



**JOINT MEETING OF THE OSPREY HOUSING AND OSPREY HOUSING
MORAY GOVERNING BODIES
19 FEBRUARY 2020 AT 10:00
AT OH OFFICE, WESTHILL**

- Present: Mike Scott, Director OH Board, Member OHM CoM (MS)
Les Allan, Member OHM CoM (LA)
Stuart Robertson, Director OH Board (SR)
Brian Watson, Member OHM CoM (BW)
Brian Topping, Director OH Board, Member OHM CoM (BT)
Jonathan Young, Director OH Board
Jim Milne, Member OHM CoM (JM)
Kate Darbyshire, Member OHM CoM (KD)
Raymond Edgar, Director OH Board (RE)
Simpson Buglass, Director OH Board (SB)
Douglas Bodie, Director OH Board (DB)
Marian Reid, Director OH Board (MR)
- Apologies: Rab Hepburn, Director OH Board, Member OHM CoM (RH)
Stacy Angus, Housing Services Manager, Osprey Group (HSM)
- Attending: Glenn Adcook, Chief Executive Osprey Group (CEO)
Gary Walker, Chief Finance Officer, Osprey Group (CFO)
Clare Ruxton, Corporate Services Manager, Osprey Group (CSM)
Hugh Crothers, Asset Manager Osprey Group (HSM)
Sofia Redford, Corporate Services Officer Osprey Group (CSO)

Minute No	Subject	Action
1.	<p>Confidential Item: CEO's Appraisal Outcome</p> <p>No staff present during this item.</p> <p>The Chairs presented a previously circulated confidential report outlining an assessment of the CEO's performance during the year and the agreed objectives for 2020/21. The Governing Bodies agreed with the content of the report and confirmed they were very satisfied with performance, leadership and relationship with the Governing Bodies collectively and individually.</p>	Chair
1a	<p>Bitesize Briefing – SHR Safety Guidance: Compliance Presentation</p> <p>In response to the letter from the SHR on 22 October 2019 regarding Tenant and Resident Safety, and to provide assurance to the Governing Bodies, the AM gave a presentation on the information collected and held in relation to tenants, residents and property safety.</p> <p>The principal challenges from the GBMs were:</p> <ul style="list-style-type: none"> • Why are the MMR tenants not responsible for Portable Appliance Testing (PAT) testing of the white goods? <p>Response: They are classed as private tenants for this purpose and as white goods are provided by the landlord as part of their lease it is the responsibility of the landlord (OIL) to ensure the legislation relating to electrical safety of the white goods is complied with by carrying out PAT testing.</p> <ul style="list-style-type: none"> • Do we ask or encourage our social tenants to carry out PAT testing on their own electrical equipment? <p>Response: We do not ask and we are not required to ask tenants to PAT test appliances they have provided themselves. However, information on electrical safety is provided in Tenants Newsletters.</p> <ul style="list-style-type: none"> • Which of the data collected is required for the ARC return? <p>Response: The gas servicing data is reported in the ARC return.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted how and what information is collected and utilised. Members were assured that we can demonstrate and evidence compliance. 	AM

Minute No	Subject	Action
2.	ADMINISTRATION	
2.1 Joint	Welcome and Apologies Apologies - as noted above.	Chair
2.2 Joint	Declarations of Interest There were no changes to the standard declarations.	Chair
2.3 and 2.7 Joint	Minutes of Joint Meeting of the Governing Bodies 27 November 2019 The minute of 27 November was agreed as a correct and accurate record of the meeting. OH approval of the Minute proposed by BT and seconded by JY. The Minute was duly signed by the Chair. OHM approval of the Minute proposed by JM and seconded by KD. The Minute was duly signed by the Chair.	Chair
2.4 and 2.8 Joint	Matters Arising There were no matters arising not otherwise covered as separate agenda items.	Chair
3.	ITEMS FOR DECISION	
3.1 Joint Item	Chief Executive Report (Including Policy Approvals) The CEO presented his report designed to provide the Governing Bodies with a composite governance mechanism for: <ul style="list-style-type: none"> • Updating on progress against overall Business Strategy and identifying emerging strategic considerations. • Approving and endorsing policies/strategies and, noting key issues and outcomes from the sub-committees. • Highlighting any performance on strategic and operational matters that may influence Business plan objectives. • Assurance and associated risk considerations. 	CEO

