

MINUTES OF BOARD OF MANAGEMENT MEETING HELD ON WEDNESDAY 26 June 2019 AT 10.30 AM IN GRIERSON HOUSE, DUMFRIES

Members present: Bill Robertson (Chairman), Robert Carnochan, Irene Clark, Maureen Dowden, Rose Gowan, Michael Greaves Mackintosh, John Henderson, Heather Macnaughton, George McBurnie, David McMillan, George Thorley, and Elaine Tyler.

In attendance: Alex McGuire (Interim Chief Executive Officer), Jayne Moore (Director of housing Services), Hugh Carr (Director of Housing Services), Eilidh Mowat (Company Secretary), Christopher Watt (Head of Corporate Business), Andrea Paterson (Indigo House), Raminta Kazlauskaitė (Indigo House), Abigail Davies (Savills)

1. Statement of Conflict of Interest

The interim Chief Executive and the Chair of Audit highlighted the previously declared perceived conflict of interest in respect of Item 5, which the Board noted. No further declarations were made.

2. Apologies

None

3. Minutes of Board of Management meeting of 29 May 2019

The Board **APPROVED** the minute of the Board of Management of 29 May 2019.

4. Chief Executive Update

The Interim Chief Executive Officer gave a report and updated the Board on the meetings held with the Scottish Housing Regulator. The Board noted these had been positive to date, with the SHR supportive of our position in response to the letter from Home Group. The Board noted that there had been one notifiable event submitted since the last meeting, in respect of the EGM. The Board discussed the Tenant Satisfaction Survey which is to be brought forward, as agreed at the last Board meeting. The Board queried whether there are any questions in the survey around aspirations, which are in addition to those around priorities? The Director of Housing Services undertook to ensure those types of questions are included in the survey.

The Board received an update on the progress of the Stock Condition Survey, noting that the interim Chief Executive expects to receive a detailed implementation plan by the end of the week, with completion of the survey by September. The asbestos surveys have so far identified no areas of concern.

The Board discussed the annual valuation and the Director of Finance explained the method of valuation to the Board.

The Board **NOTED** the Chief Executive Update.

5. Proposed Group Constitutional Partner

Andrea Paterson, Indigo House consultants gave a report and presentation on the selection of the preferred constitutional partner. The Board were also provided with a verbal update from the sub-committee.

The Board noted that 3 very strong bids had been received, from Sanctuary Group, Riverside Group and Wheatley Group. The Board were provided with an outline of the scoring arrived at for each of the bidders and the rationale behind those scores. The Board noted that Wheatley Group scored highly across most areas. The sub-committee advised that it was felt that Wheatley Group had presented the most defined offer for tenants and staff, of the 3 bidders. The Board discussed the scoring and the promises contained in the bid. The Board noted that Wheatley Group's proposals were more defined than the other 2, for example in respect of the refinancing, Wheatley had provided 2 letters of support from lenders and would be prepared to refinance the Dexia loan imminently. The offer to tenants is clear and impressive. The Board agreed that Wheatley Group appeared to be the best cultural fit for DGHP and is offering a number of excellent services for tenants. It would best placed to support the Board's stated strategic objectives.

The Board noted the next steps in the process as establishing a project board and developing a business case. The Board **APPROVED** the selection of the Wheatley Housing Group as the preferred constitutional Group partner.

6. Governance Review Update

The Company Secretary gave a report and the Board discussed the composition of the recruitment panel and agreed that as being the Chair, Vice-Chair and Michael Greaves- Mackintosh.

The Board **NOTED** that Robert Carnochan has intimated that he will resign from the Board of Management in September 2019 and **NOTED** that Elaine Tyler and Rose Gowan are the longest serving tenant Board members who will stand down from the Board of Management in September 2019.

The Board **AGREED** that the recruitment panel would take forward a recruitment process, **AGREED** the timeline for the recruitment and **NOTED** the updated Governance Improvement Plan.

7. Board Skills & Competencies Framework

Abigail Davies, Savills presented a report to the Board. The Board noted the skills matrix and discussed the need to have a balance of behaviours as well as skills around the Board table. The Board recognised that we are in a transition period to closing gaps in skills. The Board **NOTED** the assessment of current Board skills against the matrix of required skills.

The Board **AGREED** that recruitment of further members should commence to close the impending gaps highlighted.

8. Performance Report – to end of May 2019

The Board discussed the performance figures at length and NOTED the content of the Performance Information Pack. The Board discussed the performance of the void turnaround times, agreeing that we are not where we would like to be. A paper is to be brought back to Board on this for further discussion, to include consideration of the void standard.

The Board discussed the number of emergency repairs and the process to diagnose those repairs as emergency.

The Board **APPROVED** 2019/20 Target for Average Time to Complete Aids & Adaptations.

Action: SJM to bring back paper to Board on void turnaround times, void standard

9. SHR Five Year Projections and Loan Portfolio Return

The Board **APPROVED** the SHR Five Year Financial Projections and authorised the Chair to sign on behalf of the Board; and **APPROVED** the SHR Loan Portfolio Report and authorised the Chair to sign on behalf of the Board.

SIGNED:

DATE: