**MEETING OF THE OSPREY HOUSING BOARD**

**25 AUGUST 2021 AT 10:00- HYBRID WESTHILL OFFICE & VIA ZOOM**

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| Present: | Mike Scott, Director OH Board: Chair- (Office) |
|  | Stuart Robertson, Director OH Board (SR) |
|  | Brian Topping, Director OH Board (BT)- (Office) |
|  | Jonathan Young, Director OH Board |
|  | Rab Hepburn, Director OH Board (RH)- (Office) |
|  | Douglas Bodie, Director OH Board (DB) |
|  | Brian Watson, Director OH Board (BW)- (Office) |
|  | Jim Milne, Director OH Board (JM) |
|  | Kate Darbyshire, Director OH Board (KD) |
|  | Simpson Buglass, Director OH Board (SB) |
| Apologies: | Raymond Edgar, Director OH Board (RE) |
|  | Les Allan, Director OH Board (LA) |
|  | Mike McClafferty, Director OH Board (MMcC) |
|  | Marian Reid, Director OH Board (MR) |
|  | Clare Ruxton, Director of Corporate Services, Osprey Group (DCS) |
| Attending: | Glenn Adcook, Chief Executive Osprey Group (CEO)- (Office) |
|  | Gary Walker, Director of Finance, Osprey Group (DF)- (Office)-from item 1.2 |
|  | Stacy Angus, Director of Housing Services, Osprey Group (DHS)-from Item 1.2 |
|  | Hugh Crothers, Director of Assets Osprey Group (DA)-from Item 1.2 |
|  | Sofia Redford, Corporate Services Officer Osprey Group (CSO) (Minute)- (Office) |
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| **Minute No** | **Subject** | **Action** |
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| **1** | **Welcome** |  |
| **1.1** | **Retitling of SLT Posts / Change of Reporting of LSM**  The CEO presented a report on this matter containing the proposal and recommendations from the Corporate Services Committee. None of the Senior Leadership Team (SLT) were in attendance for this item.  The CEO reminded members that this matter had previously been presented to the Board at its meeting on 26 May where it had been remitted to the Corporate Services Committee for further consideration.  The Board noted that the CS Committee had considered a range of issues raised at the CS meeting and/or by Board members on an individual basis. It was also noted these matters had been addressed within the report and taken into account.  CS Committee therefore recommended to Board:   * the titles of specified SLT posts should be revised to “Directors” in order to more fully reflect their role, responsibilities and status within the organisation. It was noted this had also been strongly suggested by the consultant currently undertaking the recruitment of the CEO. * Due to the current circumstances facing OIL, the change of the reporting line for Leasing Service Manager should be deferred pending the planned appraisal of OIL’s business options and to give the new CEO opportunity for input. * Given the seniority of the posts concerned, retitling of the posts does merit governance assessment and approval.   The Board also discussed the retitling of the Housing Committee to reflect its role more fully in development / asset/sustainability matters under its remit.  **After full consideration the Board:**   * **Approved the proposal to retitle the specified posts in the senior leadership team with immediate effect. This was proposed by BW and seconded by SB.** * **Agreed to defer the proposed change of reporting line for the Leasing Services Manager pending the planned appraisal of OIL’s business options and to give the new CEO opportunity for input.** * **Agreed that matters such as this relating to the SLT should be considered through the governance process with final approval given by the Board.** * **Agreed the retitling the Housing Committee should be re-titled and for this to be finalised at the Board meeting on 15 September.** | **CEO** |
|  | **Ideas Lab** |  |
| **1.2** | **New Build – Video**  The Board was shown a video presenting the development sites at:  Alba Place, Elgin  Sauchen  Dunecht  The CEO confirmed that subject to restrictions it was hoped that some form of opening event could be arranged for one or more of the developments.  **The Board:**   * **Expressed its appreciation at being able to see new developments in this way and;** * **Agreed similar presentations should be continued at future meetings.** | **CEO** |