Minute No	Subject	Action
	<p><i>Policy/Strategy Approvals</i></p> <p>The following Policies were reviewed by the Governing Bodies:</p> <p><i>Disposal Policy</i> – New policy reviewed and recommended for approval by Housing and R&G Committees. The Governing Body agreed that the policy sets out the framework criteria for why Osprey may consider disposal of a property.</p> <p>In relation to section 3 consideration given to whether social purpose can be overridden by other criteria, for example to support development, when considering disposal. It was agreed it could and an amendment was suggested by the CEO to incorporate this.</p> <p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Approved the Disposal Policy subject to the CEO’s suggested amendment to section 3. <p>Approval proposed by MS and seconded by DB.</p> <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Approved the Disposal Policy subject to the suggested amendment to section 3. <p>Approval proposed by KD and seconded by JM.</p> <p><i>Osprey Housing Governing Body Membership Policy</i> – A new policy reviewed and recommended for approval by the CS and R&G Committees.</p> <p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Approved the Osprey Housing Governing Body Membership Policy. <p>Approval proposed by MR and seconded by DB.</p> <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Approved the Osprey Housing Governing Body Membership Policy. <p>Approval proposed by KD and seconded by BW.</p> <p><i>Reward and Recognition Policy</i> – A new policy reviewed and recommended for approval by the CS and R&G Committees. The Governing Bodies noted membership fee payments would be restricted to only one per staff member.</p>	

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	<p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Approved the Reward and Recognition Policy. Approval proposed by SR and seconded by JY. <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Approved the Reward and Recognition Policy. Approval proposed by BT and seconded by KD. <p><i>Adoption Policy</i> – An existing policy updated into Osprey format and takes into account best practice. Reviewed and approved by the CS and R&G Committees at their last meetings.</p> <p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Endorsed the amendments to the Adoption Policy <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Endorsed the amendments to the Adoption Policy. <p><i>Shared Parental Leave Policy</i> – An existing policy updated into Osprey format and takes into account current best practice. Reviewed and approved by the CS and R&G Committees at their last meetings.</p> <p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Endorsed the amendments to the Shared Parental Leave Policy <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Endorsed the amendments to the Shared Parental Leave Policy. <p>Committee Meetings - Summary Outcomes</p>	

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	<p data-bbox="379 320 759 353"><i>Resource and Governance</i></p> <p data-bbox="379 398 1241 819">R&G Committee received a presentation and accompanying previously circulated comprehensive report on the outcome of the insurance renewal procurement process. Committee considered and scrutinised the report in depth and challenged the Insurance Broker in relation to a number of aspects of the tenders and policy cover provided inclusive of the increased level of excess per claim. Satisfied with the outcome and in accordance with its delegated authority the Committee approved the recommendations set out by Bruce Stevenson Insurance Brokers. This results in some enhancements and a saving of 20-30% in policy cover areas.</p> <p data-bbox="379 898 1241 1010">Following systems issues and as recommended during the last governance cycle Osprey has supported the disbandment of the Apply for Homes partnership.</p> <p data-bbox="379 1055 1241 1317">The Committee, along with the Housing and CS Committees considered and recommended for approval proposed changes to the staffing establishment. In order to continue the successful apprenticeship programme and to develop the workforce to fill any skills gaps as part of the succession planning the following changes and additions are recommended:</p> <ul data-bbox="427 1323 1241 1783" style="list-style-type: none"> <li data-bbox="427 1323 1241 1514">• Recruitment of a Housing Apprentice to make provision for another channel of skills development within the organisation. Anticipated this will include office-based activities that will help free up more time for Housing Officers to spend in the field. <li data-bbox="427 1518 1241 1783">• Create a permanent and substantive IT Assistant Post once the current IT Apprenticeship is completed. This reflects objectives in the Strategic Business Plan of increasing the level of services and other business through digital platforms. The cost of this will be partly offset against the vacant part time Customer Services Assistant post that will not now be replaced. 	

