



Meeting: BOARD MEETING
Date & Time: Tuesday 27 June 2023 at 5:30pm
Venue: 51 North Bridge Street / Virtual via Microsoft Teams Conference Call

Present: Ronnie Duma (Chair) (RD)
Ian Davidson (Vice Chair) (ID)
David Gordon (Board Member) (DG)
Rita Stenhouse (Board Member) (RS)
Garyth Thomas (Board Member) (GT)
Julie Watson (Board Member) (JW)
George Young (Board Member) (GY)

In Attendance: Fraser Kelly (Chief Executive/Company Secretary) (CEO)
Carole Yallop (Operations Director) (OD)
Alan Brown (Interim Finance Manager) (IFM)
June Wilson (Executive Support Officer) (ESO)
Lorna Notman (Observer)

Chair welcomed everyone and introduced Lorna Notman who will be taking up her post of Corporate Services Director at the beginning of July.

1. Apologies for Absence

Apologies were received from Kate Christie and Christine Stewart.
Billy Robson did not attend.

2. Declarations of Interest

There were no declarations of interest noted.

3. Minutes of Previous Board Meeting (23.05.23)

The Minutes of the meeting held on Tuesday 23 May 2023 were approved and will be signed by the Chair and Company Secretary as being an accurate record of the meeting.

There were no other matters arising from the Minutes, items not on the Agenda or not on the Action Point Tracker.

4. Board Action Point Tracker (APT)

The Board Members reviewed and noted the Action Point Tracker.

5. Upper Langlee – Progress

		Report to: Waverley Housing Board 27 June 2023	Item No: 5
Title:		Upper Langlee Progress Report	
Date:		20 June 2023	
Responsible Person:		Chief Executive/Operations Director	
This report is for:		NOTING	
PURPOSE & SUMMARY			
The purpose of this report is to update Board Members on various workstreams being carried out to progress the estate regeneration plans for Upper Langlee.			
OUTCOME			
Approved	N/A		
Noted	The Board Members noted the Report.		
Subject to	N/A		
APPENDICES			
Appendix 1	Financial Summary		
Appendix 2	Risk Road Map		

6. Audited Annual Accounts

		Report to: Waverley Housing Board 27 June 2023	Item No: 6
Title:	Annual Report and Financial Statements for the year ended 31 March 2023		
Date:	13 June 2023		
Responsible Person:	Interim Finance Manager		
This report is for:	APPROVAL		
PURPOSE & SUMMARY			
To consider the Annual Report & Financial Statements for the year ended 31 March 2023, along with an Audit Summary Report incorporating a draft Management Representation Letter.			
RECOMMENDATION			
The Board of Waverley Housing is requested to consider the report and approve the following recommendations:			
<ul style="list-style-type: none"> • To consider the Report and Financial Statements for the year ended 31 March 2023; • Accept the contents of the Audit Summary Report with no response necessary to the auditors; • Consider, and approve for signing, the contents of the draft Management Representation Letter. 			
These items have already been considered by the Audit and Internal Control Committee and have been recommended for approval.			
IMPLICATIONS			
Legal Requirements: All necessary legal requirements have been complied with in reaching the recommendations included in the report.			
Financial Implications: There are no direct financial implications arising from the recommendations included in the report.			
Legislative/Regulatory or Companies Act Requirements: All relevant legislation, regulatory provisions or companies act requirements have been complied with in reaching the recommendations included in the report.			
Staffing: None			
Risk Assessment: This recommendation relates to an existing risk within the Waverley Housing Risk Management Plan, specifically Non-compliance with Financial Regulations.			
Consultation	N/A		
Equality Impact Assessment	Yes	No	✓
OUTCOME			
Approved	The Board Members approved the Report and Financial Statements for the year ended 31 March 2023. The Board Members Accepted the contents of the Audit Summary Report with no response necessary to the auditors and The Board Members approved for signing, the contents of the draft Management Representation Letter.		