| **1.3** | **Ideas/Strategic Thinking and Discussion**  The Chair reminded members that it had been agreed at the last meeting to introduce an opportunity for members to have some time for free thinking on strategic matters and/or any focussed ideas at the start of Board meetings. This would be an “Ideas Lab” session flowing from the recommendations of the Dolphin Index project.  Board members therefore raised and discussed a number different ideas for potential future consideration including:  -Conversions - Events for new developments  -Housing for older people - Drone video footage  -Retail rentals - Rural opps (e.g. Cairngorm NP)  The Board further discussed how to best take these sessions forward so that ideas could be considered in more depth and if considered viable developed to a stage where the full Board could consider them.  It was proposed a sub-group should be formed for this purpose.  **The Board:**   * **Agreed to the establishment of a strategic thinking/ Idea’s development subgroup** * **Agreed the concept, formation and implementation should be further discussed/finalised at the Board meeting on 15 September.** | **Chair** |
| **2** | **Administration** |  |
| **2.1** | **Apologies**  Apologies as noted above. | **Chair** |
| **2.2** | **Declarations of Interest**  There were no changes to the standing declarations of interest. | **Chair** |
| **2.3** | **Minute of Joint Governing Body meeting 26 May 2021**  The minute of the Board meeting held on 26 May 2021 was agreed as a correct and accurate record.  **Approval of the minute was proposed by JY and seconded by KD.** | **Chair** |
| **2.4** | **Matters Arising**  There were no matters arising not otherwise covered as separate agenda items. | **Chair** |

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| **3** | **Items for Decision** |  |
| **3.1** | **Chief Executive’s Report**  The CEO presented his report:  **Policy/ Strategy Approvals**  The Board noted that the policies to be considered had been reviewed and recommended for approval by the relevant Committee.  **The Board:**   1. **Unanimously approved the**  * **Attendance Management Policy** * **Recruitment Policy** * **Document Control Policy** * **Whistleblowing Policy** * **Dignity and Work Policy** * **Grading Review Policy** * **Communications Policy** * **Menopause Policy** | **CEO** |

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|  | | **Key Issues and Outcomes from Sub-Committees**  Housing/Corporate Services Committees met on 28 April and R&G Committee met on 12 May. The CEO’s report summarised the key outcomes.  The CEO informed the Board that the **CS Committee had discussed and agreed the following:**  Digital Strategy – recommended to the Board the approval to upgrade the HR Portal provision to Microsoft 365 and to purchase the Decision Time Board Management System. **This recommendation was approved by the Board.**  Managing Equalities – The Committee had noted the revised guidance from the SHR with regards to requirement to provide assurance on equalities information.  The DHS and DA informed the Board that the **Housing Committee had discussed and agreed the following:**  Noted and discussed the exceptions report in relation to void performance. Although the number of void days had increased this was attributable to a combination of factors including capital upgrades, Covid restrictions and poor condition of voids. Performance will continue to be monitored and it was noted that the trend of increased void times being experienced across the local authority and RSL sector in Scotland.  Approved a new development standard.  Approved the award of the kitchen and bathrooms framework agreement.  The Board noted that the joint procurement undertaken for the kitchens and bathroom contract had been a lengthy difficult and with no clear evidence that it had resulted in lower costs. The DA recommended the use of the Scottish Procurement Framework for future procurement awards.  The CEO informed the Board that the **R&G Committee had:**  Received the Annual Accounts audit report from RSM for OIL/OHM/OH and recommended to Board for approval.  Approved the increase in the budget to facilitate the implementation of the Digital Strategy as requested by the CS Committee.  Instructed Spence and Partners to produce a report outlining the impact on individual members of staff who may be affected by any potential change based on the options previously proposed for Osprey’s continuing, or otherwise membership of the LGPS.  The Board discussed whether a sub-group is required to discuss the implications. Several current members of the R&G Committee are also members of the LGPS. The DF stated that potential withdrawal will have negligible effect on the fund and did therefore not see a requirement for a sub-group on the basis of the level of existing declared interests.  **Treasury Management Update**  Treasury Consultants, Chatham had commenced its review of Osprey’s existing loans, future funding requirements to deliver the Development Programme and assess re-financing options. A report is expected at the next R&G Committee meeting with a decision to be taken at the February Board meeting.  **OIL Board**  The OIL Board met on 30 June for a strategy day and 11 August for a scheduled Board meeting. This is further covered under agenda item 3.3.2.  **Performance**  Overall performance continues to be strong. However, the issues previously reported are continuing with volatility in the materials supply chain and increasing costs affecting repairs, capital and development costs.  Latest information indicates the revised subsidy level for new housing is not expected to be announced by the Scottish Government until early/mid-September which impacts on ability to enter info definitive negotiations to secure contracts.  **The Board agreed that team members responsible for these areas of work be given latitude to be responsive in negotiations and ensuring continuation of service delivery on the understanding they will do so on the basis of acting in Osprey’s best interest at all times.**  **Governance**  The Board noted that as agreed at its meeting in May as working group had met in July to consider whether the Committee structure of OH should be revised following the OHM ToE.  Following a review of model structures applied elsewhere in the sector the working group concluded that the current governance structure is fit for purpose.  **The Board:**   * **Noted the conclusion by the working group.** * **As noted in the earlier item proposed a re-naming of the Housing Committee to reflect its property/development remit and recommended that this should be decided at the Board meeting immediately following the AGM in September.**   **Strategic/Business Planning**  The CEO informed the Board that Osprey is entering a period where there will be potential necessity for quick responsive decision making that falls outside the governance cycle and that a standing mechanism to facilitate this is required.  In line with previous decisions taken outside the governance cycle **the Board agreed that such decisions should be referred by delegated authority to the Chair and Vice Chair of the Board and the Committee Chairs.**  **Aberdeen Soroptimist Housing Society: ToE**  The CEO informed the Board that following the written agreement of tenants, an SGM of the shareholders of ASHS had been held on 10 August which was compliant with requirements to make a decision and, those attending had unanimously approved the ToE. A second SGM to confirm the decision is due to be held on 27 August.  The ToE remains on course to be completed on 30 September.  **Energy Efficiency Measures/EESSH2**  The CEO and DoA gave an update on the Osprey’s position in relation to EESSH2 and the outcomes of a report released by the SFHA.  The Board noted that due to the uncertainty over the levels of funding support is likely to be provided by the SG. However, due to uncertainty over costs and financial support, Osprey have so far resisted making specific budget provision for EESSH2.  It was noted Osprey have received £330K in SG funding support towards EESSH2  **The Board:**   * **Noted the analysis** * **Agreed that EESSH2, the Development Strategy and Rents/Affordability should be key strategic items for the Treasury Management Plan going forward.** |  |

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| **3.2** | **Performance** | |  |
| **3.2.1** | **Audit Findings Report**  The Board noted that the Letters of Representation and final audit findings report had been presented to the R&G Committee RSM on 11 August. It had been a clean audit with no areas for concern and therefore the accounts were unqualified.  The Board noted materiality level detailed in the audit findings report which highlights the size of the new single organisation.  **The Board commended all staff for their work which has resulted in an excellent audit.** | | **DF** |
| **3.2.1a** | **Annual Accounts and Letter of Representation OIL**  The DF informed the OH Board that the OIL annual accounts had been approved by OIL Board at their meeting on 11 August.  **The OH Board agreed to ratify the Annual Accounts and Letter of Representation. This was proposed by RH and seconded by SB. The accounts were signed by SR.** | |  |
| **3.2.1b** | **Annual Accounts and Letter of Representation OHM**  The former members of the **OHM Committee of Management** reviewed the Annual Accounts.  **Approval was proposed by BT and seconded by JM. The Annual Accounts were signed by BW, RH and the CEO in his role as Company Secretary of OHM.** | |  |
| **3.2.1c** | **Annual Accounts and Letter of Representation OH**  The Directors of the OH Board reviewed the Annual Accounts.  **Approval was proposed RH and seconded by SB. The Annual Accounts were signed by MS, BT and RH.** | |  |