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	<p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Approved the proposed changes to the staffing establishment. Proposed by SB and seconded by JY. <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Approved the proposed changes to the staffing establishment. Proposed by JM and seconded by BW. <p>In addition the Committee:</p> <ul style="list-style-type: none"> • Considered and approved the PR/Media Strategy • Discussed and made suggestions for the next Internal Audit Plan. • Reviewed and noted an update on the Development Programme. <p><i>Housing Services (Incl. Asset Management)</i></p> <p>The Committee discussed, scrutinised and agreed the actions taken to mitigate the increase in rent arrears for OHM.</p> <p>This was also the consensus of the other members of the partnership. Current arrangements will remain in place until 31 December 2020 to allow alternatives to be put in place.</p> <p>Committee was advised:</p> <ul style="list-style-type: none"> - Preparations for Inspire to sub-lease and utilise the unit in Banchory as Supported Housing for those with learning difficulties are ongoing. - The disposal of the flat at 8C Forman Drive to Aberdeenshire Council concluded on 31 January 2020. - The final report on the Internal Audit into Allocations and Voids was not available yet. Report to be circulated through the next governance cycle. The auditors have verbally expressed their satisfaction with the Osprey Choice Based Lettings (CBL) initiative and approach. 	

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	<p>Principal challenge from the GBM: Do many other Housing Associations utilise a CBL system? Response: Yes. However, the approach and process used by Osprey is different to other more conventional CBL systems and is more of a hybrid. The Osprey system is person-centred and the CEO/HSM consider it is more effective.</p> <ul style="list-style-type: none"> - Painter work contract – unanticipated issues have arisen on the lack of accuracy in the quantities information being utilised by the contractor. AM considers it necessary to review information and re-quantify. AM advised the painter work programme will be postponed and the current contract extended by one year. <p><i>Corporate Services</i></p> <p>The Committee discussed two proposals for helping manage staff annual leave:</p> <ul style="list-style-type: none"> - change the annual leave year to April - March - offer staff the opportunity to buy/sell up to 5 days annual leave per year. <p>The OH and OHM Governing Bodies:</p> <ul style="list-style-type: none"> • Approved the two proposals in principle • Noted that the next step would be to consult with the staff team. 	

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	<p><i>Other organisational/Strategic Business Planning/ Governance Matters:</i></p> <p>The CEO Podcast – well received by both staff and Governing Body Members.</p> <p>Osprey Initiatives (OIL) are exploring the potential of providing help to Aberdeen City Council with marketing their Low Cost Home Ownership homes. In addition, OIL is looking at a lease back initiative with a local developer for a site in Inch.</p> <p>Option appraisal for the Lossiemouth office will re-start with a view to targeting a final outcome mid-late 2021.</p> <p>Door to door Tenant Satisfaction Surveys will take place w/c 24 Feb.</p> <p><i>Emerging Risks and Strategic Considerations</i></p> <p>The Governing Bodies noted that the draft Scottish Government budget had been announced making the final commitment to the Affordable Housing Supply Programme. No commitment made to extending the current grant funding levels beyond 2021 perpetuating the lack of certainty over how Osprey may be able to continue its development programme.</p> <p>The uncertainty affecting the development programme, the changing demographic of tenants/those needing new homes and Brexit implications will be featured in the next strategic event for the Governing Bodies.</p> <p><i>Osprey in the Spotlight</i></p> <p>The Governing Bodies reviewed the recent excellent media/public recognition and coverage received by the Osprey Group and commended the extent to which Osprey's profile has been raised.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Considered and (as noted above) supported the key items/proposals/actions highlighted in the report. <p>Otherwise noted the contents of the report.</p>	

Minute No	Subject	Action
3.2	Performance	
3.2.1 Joint Item	<p data-bbox="379 365 1240 441">Treasury Management Update (including associated Bribery & Corruption Policy)</p> <p data-bbox="379 479 1240 591">The CFO presented a report updating the Governing Bodies on the progress in renewing the £7.5M Revolving credit Facility (RCF) with Lloyds Banking Group (LBG).</p> <p data-bbox="379 629 1240 860">The OH Board noted that the new agreement was a complete re-write requiring additional scrutiny by the respective legal teams and therefore not yet ready for signature. A Special OH Board meeting is required for final approval and signing of the agreement. It must be in place prior to fiscal year end on 31 March 2020.</p> <p data-bbox="379 898 1240 1093">CFO advised the Board of an issue that has arisen relating to securities. LBG are insisting that all assets provided as security must be unfettered. However, all Section 75 properties carry a caveat that they must remain as social housing. Deeds are currently being reviewed for this.</p> <p data-bbox="379 1131 1240 1279">The lenders require Osprey to have in place an Anti-Bribery and Corruption Policy. This is a new policy which has been reviewed and recommended for approval by the R&G Committee.</p> <p data-bbox="379 1317 778 1361">The OH Governing Body:</p> <ul data-bbox="427 1361 1240 1711" style="list-style-type: none"> <li data-bbox="427 1361 1240 1435">• Considered and discussed the contents of the report <li data-bbox="427 1440 1240 1552">• Scrutinised and approved the Anti-Bribery and Corruption Policy. Approval proposed by SR and seconded by RE. <li data-bbox="427 1556 1240 1711">• Agreed to hold a Special Board meeting to sign the agreements. RE, SB, SR and JY confirmed their availability to attend. RH had previously confirmed availability. <p data-bbox="379 1749 810 1794">The OHM Governing Body:</p> <ul data-bbox="427 1794 1240 1883" style="list-style-type: none"> <li data-bbox="427 1794 1240 1883">• Approved the Anti-Bribery and Corruption Policy. Approval proposed by MMcC and seconded by BW. 	CFO

Minute No	Subject	Action
3.2.2 Joint Item	<p>Rent Consultation – Outcome 2020-21 rent review</p> <p>The CEO presented a report updating the Governing Bodies on the process and outcome of the 2020-21 rent consultation with the tenants.</p> <p>Governing Bodies noted the report was previously considered at the Housing and R&G Committees. Both committees supported a recommended rent increase of CPI + 0.5% from 1 April 2020.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted the contents of the report. • Having taken full account of the outcome of the rent consultation approved the rent increase of CPI + 0.5% in line with the current Business Plan. 	HSM
3.2.3	<p>VE Day Holiday</p> <p>The CSM presented a report inviting the Governing Bodies to consider a proposal for Osprey to observe the 75th anniversary of VE Day on 8 May this year through closure of the Group's offices.</p> <p>Governing Bodies noted the report had been reviewed by the CS and R&G Committees at their respective meetings. Both Committees recommended the proposal for approval.</p> <p>The OH Governing Body:</p> <ul style="list-style-type: none"> • Considered the report. • Agreed the recommendation that the Osprey offices close on the 8th of May 2020 as a mark of respect to those who have served. Proposed by MS and seconded by JY. <p>The OHM Governing Body:</p> <ul style="list-style-type: none"> • Considered the report. • Agreed the recommendation that the Osprey offices close on the 8th of May 2020 as a mark of respect to those who have served. Proposed by LA and seconded by JM. 	CSM

Minute No	Subject	Action
3.3	Strategy/Policy	
3.3.1 Joint	<p data-bbox="379 342 1094 376">Final Draft Budget Proposals 2020/21 – OIL</p> <p data-bbox="379 421 1241 495">The CFO presented the final draft budget for Osprey Initiatives Ltd for the year ending 31 March 2021.</p> <p data-bbox="379 539 927 573">The following assumptions were used:</p> <ul data-bbox="427 618 1241 1727" style="list-style-type: none"> • Rental Income assumes extension of a rent freeze for a further year. • Factoring income assumes 47 NHT units are retained under management for the full financial year and 7 are under management for a part year (10 months) as the initial 5 year period matures on 31 January 2021. • Factoring income also includes for 23 units managed for a full year and 35 units for a part year (9 months) on behalf of Hillcrest Enterprises. • Void Rent Loss set at 4.0% (increased from 3.5% in 2019/20). • Bad Debts maintained at 1.0% of gross rental income (unchanged from 2019/20). • Reactive Maintenance assumes number of repairs increase to the previously expected level. • Cyclical Maintenance relates to annual servicing of heating systems, electrical inspections and PAT testing of appliances. • Professional Fees relates to expected legal, audit and accountancy fees. • IT costs include website hosting and development along with Lettings Automation software costs. • Lease Charges have been set as per the Lease Agreements with OH and OHM and cover the net cost of development, future capital renewals and insurance. • Management Charges include the full salary cost of the team that provides services on behalf of OIL. <p data-bbox="379 1771 778 1805">The OH Governing Body:</p> <ul data-bbox="427 1809 1209 1995" style="list-style-type: none"> • Noted the OIL Board approved this budget at its meeting on 5 February. • Considered the contents of the report and ratified the proposed budget. Proposed by MS and seconded by RE. 	CFO