Noted	N/A
Subject to	N/A
APPENDICES	
Appendix 1	Annual Report and Financial Statements (draft)
Appendix 2	Audit Summary Report
Appendix 3	Management Representation Letter

7. Loan Portfolio Return to the Scottish Housing Regulator

		Report to: Waverley Housing Board 27 June 2023	Item No: 7
Title:	Scottish Housing Regulator Loan Portfolio Return		
Date:	19 June 2023		
Responsible Person:	Interim Finance Manager		
This report is for:	APPROVAL		
PURPOSE & SUMMARY			
<p>Registered Social Landlords are required to submit an annual return to the Scottish Housing Regulator detailing the borrowings and funding arrangements in place.</p> <p>Submission of this information is by way of an on-line return using the Regulator's online portal.</p>			
RECOMMENDATION			
Members of the Board are asked to consider the return and approve its submission to the Regulator.			
IMPLICATIONS			
Legal Requirements:			
There are no legal compliance requirements in reaching the recommendation in the report.			
Financial Implications:			
There are no direct financial implications arising from the recommendations included in the report.			
Legislative/Regulatory or Companies Act Requirements:			
Where necessary, relevant legislation, regulatory provisions or companies act requirements are referenced in the report.			
Staffing: N/A			
Risk Assessment:			
This recommendation relates to an existing risk within the Waverley Housing Risk Management Plan: Breach of Barclay's Facility; lack of financial awareness; non-compliance with financial regulations			
Consultation			
Equality Impact Assessment	Yes	No	✓
OUTCOME			
Approved	The Board Members approved the submission of the Loan Portfolio Return to the Scottish Housing Regulator.		
Noted	N/A		
Subject to	N/A		
APPENDICES			
Appendix 1	SHR: Loan Portfolio Return		

8.	Barclays – Amendment and Restatement Agreement/Restated Facility Agreement – Delegated Authority
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	Report to: Waverley Housing Board 27 June 2023	Item No: 8
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Title:	Barclays Bank – Amendment and Restatement Agreement/Restated Facility Agreement
Date:	19 June 2023
Responsible Person:	Chief Executive
This report is for:	APPROVAL

PURPOSE & SUMMARY

The purpose of the report is to seek the approval of the Board of Waverley Housing to the recommendations in respect of the Amendment and Restatement Agreement/Restated Facility Agreement between Waverley Housing and Barclays Bank UK PLC.

RECOMMENDATION

The Board of Waverley Housing is asked to note the contents of the report and the attached Appendices and to:

- Approve the terms of the draft Amendment and Restatement Agreement and associated documents;

The Board of Waverley Housing is further asked to approve delegated authority, jointly and individually, in favour of the Chair and Chief Executive of Waverley Housing to:

- Approve the final form of any banking documents linked to the Amendment and Restatement Agreement (e.g. negotiate and agree amendments); and
- Sign the banking documents or any documents linked to these and do anything else those individuals deem necessary in connection with the Amendment and Restatement Agreement.

IMPLICATIONS

Legal Requirements: All necessary legal requirements have been complied with in reaching the recommendations included in the report.	
Financial Implications: Provision of the loan funds are included in the cost plan for Upper Langlee.	
Legislative/Regulatory or Companies Act Requirements: Where necessary, relevant legislation, regulatory provisions or companies act requirements are referenced in the report.	
Staffing: No significant impact.	
Risk Assessment: This recommendation relates to the following risks within the Waverley Housing Risk Management Plan: Adverse changes in inflation and interest rates; Upper Langlee Demolition and New Build Programme Project.	
Consultation	Relevant staff have been consulted.