| **3.3** | **Strategy/Policy** | |  |
| **3.3.1** | **Development Programme Update**  The CEO presented a report updating the Board on the current position relating to the on-going and potential development programme, including a full financial report.  The Board noted the update and in particular the possibility of developing an additional circa 50 properties in the Elgin area which is emerging as a strategic hot spot for developments. Board members agreed this further confirms the benefits of the ToE and that after many years of frustration Osprey now has the potential to becoming the ‘go-to’ RSL for new development opportunities in Moray.  The CEO asked the Board if, as the report is reviewed at Housing and R&G Committee meetings prior to Board meeting, does it still require a separate report to Board or could it be covered in the CEO report. The Board felt that as the development programme constituted a high-risk item it should continue to be presented to Board as a regular report.  **The Board:**   * **Noted the progress and position with the development projects itemised in the report.** * **Agreed that it wished to receive future updates on the programme as a distinct report.** | | **CEO** |
| **3.3.2** | **OIL – Board Request**  The CEO and DF presented a report outlining a request from the OIL Board following their strategic event held on 30 June and more recent Board meeting.  The OIL Board has identified several issues facing the subsidiary, in particular:   * The loss of the management services contract for the NHT properties following their sale to Hillcrest and Grampian HA. * The imminent loss of the management services contract for Hillcrest properties from 31 March 2022 as they bring management in-house. * Business Plan forecasts indicating losses in 5 of the next 10 years.   Following an extensive SWOT Analysis, the following key points emerged in the context of opportunities and mitigating actions:   1. Request that the OH Board reverse its decision on no further MMR’s being included in the development programme so that number of MMR homes for OIL to manage can be increased to levels that create viability (an additional 75-100 units). This option was rejected by the Board due to the prevailing flat housing market conditions for MMR, the failure of the of the current MMR properties to meet business plan expectations and their vulnerability to economic downturns. 2. Would the OH Board consider a separate financing arrangement for OIL to allow it to raise funding itself for developments and/or acquisitions and provide a parent company guarantee? This option was rejected by the Board due to the difficulty OIL would have to secure funding and the effects this would have on OH. Given the increased risk associated with such an option this would also potentially raise concerns with the Regulator. 3. Request a reallocation/re-assignment of time split for recharging purposes to make this more favourable to OIL and help offset the staffing costs. The Board felt that this could be a possible option to examine although noted that no resource requirement has been identified by OH. 4. Consider reducing overhead costs to help ongoing viability. Costs of existing posts at current salary levels are considered unsustainable. The Board felt this may be an option to consider once the resources required to deliver the service has been identified.   The Board discussed a number of other potential options which had been tried unsuccessfully or were not viable including:   * Managing private rentals – difficult market to break into which would lose money. * Factoring – difficult market to get right with significant competition operating at cheaper rates than OIL could sustain. * Could OIL do market rents? – Theoretically yes, but funding would be difficult and would be too big a risk for OH.   **The Board:**   * **Considered and discussed the content of the report.** * **Supported the recommendation to progress with an appraisal of Options C) and D) contained in the report with a focus on staffing resources required to manage the reduced MMR portfolio and identify whether any resource requirements exist within OH.** | | **CEO/DF** |
