**MEETING OF THE OSPREY HOUSING BOARD**

**15 SEPTEMBER 2021 AT 10:15 - HYBRID WESTHILL OFFICE & VIA ZOOM**

|  |  |
| --- | --- |
| Present: | Mike Scott, Director OH Board: Chair - (Office) |
|  | Stuart Robertson, Director OH Board (SR) |
|  | Brian Topping, Director OH Board (BT) |
|  | Jonathan Young, Director OH Board |
|  | Rab Hepburn, Director OH Board (RH) |
|  | Douglas Bodie, Director OH Board (DB) |
|  | Brian Watson, Director OH Board (BW) |
|  | Jim Milne, Director OH Board (JM) |
|  | Simpson Buglass, Director OH Board (SB) |
|  | Raymond Edgar, Director OH Board (RE) |
|  | Les Allan, Director OH Board (LA) |
|  | Mike McClafferty, Director OH Board (MMcC) |
|  | Marian Reid, Director OH Board (MR) |
|  |  |
| Attending: | Glenn Adcook, Chief Executive Osprey Group (CEO)- (Office) |
|  | Gary Walker, Director of Finance, Osprey Group (DoF) |
|  | Clare Ruxton, Director of Corporate Services, Osprey Group (DoCS) |
|  | Stacy Angus, Director of Housing Services, Osprey Group (DoHS) |
|  | Hugh Crothers, Director of Assets Osprey Group (DoAS) |
|  | Kate Darbyshire, Director OIL Board (KD) |
|  | Sofia Redford, Corporate Services Officer Osprey Group (CSO) (Minute) - (Office) |
|  |  |