Equality Impact Assessment	Yes	No ✓
OUTCOME		
Approved	<p>The Board Members approved the draft Amendment and Restatement Agreement and associated documents.</p> <p>The Board Members approved delegated authority, jointly and individually, in favour of the Chair and Chief Executive of Waverley Housing to</p> <ul style="list-style-type: none"> • approve the final form of any banking documents linked to the Amendment and Restatement Agreement (e.g. negotiate and agree amendments); an <p>sign the banking documents or any documents linked to these and do anything else those individuals deem necessary in connection with the Amendment and Restatement Agreement.</p>	
Noted	N/A	
Subject to	N/A	
APPENDICES		
Appendix 1	Barclays Bank UK PLC - Amendment and Restatement Agreement	
Appendix 2	Barclays Bank UK PLC - Restated Facility Agreement	
Appendix 3	Barclays Bank UK PLC - Draft Minute Template	
Appendix 4	Barclays Bank UK PLC – Draft Officers Certificate	

9. Annual Report from AICC

		Report to: Audit & Internal Control Committee 13 June 2023	Item No: 9
Title:	Annual Report of the Audit and Internal Control Committee 2022-23		
Date:	19 June 2023		
Responsible Person:	Chair of AICC		
This report is for:	APPROVAL		
PURPOSE & SUMMARY			
The purpose of the report is to provide the Board with a report on the activities of the Audit and Internal Control Committee for the year from 1 April 2021 to 31 March 2022.			
RECOMMENDATION			
The Board is asked to consider and approve the contents of the annual report of the activities of the Audit and Internal Control Committee for the year from 1 April 2022 to 31 March 2023.			
IMPLICATIONS			
Legal Requirements: There are no legal compliance requirements in reaching the recommendations included in Paragraph 9.3.			
Financial Implications: There are no direct financial implications arising from the recommendations included in the report.			
Legislative/Regulatory or Companies Act Requirements: Where necessary, relevant legislation, regulatory provisions or companies act requirements are referenced in the report.			
Staffing: There are no staffing implications arising from the recommendations included in the report.			
Risk Assessment: This recommendation relates to existing risks within the Waverley Housing Risk Management Plan, specifically Failure to meet statutory requirements.			
Consultation	N/A		
Equality Impact Assessment	Yes	No	✓
OUTCOME			
Approved	The Board Members approved the contents of the annual report of the activities of the Audit and Internal Control Committee for the year 1 April 2022 to 31 March 2023.		
Noted	N/A		
Subject to	N/A		

10. Employee Satisfaction Survey 2023

		Report to: Waverley Housing Board 27 June 2023	Item No: 10
Title:			
		Employee Satisfaction Survey 2023	
Date:			
		13 June 2023	
Responsible Person:			
		Chief Executive	
This report is for:			
		NOTING	
PURPOSE OF REPORT			
The purpose of the report is to provide feedback to Board Members on the latest Employee Satisfaction Survey.			
RECOMMENDATION			
The Board of Waverley Housing is asked to note results of the 2023 Employee Satisfaction Survey and to note the additional work being undertaken to benchmark salaries and working time and to explore greater flexibility in core hours worked.			
The Board of Waverley Housing is also asked to note that the outcome and recommendations arising from these pieces of work will be reported to the Board at a later date.			
OUTCOME			
Approved	N/A		
Noted	The Board Members noted the report.		
Subject to	N/A		
APPENDICES			
Appendix 1	Employee Satisfaction Survey Report 2023		

11. Board Succession Planning

		Report to: Waverley Housing Board 27 June 2023	Item No: 11
PURPOSE OF REPORT			
<p>The Board of Waverley Housing is asked to note progress being made against the Board Member Succession Planning - Action Plan.</p>			
OUTCOME			
Approved	N/A		
Noted	The Board Members noted the report.		
Subject to	N/A		
APPENDICES			
Appendix 1	Board Succession Planning – Action point Tracker		