| **3.3.3** | **ASHS Transfer of Engagements Resolution**  The CEO informed the Board that at its Special General Meeting on 10 August 2021 the shareholders of ASHS present at that meeting, either in person via Zoom or by proxy, had unanimously passed the Special Resolution to proceed with the Transfer of Engagements of ASHS into OH.  The CEO informed the Board the next step in the process is for the Board to accept the transfer.  The Chair presented the Resolution to this effect:  *That this meeting of the Board of Osprey Housing Limited hereby agrees in consideration of this Company receiving the whole of the stock, property and other assets of Aberdeen Soroptimist Housing Society Limited to discharge the liabilities and engagements of Aberdeen Soroptimist Housing Society Limited in full and to issue each member of Aberdeen Soroptimist Housing Society Limited a certificate of membership equal to the amount standing to the credit of each member in the share ledgers of Aberdeen Soroptimist Housing Society Limited on the date when the transfer of engagements becomes effective.*  **The Board:**   1. **Unanimously approved the Resolution to accept the Transfer of Engagements of ASHS into OH. This was proposed by MS and seconded by JY.** 2. **The Resolution was signed by the OH Chair** | | **CEO** |
| **3.3.4** | **Westhill/Moray Offices**  The CEO presented a report providing the Board with:   * The outcome of the options appraisal which has resulted in securing new office premises in Moray and sought formal ratification of the decision taken by the Board members via e mail to enter into a lease for the Office in Elgin. * The initial plan and costings for the Westhill Refurbishment project as a basis for discussion on how best to take the project forward.   **Moray Office**  The Board noted the outcome of the options appraisal carried out for a new office in Moray. A fully serviced modest but ideal office at Park House, Elgin was the preferred option. Approval to go ahead with this option had been provided unanimously by all Board members via email out with the governance cycle and had subsequently been supported by the CS Committee and R&G Committee.  **Westhill Office**  The Board noted that the previously agreed consultancy work with Space Solutions (SS) to evaluate potential redesign requirements for how we use the office has been completed. The company have subsequently drawn up an initial costed plan which was based on a “Rolls Royce” solution. This was presented to the SLT. Indicative costs were significantly higher than expected. After a robust discussion at R&G Committee an initial budget threshold of £75K should be allocated to this project and shared with SS to enable them to revise their proposals accordingly. Meanwhile alternative options, such as using our regular existing contractors to undertake different components of the would also be investigated to determine if they offered a more cost-effective alternative.  **The Board:**   * **Agreed the recommendations of R&G and CS Committees, to ratify the decision made via email by all Board member to approve the new Elgin office.** * **In accordance with the recommendation of R&G Committee, agreed an initial budget threshold of £75K for the re-design and refurbishment of the Westhill office as a guide cost for the project – with a view to evaluating and reassessing the quality and desirability of what can be achieved for that sum.** | | **CEO** |
| **3.3.5** | **SODA Review – Including Board Remit**  The CEO presented a report outlining the proposed changes to the SODA following its consideration at all Committees. Particular emphasis was placed on reviewing Appendix 1 – a new proposed Board Remit based on SFHA good practice in governance guidance.  **The Board:**   * **Considered and discussed the contents of the report.** * **As recommended by each of the Committees – approved the proposed changes to the SODA.** * **Specifically considered Appendix 1 and agreed to adopt the SFHA model for the Board.** | | **CEO** |
| **3.3.6** | **Supported Housing Proposal – Safe as Houses**  The CEO presented a report containing a proposal for a new opportunity to provide supported housing through a leasing arrangement with a new potential partner.  The Board noted that Osprey had been approached by a private organisation – Safe as Houses (SAH) who were set up to develop and help provide very specialist supported housing in partnership with Local Authorities, NHS Trusts. Who in turn commission care support to tenants? SAH who utilise finance from equity investment company Triple Point has a track record of providing housing in this way in England and Wales and is now expanding its reach into Scotland. Its first pipeline project is located in Muir of Ord Ross-shire and is fully supported by NHS Highlands. SAH has asked Osprey to partner with them on this project followed by a potential project in Aberdeenshire. The project would provide 6 -7 purpose build apartments for individuals with complex needs.  