Minute No	Subject	Action
	<p data-bbox="379 275 1061 309">Final Draft Budget Report 2020-21 – OHM</p> <p data-bbox="379 349 1241 427">The CFO presented the final draft budget for Osprey Housing Moray for the year ending 31 March 2021.</p> <p data-bbox="379 468 927 501">The following assumptions were used:</p> <ul data-bbox="429 542 1241 1621" style="list-style-type: none"> • Income forecasts based on a rent increase of 2.2% (CPI + 0.5% – Sep 2019). • Service Charges based on anticipated costs for the year ahead. • Void Rent Loss set at 0.5% (unchanged from 2019/20). • Bad Debts assumed at 2.0% of gross rental income (increased from 1.5% in 2019/20). • Void Maintenance - Provision based on the assumption of 45 void properties per annum at a cost of £1,600 per property. • Planned/Cyclical Maintenance - relates to external painter work programme and annual servicing of heating and electrical systems as well as items identified under the Life Cycle Costing (LCC) Report. • Staff Salaries include the proposed staffing establishment changes (see agenda item 2.2.10) along with the 1.7% annual cost of living increase recommended by the Remuneration Committee. • Professional Fees adjusted for known items of expenditure, including additional IT Consultancy/Support. • No provision yet made for costs associated with the potential Transfer of Engagements of OHM into OH. This is covered under agenda item 3.2.1. • Forecasts have been prepared to ensure that loan covenant compliance has been achieved and that cash requirements are met from within OHM. <p data-bbox="379 1662 807 1695">The OHM Governing Body:</p> <ul data-bbox="391 1700 1241 1964" style="list-style-type: none"> - Considered the contents of the report. - Approved the annual rent increase of 2.2% (September CPI + 0.5%) - Approved the proposed annual budget for the year ending 31 March 2021. <p data-bbox="440 1895 1241 1964">Approval proposed by BW and seconded by MMcC.</p>	

Minute No	Subject	Action
3.3.3 OH Item	<p data-bbox="379 320 1034 353">Final Draft Budget Report 2020-21 – OH</p> <p data-bbox="379 398 1241 472">The CFO presented the final draft Osprey Housing budget for the 2020/21 fiscal year.</p> <p data-bbox="379 517 927 551">The following assumptions were used:</p> <ul data-bbox="427 595 1241 1671" style="list-style-type: none"> • Income forecasts based on a rent increase of 2.2% (CPI + 0.5% – Sep 2019). • Service Charges based on anticipated costs for the year ahead. • Void Rent Loss set at 0.5% (unchanged from 2019/20). • Bad Debts assumed at 2.0% of gross rental income (increased from 1.5% in 2019/20). • Void Maintenance - Provision based on the assumption of 110 void properties per annum at an average cost of £1,600. • Planned/Cyclical Maintenance - This relates to external painterwork programme and annual servicing of heating and electrical systems as well as items identified under the Life Cycle Costing (LCC) Report. • Staff Salaries include the proposed staffing establishment changes (see agenda item 2.2.10) and the 1.7% annual cost of living increase recommended by the Remuneration Committee. • Professional Fees adjusted for known items of expenditure, including additional IT Consultancy/Support. • No provision yet made for costs associated with the potential Transfer of Engagements of OHM into OH. This will be covered under agenda item 3.2.1. • The forecasts have been prepared to ensure that loan covenant compliance will be achieved and cash requirements are met from within OH. <p data-bbox="379 1715 778 1749">The OH Governing Body:</p> <ul data-bbox="427 1749 1241 1975" style="list-style-type: none"> • Considered the contents of the report • Approved an annual rent increase of 2.2% (September CPI + 0.5%) • Approved the proposed annual budget for the fiscal year ending 31 March 2021. <p data-bbox="483 1939 1241 1975">Approval proposed by MS and seconded by SB.</p>	CFO