12. Annual Review of Register – Update

		Report to: Waverley Housing Board 27 June 2023	Item No: 12
Title:	Annual Review of Registers - Update		
Date:	9 June 2023		
Responsible Person:	Chief Executive		
This report is for:	APPROVAL		
PURPOSE & SUMMARY			
The purpose of the report is to correct an omission in the Annual Review of Registers Report submitted to the Audit and Internal Control Committee on 13 th June 2023 and specifically in relation to the Notifiable Events Register.			
RECOMMENDATION			
The Board of Waverley Housing is asked to note the omission from the Notifiable Events Register for 2022/23 submitted to the Audit and Internal Control Committee on 13 th June 2023 and to approve the updated Register.			
IMPLICATIONS			
Legal Requirements: All necessary legal requirements have been complied with in reaching the recommendations included in the report.			
Financial Implications: There are no direct financial implications arising from the recommendations included in the report.			
Legislative/Regulatory or Companies Act Requirements: Where necessary, relevant legislation, regulatory provisions or companies act requirements are referenced in the report.			
Staffing: None			
Risk Assessment: This recommendation relates to an existing risk within the Waverley Housing Risk Management Plan, specifically Non-compliance with Financial regulations.			
Consultation	N/A		
Equality Impact Assessment	Yes	No	✓
OUTCOME			
Approved	The Board Members approved the updated register.		
Noted	N/A		
Subject to	N/A		
APPENDICES			
Appendix 1	Notifiable Events Register		

13. Performance Reports – May 2023

The Board Members noted the Monthly Performance Reports for May 2023.

14. Chair's Items

CEO recruitment – CEO notified regulator, who requested a meeting with the Chair and Vice Chair. A short meeting took place where they asked that they be kept up to date regarding the recruitment of a new CEO. May Board Minutes and Report on the CEO Recruitment will be uploaded to the Scottish Housing Regulator portal.

Eildon Extra Care Development – redevelopment of old high school, Poynder Apartments, the Chair and CEO will be attending the opening of these on the 28th June 2023.

15. Chief Executive's Items

The CEO asked the Board if they were content to hold the forthcoming Annual General Meeting (AGM) at 51 North Bridge Street.

There were discussions on how in previous years the AGM had been taken outwith Hawick with some good outcomes of attendance of tenants. The Chair felt this would be more appropriate for next year when Upper Langlee New Build would hopefully be in place and to incorporate this alongside the AGM.

It was agreed the AGM would take place at 51 North Bridge Street on Tuesday 26th September at 5:30pm.

16. Minutes of Committee Meetings

The minute of the AICC meeting on 13th June was included in the papers for the Board Members.

17. Conferences, External Meetings and Training

None

18. Equality Impact Assessment

During discussion of the foregoing agenda items there were no Equality Impact Assessments identified.

19. Risk Assessment

During discussion of the foregoing agenda items there were no new risks identified.

20. Communication to Stakeholders

During discussion of the foregoing agenda items the following items identified to be reported to the Stakeholders.

- May Board meeting Minutes and Report on Recruitment of CEO to be uploaded to the SHR Portal.
- Once Annual Accounts signed by Chiene Tait copies to be distributed to Barclays, SHR, OSCR and UTB.
- Management Representation letter to be sent on to Chiene Tait.
- Feedback on Staff Survey to staff.

21. Notifiable Events

During discussion of the foregoing agenda items there were no notifiable events to be reported to the SHR.

22. For Information

There following items were distributed to Board members:

- SHR – lessons learned on effective recording of decisions and discussions by governing bodies of RSLs. [Read the lessons learned](#)
- Local Housing Strategy 2023-2028 Consultative Draft – Summary – nothing we would disagree with. Will be responded to.
- SHR – Regulation of Social Housing in Scotland – attached.
- SHARE Newsletter via email on 05.06.23.
- Estate Walkabouts May-August sheet
- Estate Walkabouts for June 2023 via email and text on 12.06.23.
- Estate Walkabouts for 20th June 2023 via email and text on 19.06.23.

The Chair noted that this would be last time Alan Brown – Interim Finance Manager would be attending the Board meetings as the newly appointed Corporate Services Director will be in place from 3rd July. The Board thanked Alan for, his invaluable input during his time with WH.

23. Date of Next Meeting

Tuesday 29th August – Strategy Day.

The Chair, CEO and JW will meet to discuss content and times for the strategy Day.

Tuesday 26th September – AGM/Board Meeting Board Meeting @ 5:30pm.