



## LORETTO HOUSING ASSOCIATION MINUTE OF BOARD MEETING

**Date:** 15 August 2022  
**Time:** 2pm  
**Venue:** Wheatley House, 25 Cochrane Street Glasgow

**Chairperson:** Eric Gibson

**Present:** Archie Morrison, Jacqui Mallin, Jennifer Williamson

**In Attendance:** Hazel Young, Group Director of Housing and Property  
Stephen Wright, Deputy Group Company Secretary  
Laura Henderson, Managing Director  
Chris Walker, Head of Housing  
Sarah Stocks, Finance Manager  
Jennifer Anderson, Wheatley 360 Lead (item 9 only)  
Frank McCafferty, Group Director of Repairs and Assets (item 10 only)  
Alan Burns, Executive Director, City Building (item 10 only)  
John Crooks, Director of Health and Safety and Compliance (item 13 only)

### 1. **Apologies for Absence**

Apologies for absence were received from Allan McGinness, Alex McKay and Suzanne Lavelle. The Chair declared that a quorum was present.

The Board considered and granted a discretionary leave of absence to Pauline Gilmore.

### 2. **Declarations of Interest**

The Board noted the standing declarations. No new declarations were made.

### 3. **Minutes of Board Meeting held on 23 May 2022 and matters arising**

**Decided: The Board approved the minute of the meeting held on 23 May 2022.**

The Board was provided with the following matters arising:

1. We currently have five developments with sprinkler systems installed;
2. Details of the Duke Street litigation settlement

### 4. **a) 21/22 financial statements**

The Board received the financial statements for the year ended March 2022. The Board was provided with a report and a summary of the financial statements including the adjustments from the year end management accounts. The Board scrutinised the accounts and the £2.9m investment in capital improvements to tenants' homes during the

year. The Board welcomed the confirmation that the external auditor had completed their audit and issued an unqualified audit opinion.

**Decided: The Board**

- 1) Approved the 2021/22 financial statements;**
- 2) Confirmed the preparation of the financial statements using the going concern basis;**
- 3) Delegated authority to the Chair and Group Director of Finance to approve any non-material changes to the accounts; and**
- 4) Approved the letter of representation from the auditors, and noted the related letter of representation from management.**

**b) Annual Internal Audit report and opinion**

The Board received an update on the Internal Audit Annual Report and Opinion for 2021/22 (approved by the Group Audit Committee on 13 June 2022), the results of assurance work performed during Q3 and Q4 2021/22, and the rolling 3-month Internal Audit Plan for 2022/23.

The Board was reassured to note the Internal Audit opinion that there was a sound system of internal control, designed to support achievement of relevant organisation objectives. The Board were pleased to note that no significant matters were noted and that management had agreed actions to address the improvements actions identified and that this will be reported through the Audit Committee.

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

**5. Corporate risk register**

The Board was provided with a report on the proposed changes to the Corporate Risk Register.

The Board considered the report and management's review of the Corporate Risk Register including the two identified risks out with risk appetite, the two proposed new risks, four risks identified for deletion and proposed changes to a further eleven risks.

The Board reviewed the risk register and requested that in relation to fire safety, the risk captures our responsibility to meet fire safety.

**Decided: The Board**

- 1) Noted the contents of this report; and**
- 2) Reviewed and approved the proposed changes to the Corporate Risk Register.**

**6. a) Governance update**

The Board received the annual report on governance and details of the proposed Annual General Meeting to be held in September. The Board also considered the outcome of the annual Board appraisal meetings and three-year succession plan. In considering the succession plan, the Board also welcomed the skills and experience that the two proposed new Board members would bring. The Board also noted the proposed retirement of Jacqui Mallin, who would be taking up an opportunity elsewhere in the Group. The Board thanked Jacqui for her service and contribution during her tenure.

**Decided: The Board**

- 1) Instructed the Secretary to call the Annual General Meeting for Monday 19<sup>th</sup> September at 10.00am;
- 2) Noted the Secretary's Report under Rule 68;
- 3) Noted the Board appraisal feedback;
- 4) Approved the updated Board 3-year succession plan and that this be reflected in the business of the AGM (reappointments) where applicable;
- 5) Approved the appointments of Lesley Bloomer and Gregor Dunlay as Board members from September; and
- 6) Noted the succession plan and any reappointments are subject to Group RAAG review and approval.

**b) Strategic governance review update**

The Board received and considered an update on the implementation of the recommendations following last year's Group-wide strategic governance review. The Board also received and considered both the new and updated Group wide policies which were applicable to us, including in relation to Board member conflicts of interest and the policy on Gifts, Hospitality, Payments and Benefits. The Board reviewed and considered the Group Standing Orders and updated Intra-group Agreement noting that there were no material differences from the current version.

**Decided: The Board**

- 1) Noted the revised Group Standing Orders and their applicability to Loretto Housing;
- 2) Noted the Board and Committee effectiveness review and governing body member individual appraisal policy and applicability to Loretto Housing;
- 3) Noted the Group recruitment and succession planning process and its applicability to Loretto Housing;
- 4) Noted the Group Policy on Non-Executive Director conflicts of interest and its applicability to Loretto Housing Board members;
- 5) Noted the Disposals and Acquisitions Policy and its designation as a Group wide policy and approved the Loretto specific policy;
- 6) Noted the refreshed Group Policy on Gifts, Hospitality, Payments and Benefits and its applicability to Loretto Housing;
- 7) Approved the refreshed Template Intra-Group Agreement and that we enter into it with Wheatley Housing Group Limited; and
- 8) Delegated authority to any of the Chair, any Board member, Group Company Secretary or Group Chief Executive to execute the Intra-Group Agreement on our behalf.