Minute No	Subject	Action
3.3.4 Joint Item	<p>Managing Equalities Proposal</p> <p>The CSM presented a report detailing a proposal to enhance the way Osprey manage the equalities agenda.</p> <p>The Governing Bodies noted the proposal had been reviewed and recommended for approval by the CS and R&G Committees.</p> <p>The Governing Bodies noted that equalities remain high on the agenda of the Housing sector with the SHR publishing a statement outlining how it will meet its duties and its requirements of social landlords in this respect.</p> <p>The proposal outlines how Osprey ensures it continues to meet equality legislation and good practice. Associated costs are provided for in the 2020/21 budget</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted and discussed the content of the report. • Agreed the proposal and authorised the necessary work to commence. 	CSM
3.3.5 OH Item	<p>Confidential - Aberdeen Soroptimist Housing Society (ASHS): Potential Transfer of Engagements – Verbal</p> <p>The CEO informed the OH Governing Body that ASHS has conducted an initial options appraisal supported by an independent consultant. The outcome is that CEO has been approached by the Board of ASHS to establish if OH would be interested in a Transfer of Engagements of ASHS into OH.</p> <p>ASHS is struggling with Board succession planning and the increasing complexities of governing an RSL, which is becoming disproportionate to its size. A number of issues require clear consideration including how the terms of the original bequest are satisfied. However, CEO considers there are ways in which such issues can be addressed and sought Boards approval to progress discussions.</p> <p>Challenge from the GB: If transferred, would the ASHS units be included in Osprey rent increases. Response: Rent increases would become a part of any terms agreed and it is usual in Transfers like this that a rent guarantee is offered for a set amount of time.</p>	CEO

Minute No	Subject	Action
	<p>Much discussion would be required yet and a formal consultation with tenants would be necessary.</p> <p>The OH Governing Body: Agreed to in principle to support the CEO progressing discussions with ASHS in relation to a potential Transfer of Engagement of ASHS to Osprey Housing.</p>	
3.4	Governance	
3.4.1 Joint	<p>Board: Appraisal/Self-Assessment/Induction Review</p> <p>The CSM presented a report for discussion outlining potential arrangements for Governing Body Member Appraisals/Self-Assessment/Inductions in 2020.</p> <p>Self-Assessment – Annual process to adhere to the SHR’s Standards. The CS Committee recommends that as part of this process a review of the remit for each Committee should take place during the next governance cycle as part of the SODA review.</p> <p>Board Appraisals – In 2019 the Board Appraisals had been carried out by the Chairs of the Governing Bodies with support from an external consultant. It was agreed this had worked well and the same format be used in 2020. CSM to identify dates for the appraisals.</p> <p>Challenge from the Governing Bodies: Why is external support required? Response: MS and LA carried out the appraisals in 2019 with the support from Linda Ewart. Both consider the support provided by LE had been very useful and added significant value by ensuring consistency and a degree of objectivity.</p> <p>Induction – A review of the induction process is to be carried out with the most recently appointed Governing Body members.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Discussed the content of the report • Agreed the proposed arrangements as a way forward for 2020 	CSM

Minute No	Subject	Action
3.4.2 Joint Item	<p>ARC Submission: Outline Timeline</p> <p>The CEO presented a report on behalf of the HSM providing the Governing Bodies with a framework detailing the timeline for preparation, approval and submission of the Annual Return on the Charter (ARC) for 2019/20 data.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted the timetable for the preparation and approval of the 2019-20 Annual Return on the Charter data. • Agreed that the Chairs and Vice Chairs of the Governing Bodies and the Chairs of the Sub Committees will attend the sign off meeting on 21 May. 	CEO
4.	ITEMS FOR ASSURANCE / CHALLENGE	
4.1	Performance	
4.1.1 Joint Item	<p>Performance Report (Quarter 3 2019/20) – OH/OHM/Group</p> <p>The CEO presented the Governing Bodies with the KPI performance outcomes for the Group for the quarter ending 31 December 2019.</p> <p>The Governing Bodies noted that the information presented had previously been considered in detail at the Housing, CS and R&G Committees.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted and were assured by the performance outcomes for the quarter. • Complemented the staff on the generally positive performance. 	CEO

