**

- 1) noted the outcome of the consultation processes undertaken by each of our RSLs in respect of their new operating and engagement models;**
- 2) in light of the views expressed by tenants, agreed in principle that we should proceed with implementation of the proposals; and**
- 3) agreed that each partner RSL Board consider its consultation outcomes and next steps, including the proposal for a special GHA Board session in January given the specific considerations in a Glasgow context.**

**6. [redacted]**

**7. Strategic governance review and Annual Assurance Statement**

The key recommendations from the independent strategic governance review were set out along with our response and implementation plans.

The Board discussed the recommendations in relation to risk management, the plans for a review. It was agreed that having clearly defined roles and responsibilities is an important element of our risk systems, in particular when and how risks are escalated. It was explained that the review was already underway, as recognised in the report, and that the Group Audit Committee would oversee the review process with final proposals subject to Board consideration.

The Board discussed the proposals in relation to Board composition. It was stressed that having the necessary skills and experience remains the key driver and that a priority will be how this is integrated with our skills mapping, recruitment and succession planning within the context of Board size.

The Board discussed the issue of Board diversity and the plans that this is discussed in more detail at a Board workshop. It was explained that a key issue is defining what we mean by diversity in a Board context and how this is threaded into our future succession planning.

The Board discussed how we continue to ensure that Boards that draw its members from intragroup appointments, such as Wheatley Solutions and our potential new Development vehicle, have sufficient skills and experience pool to draw in. The Board discussed the potential to add independents to such Boards where there is a skills deficit. It was explained that our succession planning seeks to take this into account, but in the event there was a specific skills deficit we would explore alternative options

The Board discussed the recommendation in relation to Subsidiary Chair updates and it was noted that Chairs were clear regarding their role, with the recommendation being how we record elements of this more formally.

The Board received a summary of our Assurance Statement, in particular the equalities element, and confirmation that the evidence was subject to review by Internal Audit

**Decided: The Board**

- 1) noted the Campbell Tickell report;**
- 2) approved the implementation plan set out in Appendix 2; and**
- 3) approved the 2021 Annual Assurance Statement for submission to the Scottish Housing Regulator.**

**8. Finance report**

The Board received a summary of financial performance for the year to date, the key variances and the q2 reforecast.

The Board reviewed financial performance for the year to date, the key drivers for the variances and our covenant position, with no material issues or risks identified.

**Decided: The Board**

- 1) noted the Group management accounts for the period ended 30 September 2021 at Appendix 1; and**
- 2) approved the RSL Borrower Group accounts at Appendix 2 for submission to the Group's lenders.**

**9. Treasury update**

The Board were updated on various treasury matters including: the liquidity position at 30 September; covenant compliance to 30 September; a change of rate on the THFC facility for Dunedin Canmore; and refinancing and covenant amendment work on WFL1 facilities.

An update was provided on the discussions with RBS following feedback from the Board at its last meeting.

**Decided: The Board**

- 1) noted the Group's liquidity position as at 30 September 2021;**
- 2) noted our compliance with covenants for quarter-end to 30 September 2021; and**
- 3) [redacted]**

**10. Group Performance Report Quarter 2 2021/2**

The Board were provided with an update on quarter two performance relative to our agreed targets and strategic projects for 2021/22. It was explained that we continued to perform well given the operating context.

The Board discussed the number of work-related accidents and the variation in performance levels across the Group. It was explained that given the nature of

our workforce, the number of accidents was not unduly high. It was further explained that variations can be driven by stock size, particularly in WLHP where a small change can lead to a high variation.

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

**11. Revive (presentation)**

The Board received the presentation on the Revive project, which forms part of our wider approach to preventing homelessness and supporting victims of domestic violence.

The Board welcomed the project and in particular the focus on linking in with our CIP activity, the tenancy support skills within Wheatley Care and engagement with stakeholders.

The Board discussed the future funding of the project and the potential for it to be mainstreamed, including potentially extending being available only to women. It was explained that any mainstreaming would be subject to a business case.

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

**12. Winter resilience planning**

The Board received an update on our approach to winter resilience planning in respect of our operations and support for customers experiencing severe hardship.

The Board discussed our utilities across our corporate estate, how it will link our sustainability objective to have net zero electricity and the pressures on costs. It was explained that this was a complex area and the proposed rationalisation of utility billing will reduce the complexity and also support our future procurement.

It was explained that we are engaging with Local Authorities on how criteria is developed for Tenant Hardship Grant Fund and will support our tenants to access the fund.

**Decided: The Board noted our approach to winter resilience planning.**

**13. AOCB**

There was no other competent business.

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

**Chair**