**7. Performance report 22/23 Q1**

The Board received a report on performance for the period. The Board scrutinised performance noting that despite challenges with the cost of living rises, we continue with strong performance in a number of key areas. However, it was anticipated that cost of living crisis would begin to have a greater impact on our customers as we move into autumn and winter.

The Board discussed the report in detail, including the strategic result to achieve a ratio of planned to reactive maintenance of 60% to 40%. The Board also discussed the importance of supporting employees as we continue to move out of the Covid pandemic and into new ways of working, against the new backdrop of high inflation and the cost of living crisis. The Board was assured by the range of employee support we offered including in relation to mental health.

**Decided: The Board**

- 1) Noted the contents of this report; and**
- 2) Noted the change to the strategic projects for 2022/23.**

## **8. Finance report**

The Board received a report which: provided an overview of the financial results for the period to 30 June 2022 and the Q1 forecast; sought approval to amend loan agreements; and provided a summary of updates to the Group-wide Treasury Management Policy.

The Board scrutinised the report and noted the reported statutory deficit of £406k for the period to 30 June 2022, which is £3,932k unfavourable to budget. The Board also noted the key driver for this variance is reduced grant income recognised due to the delay in completion of new build units.

The Board considered and reviewed the funder consent letters required to give effect to two transactions within the Group. The Board considered the form of minute that was required to approve these consent letters and the matters therein.

**Decided: The Board**

- 1) Noted the management accounts for the period ended 30 June 2022 at Appendix 1;**
- 2) Approved the amendments to our loan agreements; and**
- 3) Noted the amendments to the Treasury Management Policy.**

## **9. Review of Protecting People Policy framework**

The Board received a report and presentation on the group-wide review of the Group Protecting People Policy Framework. The Board considered the report and the framework, the purpose of which was to help keep the people we work for and our communities safe as well as providing us with a strong platform for sharing learning and best practice around public protection and safeguarding issues across all Group subsidiaries. The Board also considered the policies that sit within the framework:

- Multi-agency Public Protection Arrangements (MAAPA) policy;
- Domestic Abuse policy;
- Child Protection policy; and
- Adult Support and Protection policy.

The Board welcomed and supported the approach. The Board also welcomed the early success of the Revive project, which sought to help relocate woman who are victims of domestic abuse.

**Decided: The Board reviewed the PPPF and individual Group Protection Policies.**

## **10. Repairs transformation programme update**

The Board received a report on the on-going programme to transform the repairs and maintenance service provided by City Building (Glasgow) LLP (“CBG”) to our customers.

The Board considered the complexity of the repairs service and noted that progress is continuing to be made across the transformation workstreams.

**Decided: The Board noted progress and that updates on progress will continue to be provided to future meetings.**

## **11. Complaint handling and performance 2021/2022**

The Board received and considered a report on complaints performance for 2021/22 together with updated policy documents. The Board noted that the number of complaints had surpassed pre-pandemic levels which was consistent across the housing and wider public and private sectors, however with the increase in stock due to the transfer of Cube properties this was a reduction. The Board scrutinised the report and emphasised the importance of ensuring we continued to deal with any complaints quickly and to the satisfaction of our customers. The Board noted that work is taking place to fully embed our new operating model and our Customer First Centre to ensure quicker resolutions, improved follow-up and delivery on our customer commitments and improved quality of responses to our customers and as a result we are already seeing early signs of improvement.

**Decided: The Board**

- 1) Noted Loretto complaints performance during 2021/22;**
- 2) Noted the work undertaken to learn from the complaints we receive;**
- 3) Noted the development work we are undertaking to further improve our approach to complaint handling and our performance in this area; and**
- 4) Provided feedback on the updated Complaints Policy and Unacceptable Actions Policy appended to the report.**

## **12. Wheatley Solutions delivery model update**

The Board received a report on the corporate services provided by Wheatley Solutions and some examples of how we have benefitted from these.

The Board noted that we were working with Wheatley Solutions to further improve performance through the development of a Business Excellence Framework. This would contain an additional range of quantitative performance measures which reflect our business and our priorities in the services we receive from Wheatley Solutions. The Board also considered the intra-group charging arrangements for Wheatley Solutions services.

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

## **13. Group Business Continuity policy**

The Board received an update on the revised Group Business Continuity policy.

The Board considered the report which set out how the alignment of our Business Continuity policy with ISO 22301:2019 Security and Resilience provides for a strong framework and approach to business continuity across all service areas that are critical to the ongoing delivery of services.

The Board welcomed the introduction of our business continuity response team and noted the work done by the business continuity implementation working group.

**Decided: The Board noted the report and the revised business continuity policy.**

**14. AOCB**

No other business

**I certify that the above minute has been approved as a true and accurate reflection of the proceedings.**

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