Minute No	Subject	Action
4.1.2 OH Item	<p>Performance Report (Quarter 3 2019/20) – OIL</p> <p>The CEO presented a report providing information and performance data for the mid-market rental properties under ownership and management through Osprey Initiatives Limited.</p> <p>It had been a very good quarter for OIL, which had been recognised by the OIL Board at its meeting on 5 February.</p> <p>The OH Board:</p> <p>i. Noted the position.</p>	CEO
4.1.3 Joint Item	<p>Financial Performance (Quarter 3 2019/20) - Group</p> <p>The CFO presented a report updating the Governing Bodies on the financial outcomes for the period ended 31 December 2019.</p> <p>The results were considered in detail at the R&G Committee meeting on 5 February.</p> <p>The Governing Bodies were assured by the report. The GB's noted it had been a good 9 months period for the whole Group with high margins of comfort in relation to covenants.</p> <p>The Governing Bodies:</p> <p>i. Considered, discussed and were assured by the contents of the report.</p>	
4.2	Strategy/Policy	
4.2.1 Joint Item	<p>OH/OHM Transfer of Engagements (ToE) – Update</p> <p>The CEO presented a report providing the Governing Bodies with an updated position on progress of the Transfer of Engagements of OHM into Osprey Housing in order to achieve a key strategic business plan objective of creating a single Registered Social Landlord.</p> <p>The Governing Bodies noted that support for the transfer has been given by the funders of both OH and OHM.</p>	CEO

Minute No	Subject	Action
	<p>GA, GW and RH are meeting Linda Ewart to discuss the next steps in implementing the ToE process.</p> <p>GA informed the Governing Bodies that following a re-positioning of staff at the SHR, Osprey have been appointed a new regulation manager. It is not expected this will adversely affect Osprey's good relationship with the SHR. A meeting with the SHR is due to take place on 25 February to update them on the ToE arrangements and to meet the new regulation management team.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted the position 	
4.3	Governance	
4.3.1 Joint Item	<p>Incidents of Fraud against RSLs in Scotland</p> <p>The CFO presented a report providing assurance as to the internal control procedures currently in place to mitigate the risk of fraud activities as identified by the SHR.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted the contents of the SHR's letter dated 11 December 2019 – Incidents of Fraud against RSLs in Scotland – available on the Portal • Noted and were assured by Osprey's control procedures to mitigate against the various types of fraud highlighted by the SHR. 	CFO
4.3.2	<p>Conference/Training Events and Feedback –Verbal</p> <p>SFHA Chairs' Conference – Attended by SR and LA where the SHR had confirmed that 95% of assurance statements had been submitted on time. In addition the role of the Board and the importance of holding the SMT to account and asking the right questions had been discussed.</p> <p>Sottish Government Housing to 2040 Consultation Event – Attended by LA, MS and GA which had been good in the extent of the contributions made by Osprey.</p> <p>SFHA 2040 Housing Event – Attended by SR.</p>	

Minute No	Subject	Action
	<p>The CEO felt that by attending the two events Osprey had been able to make a significant contribution towards the Housing to 2040 discussions and did therefore not feel it was necessary to provide an individual separate Osprey response.</p> <p>The CEO informed the Governing Bodies members that the SFHA will be seeking nominations to their Board and if anyone is interested to let him know asap.</p> <p>The Governing Bodies:</p> <ul style="list-style-type: none"> • Noted the feedback 	
4.3.3	<p>Health and Safety Update</p> <p>The CSM presented a report providing the Governing Bodies with a full overview of the current Health and Safety arrangements.</p> <p>The Committee noted that the two outstanding items from the Health and Safety audit in September were being actioned.</p> <p>FG Burnett as factors of Abercrombie Court had confirmed that they would not be willing to install a PAD in the area however, were happy for Osprey to do so.</p> <p>A potential public liability insurance issue with a PAD has been identified and further research is required.</p> <p>The Healthy Working Lives Team had met to collate the evidence required for the Bronze accreditation and it would be submitted imminently. Work towards Silver accreditation will commence immediately.</p> <p>The Committee:</p> <ul style="list-style-type: none"> • Noted the contents of the report 	

Minute No	Subject	Action
5.	ANY OTHER BUSINESS - None	
6.	ITEMS PREVIOUSLY CIRCULATED TO MEMBERS FOR INFORMATION Agenda item : 3.1 Adoption Policy 3.1 Shared Parental Leave Policy 3.1a Disposal Policy 3.1b Governing Body Membership Policy 3.1c Reward & Recognition Policy 3.2.1 Anti-Bribery & Fraud Policy	
7.	DATE OF NEXT MEETING Wednesday 27 May 2020 10.00 at OH Office, 22 Abercrombie Court, Westhill	

Date: 27 May 2020

Signed: 

Date: 27 May 2020

Signed: 