Although a first venture of this type the CEO advised he was confident the leasing arrangements could be agreed in a way to minimise risk for Osprey and that NHS Highland are prepared to guarantee voids, costs of any repairs exceeding an agreed threshold and the unusually high rents (a result of the very bespoke nature of the individual units and care provision/services within the building) would be met by Housing Benefit. These would all be pre-requisite conditions of Osprey’s involvement.  Involvement in the project could also potentially open doors for expanding Osprey’s reach into Highland, become established as a quality RSL and provide growth opportunities for future development in Highland which we have not previously been able to aspire to.  The Board acknowledged that Housing Committee supported the principle of becoming involved but had some reservations about the project and took account of the challenges expressed by R&G over lack of previous knowledge and track record of SAH. Some Board members expressed concerns about what would happen to OH and tenants if SAH withdrew from the arrangement.  After discussion and full consideration, it was agreed the recommendations on the report were acceptable but that the additional diligence recommended by R&G be undertaken simultaneously alongside progressing the project to the next stages  **The Board:**   * **As recommended by Housing Committee - supported the principle of becoming involved in the project.** * **Agreed the recommendation of** **R&G that further diligence is undertaken to provide reassurance of appropriate mitigation against long term viability risks - including those relevant to funding the project and to terms within the lease that may pose higher than normal risks for Osprey to manage. This can be carried out simultaneously with progressing the project to its next stages in order to stay within delivery timescales.** * **Agreed that Osprey continues further negotiations with “Safe as Houses” and NHS Highland** **with a view to entering into the necessary arrangements to bring the project to fruition providing it is viable.** * **Asked the CEO to report back pertinent outcomes of the further diligence findings to the Chairs Group.** | | **CEO** |
| **3.3.7** | **Draft Annual Assurance Statement**  The CEO presented the Board with a proposed draft of the 2021 Annual Assurance Statement.   * **The Board unanimously approved the Annual Assurance Statement for submission to the SHR by 30 September 2021.** | | **CEO** |

| **Minute No** | **Subject** | | **Action** |
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| **3.4** | | **Governance** |  |
| **3.4.1** | | **Strategic Risk Register – Review**  The CEO presented a report providing the Board with the updated Osprey Risk Register for approval following review by each Committee  **The Board:**   * **Reviewed the contents of the report and register** * **Agreed the proposed changes and approved the revised Risk Register.** | **CEO** |
| **3.4.2** | | **Schedule of Dates**  The CSO updated the Board on the document made available to them prior to the meeting outlining all governance meetings until March 2023. The Board noted that a section for ‘events’ had been requested and that this is currently being added.  **The Board:**   * **Noted the position** * **Agreed the proposed meeting dates.** | **CSO** |
| **Minute No** | **Subject** | | **Action** |
| **4** | | **Items for Assurance/Challenge** |  |
| **4.1** | | **Performance** |  |
| **4.1.1a** | | **Performance Report (Quarter 1 2021/22) OH**  The CEO presented the Q1 KPI figures for OH which had already been scrutinised and reviewed through the Committee cycle.  CEO confirmed it had been a good quarter and with the exception of the void figures which had been reviewed and discussed under item 3.1 - there were no exceptional issues to report.  **The Board noted the results.** | **CEO** |
| **4.1.1b** | | **Performance Report (Quarter 1 2021/22) OIL**  The CEO presented the Q1 KPI figures for OIL.  CEO advised that although the MMR market has been unstable, primarily as a result of the Covid-19 pandemic, the current operational performance of the OIL portfolio of tenancies has remained acceptable under the circumstances  **The Board noted the results.** | **CEO** |
| **4.1.2a** | | **Financial Performance (Quarter 1 2021/22) OH**  The DF presented a report detailing the financial outcomes for the quarter ending 30 June 2021.  The Board noted that it had a been an excellent quarter for the organisation. There were no areas for concern but small number of points for consideration had been highlighted.  The results are covenant compliant.  **The Board noted and accepted the contents of the report.** | **DF** |