| **Minute No** | **Subject** | **Action** |
| --- | --- | --- |
| **1.0** | **Administration** |  |
| **1.1** | **Welcome & Apologies**  Apologies received from Alison Mitchell who had been invited to attend but had prior commitments arranged before being made aware of her ASHS nomination to the Board. | **CEO** |
| **1.2** | **Declarations of Interest**  There were no changes to the standard declarations. | **CEO** |
| **1.3** | **Election of Chair**  The CEO invited nominations for the position of Chair of the Osprey Housing Board. Mike Scott was nominated by Jonathan Young and this was seconded by Les Allan.  **There were no further nominations and Mike Scott was unanimously re-elected as Chair of the Osprey Housing Board.** | **CEO** |
| **1.4** | **Election of Vice Chair**  As Stuart Robertson had advised that he did not wish to stand for re-election the Chair invited nominations for the position of Vice Chair of the Osprey Housing Board. Les Allan was nominated by Mike Scott and this was seconded by Brian Topping.  **There were no further nominations, and Les Allan was unanimously elected Vice Chair of the Osprey Housing Board.**  **The Board thanked Stuart Robertson for his contribution as Vice Chair.** | **Chair** |
| **2.0** | **Items for Decision** |  |
| **2.1** | **Role of Company Secretary**  The CEO advised the Board that circumstances were now arising on a regular basis that indicated a review of the role of Company Secretary (CS) should be undertaken. The role is currently carried out by Pinsent Masons (PM) but OH’s relationship with PM is no longer close, OH’s business has changed significantly since their original appointment, they are not particularly aware of OH’s activities and the CEO considers they no longer have the specific knowledge of the housing sector that they had previously held.  The CEO was highlighting this to determine if the Board may be open to considering a review for business effectiveness reasons.  The DoCS informed the Board she had undertaken some preliminary research and had established many RSL’s in the sector undertake part of the CS role in house whilst retaining an external solicitor for specific legal advice. It was suggested that part of the CS role could potentially fit well with the remit of the DoCS.  **The Board:**   * **Agreed a review would be useful and timely.** * **Requested that a report be brought to the Board meeting in November outlining the merits or otherwise of bringing the CS role in-house whilst retaining specialist external governance advice from a sector specialist solicitor.** * **Requested that the report includes information on the arrangements of our peer organisations.** |  |
| **2.2** | **Composition of Committees – Confirmation**  The DoCS presented a report outlining the proposed membership of the Committees following the AGM based on a review carried out on Board member preference and the organisational governance structure. The review had concluded that the four primary committees should remain as:  Resource & Governance  Housing (with a potential name change)  Corporate Services  Remuneration  The review of membership had also concluded that Board members should sit on one committee each but be prepared to attend others as substitutes when necessary to ensure quorate meetings.  The Board agreed it would be most appropriate to have named substitutes for each Committee who should receive first call to attend if required – and that as early notice as possible should be given if it proves necessary to give apologies so the substitutes can be advised if they will be required.  **The Board:**   * **Agreed the proposed committee membership** * **Requested a list of substitutes be drawn up** | **DoCS** |
| **2.3** | **Retitling of Housing Committee**  The DoCS presented a report which followed on from the governance review detailed under item 2.2 and a discussion at the Board meeting on 25 August where it had been agreed that the Board should consider a revised title for the Housing Committee to fully reflect its overall remit, particularly in the context of asset management, development and sustainability.  The Board discussed various options suggested including examples used in the sector.  **The Board unanimously agreed that the most all-encompassing name, to reflect the wide remit of the committee remained “Housing Committee” and therefore a retitling was not required** |  |
| **2.4** | **New CEO – Handover Arrangements**  The Chair was delighted to announce to the Board an appointment had been made for Glenn’s successor as CEO.  Following conclusion of a robust recruitment process for the post on 14 September current DoHS Stacy Angus had been appointed as the new CEO and will take up post on 1 December 2021.  The CEO informed the Board that a formal programme of handover will be prepared to help prepare Stacy and integrate her into the CEO’s current work schedule.  As a result of the appointment the DoHS post will become vacant. The DoCS recommended to the Board that a recruitment process to fill the vacancy should be undertaken immediately.  **The Board:**   * **Expressed congratulations to SA on her appointment** * **Agreed the start date for taking up the CEO’s role.** * **Agreed the DoHS post should be filled, and a recruitment process started immediately.** * **The interview process should include two Board Members** | **CEO** |
| **2.5** | **Ideas/Strategic Thinking Sub-Group**  Following agreement at the Board meeting on 25 August to set up a formal Ideas/Strategic Thinking Sub-Group the Board discussed potential mechanisms for this.  It was felt a flexible arrangement should be put in place for ad-hoc meetings to which members submitting ideas be invited to attend although any other Board members could attend if interested/able to do so.  It was agreed the concept of the group should be allowed to evolve rather than be subject to a rigid structure initially.  JY proposed a remit for the group be drafted for adoption at the next Board meeting.  After discussion and expression of interest Simpson Buglass was suggested as an ideal member to Chair the group.  **The Board agreed:**   * **“Ideas Lab” discussions should not continue to form part of scheduled Board meetings and separate meetings should be arranged as and when required** * **The group be chaired by Simpson Buglass** * **A remit should be drawn up for the group** * **A mechanism is put in place to facilitate Board Members submitting ideas** * **As the group evolves the mechanism be extended to enable ideas to be put forward by staff/tenants (via OTRA)/Colleague Council** | **CEO** |
| **3** | **Items for Assurance** |  |
| **3.1** | **Transfer of Engagements – ASHS**  The CEO advised the Board on progress of the Aberdeen Soroptimist Housing Society’s Transfer of Engagements into Osprey Housing.  The Board noted that following the clear support for the proposal by written agreement from the Society’s tenants the Shareholders had approved and confirmed the required resolutions for the transfer process.  Timescales have proved to be tight for securing the requisite approvals for the ToE from OSCR and the FCA. While some of this is related to matters not being expedited as quickly as planned by the Solicitors (for which they have apologised) the CEO and TC Young have recommended the formal date of the transfer be delayed to 1 November.  A commemorative event based on a tree planting within the grounds at Beechgrove to recognise the work undertaken by the Society since its inception is being planned.  **The Board agreed and otherwise noted the position** | **CEO** |
| **3.2** | **Tenants Report – Verbal update/ARC Data Comparison**  The DoHS presented a report outlining the OH/OHM 2020/21 ARC performance outcomes compared with the Scottish average.  The results showed that the organisations had performed better than the Scottish average for the vast majority of indicators.  **The Board noted the position and congratulated the staff on a very impressive set of results** |  |
| **4** | **Any Other Competent Business**  The CEO informed the Board the previously agreed arrangements for fast-track decision making will be required before the next round of governance meetings particularly for:  1 – Homemaster IT System – A proposal from Homemaster to purchase and install their housing management system has been received. The proposal received at circa £40K is slightly more than anticipated but does include an additional/new module that Osprey would wish to see included. A report will be drafted and circulated over the next 2-3 weeks recommending and seeking approval for procurement.  2 – Office refurbishment – The DoAS has been working with Space Solutions to determine the final scope of the refurbishment. Indicators suggest that the budget of £75K approved in August may not be quite enough. However, upon conclusion of a revised specification for design and works a report will be circulated for agreement and approval to undertake the project.  3 – Muir of Ord: Safe as Houses Project – additional information and diligence on this project is being undertaken as agreed. A report on the outcome will be circulated soon to seek approval to progress the project.  4 – Taking into account the Scottish Governments announcement and clarification on benchmarks/new subsidy levels there will be renewed activity and negotiations in relation to development projects currently in the pipeline. In particular **t**here may be a requirement for the approval of three developments during the next few weeks for the Bridge of Don conversion, Hamilton Drive, Elgin and a further phase at Sauchen.  **The Board noted and endorsed these decisions going through the fast-track mechanism of authority delegated to the Chairs – with ratification at subsequent full Board meetings as required.** |  |
| **5** | **Date of next meeting:**  **Strategy/Board Development Day 13 October 2021 - at a venue to be sourced and confirmed to allow it to be attended in person. 9.15am arrival for prompt 09:30am start.**  **Full business Board meeting: 24 November 2021 at 10:00** |  |

Signed: Mike Scott

Date: 24 November 2021