



**MEETING OF THE OSPREY HOUSING BOARD
16 SEPTEMBER 2020 AT 10:45
VIA ZOOM**

Present: Mike Scott, Director OH (MS)
Jonathan Young, Director OH – Via Zoom (JY)
Douglas Bodie, Director OH (DB)
Rab Hepburn, Director OH (RH)
Brian Topping, Director OH (BT)
Stuart Robertson, Director OH (SR)
Simpson Buglass, Director OH (SB)
Raymond Edgar, Director OH (RE)

Apologies: Marian Reid, Director OH (MR)

Attending: Glenn Adcook, CEO Osprey Group (CEO)
Gary Walker, CFO Osprey Group (CFO)
Clare Ruxton, CSM Osprey Group (CSM)
Stacy Angus, HSM Osprey Group (HSM)
Sofia Redford, CSO Osprey Group (CSO)

| Minute No | Subject | Action |
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| 1. | ADMINISTRATION | |
| 1.1 | Welcome and Apologies Apologies were received from Marian Reid- as noted above. CEO advised Marian’s father had recently passed away – the Board expressed their sincere condolences and asked this be conveyed to Marian. | CEO |
| 1.2 | Declarations of Interest There were no changes to the standing Declarations of Interest. | 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 Brian Topping and this was seconded by Jonathan Young. | CEO |

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| | There were no further nominations and Mike Scott was unanimously elected as Chair of the Osprey Housing Board. | |
| 1.4 | <p>Election of Vice Chair</p> <p>The Chair invited nominations for the position of Vice Chair of the Osprey Housing Board. Stuart Robertson was nominated by Mike Scott and this was seconded by Douglas Bodie.</p> <p>There were no further nominations and Stuart Robertson was unanimously elected Vice Chair of the Osprey Housing Board.</p> | Chair |
| 2. | ITEMS FOR DECISION | |
| 2.1 | <p>OHM Rules - Approval</p> <p>The CEO reminded the Board that at its SGM planned later the same day the OHM Committee of Management will consider approval of a Special Resolution to adopt revised company Rules. The changes had already been considered at the Joint Governing Body meeting on 26 August. In accordance with Rule 88.1 any changes to the Rules requires prior written consent by Osprey Housing.</p> <p>The changes to the Rule will facilitate the Transfer of Engagement and allow for virtual meetings to be held.</p> <p>The Board approved and gave consent to the proposed changes in the Osprey Housing Moray Rules. This was proposed by RH and seconded by SR.</p> | CSO |
| 2.2 | <p>Transfer of Engagement – Business Case Approval</p> <p>The CEO presented and commended to the Board the comprehensive Business Case document for the proposed Transfer of Engagement which will be submitted to the SHR. TPAS as Independent Tenant adviser and funders.</p> <p>The emphasis of the Business Case is on presenting a robust plan on why it is being recommended, how it will be conducted, risks involved, benefits to the tenants/the business, tenant engagement arrangements, the tenant offer, governance and constitutional arrangements. The proposal creates a single entity RSL by collapsing OHM into OH.</p> | CEO |

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| | <p>The Board considered the Business Case in detail and were satisfied it represents a robust, logical and beneficial step for the organisation and for tenants.</p> <p>Approval of the Business Case was proposed by SB and seconded by RE.</p> <p>The HSM informed the Board that the OH “offer” to OHM tenants is due to be posted out on 17 September. A review of the offer will take place at a meeting attended by the Chairs and Vice Chairs of the Governing Bodies plus the Chairs of the Sub Committees who have been given delegated authority by the Governing Bodies to review and revise the offer subject to tenant feedback from the tenant engagement process. The date for the meeting was agreed as Wednesday 21 October.</p> <p>The OHM tenant ballot will commence on 16 November, be conducted by independent ballot organisation Civica (formerly Electoral Reform Society) and weekly updates on returns will be circulated to all GB members.</p> | |
| <p>2.3</p> | <p>Infinity Oil – Office lease – verbal</p> <p>The CEO informed the Board that he had been advised by the Managing Director of Infinity Oil that they were close to liquidation and were seeking approval to a negotiated termination of the lease of the ground floor office at 22 Abercrombie Court. Infinity are offering to pay a nominal £5K and their share of the office costs as part of the withdrawal settlement.</p> <p>The Board felt that it was not in Osprey’s interest to hold Infinity to the contractual duration of the lease or seek a higher settlement fee given knowledge of their financial position.</p> <p>After discussion and assurance centred on the tax position and relief Osprey will receive from being a registered charity - the Board approved the breakage of the lease by Infinity in return for a nominal payment of £5K plus office costs.</p> | |

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| 2.4 | <p>Composition of Committees – Discussion</p> <p>The CEO expressed a view that in the interests of stability and continuity while complex matters including the Transfer of Engagements are underway it would be beneficial if the Sub-Committee composition could remain as it is. While the Board are prepared to adopt that position it was agreed the CSO confirm with all sub-committee members that they are willing to continue serving on the respective sub-committees for the next Governance year.</p> <p>The Board approved the proposal accordingly.</p> | |
| 3. | <p>ITEMS FOR ASSURANCE / CHALLENGE</p> | |
| 3.1 | <p>Assurance Statement/Tenants Report – Verbal update.</p> <p>The CEO informed the Board that due to the impact of the Covid-19 pandemic the SHR have revised the submission dates for the Assurance Statement and Tenants Report to 30 November and 31 December respectively.</p> <p>The Board noted that both will be presented for approval at the Joint Meeting of the Governing Bodies on 25 November.</p> | CEO |
| 4. | <p>Any Other Competent Business</p> <p>The Board were shown the Osprey Scottish Housing Day 2020 video.</p> | CEO |
| 5. | <p>ITEMS PREVIOUSLY CIRCULATED TO MEMBERS FOR INFORMATION - None</p> | |
| 6. | <p>DATE OF NEXT MEETING</p> <p>25 November 2020 at 10:00</p> | |

Date: 25/11/20

Signed: Mike Scott