| **4.1.2b** | | **Financial Performance (Quarter 1 2021/22) OIL**  The DF presented a report detailing the financial outcomes for the quarter ending 30 June 2021.  The Board noted that it had been a good quarter with a number of budget heads exceeding expectations. Although the full year forecast has been impacted as the new Hillcrest development at St Machar has been further delayed and it is now uncertain if OIL will get involved prior to the conclusion of the Hillcrest contract.  **The Board noted the contents of the report.** |  |

| **Minute No** | **Subject** | | **Action** |
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| **4.2** | | **Strategy/Policy** |  |
| **4.2.1** | | **Board Development Session**  The CEO presented a report giving the Board opportunity to consider the proposal to hold a Board development session on 13 October.  The Board noted the proposed programme has previously been reviewed and recommended for approval by the CS and R&G Committees.  **The Board:**   * **Considered and discussed the contents of the report and programme.** * **Agreed the recommendations to go ahead with the session. DCS to organise accordingly.** | **CEO** |
| **4.3** | | **Governance** |  |
| **4.3.1** | | **CEO Recruitment Update**  *This item was taken at the end of the meeting.*  The Chair gave an update on the CEO recruitment process.  A sift meeting had been held on 17 August to review the applications. 5 candidates have been invited to attend Long List interviews on 6 September via Zoom. These will be followed by in person interviews on 14 September.  **The Board noted the position.** | **Chair** |

| **Minute No** | **Subject** | **Action** |
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| **4.3.2** | **Health and Safety Update**  The CSO presented a report providing the Board with an update of current Health and Safety arrangements.  The Board noted that the Health & Safety Control Manual and Landlord Manual Policy statements and Board members responsibilities sections were due for annual review and approval.  The H&S Committee had continued to meet on a regular basis. No exceptional H&S concerns had been raised during the quarter.  The Landlord Health & Safety manual audit has been scheduled to 9 September.  A further team members Wellbeing survey had been carried out focusing on the current homeworking arrangements and the return to office. No areas of concern had been highlighted.  **The Board:**   * **Reviewed and adopted the *Health & Safety Control Manual* and the *Health & Safety Landlord Manual* Policy Statements and the Board members responsibilities sections.** * **Otherwise noted the report** | **CSO** |
| **4.3.3** | **Cyber Security**  The CEO presented a report informing the Board on the progress being made to address cyber security issues.  The Board noted the update in relation to:   * Cyber Essentials Plus – work has commenced * Password Security – rolled out. * Board email addresses – rolled out. The IT team will contact all Board members to ensure the process is working as expected. * Data Breaches – Unfortunately a further 2 breaches had occurred during the quarter. Although minor and not notifiable staff have been advised any future breaches will automatically trigger a formal investigation which could lead to a disciplinary process.   **The Board:**   * **Agreed and otherwise noted the content of the report** | **CEO** |
| **4.3.4** | **AGM Preparations**  The CSO presented a report updating the Board on the preparations underway ahead of the forthcoming AGMs.  In accordance with Article 67 the Chair confirmed that Articles 63 to 66 had been fully complied with.  The Chair confirmed that the Board is required to consider the position of each of the directors who must stand down under article 43a xi (the 9-year rule) and confirmed that no issues had been highlighted during the recent appraisal process and noted that the two outstanding appraisals have been scheduled.  **The Board:**   * **Noted the preparations undertaken to date** * **Considered and approved for re-election those Board members required to resign under the 9-year ruled.** | **CSO** |
| **4.3.5** | **Conference/Training Events Feedback – Verbal Update**  The CFO informed the Board that the SFHA Finance Conference will be held in person on 16 – 17 November.  **The Board noted the position.** | **DF** |
| **5** | **AOCB**  None. |  |
| **6** | **Date of next meeting**  **Wednesday 15 September 2021 immediately following the AGM – Hybrid: In Office / Zoom** |  |

The meeting closed at 13:00

Signed: Mike Scott

Date: 24 November 2021