



**DUNEDIN CANMORE HOUSING LIMITED  
MINUTE OF MEETING OF BOARD OF DIRECTORS  
8 New Mart Road, Edinburgh, EH 14 1RL  
At 1700 on 18 August 2022**

Present: Mary Mulligan (Chair), Mark Keane, Helen Howden, Bryan Pitbladdo, Jack Cadell, Jane Menzies.

In Attendance: Hazel Young (Group Director of Housing and Property Management), Laura Henderson (Managing Director), Alex Lamb (Head of Housing), Stephen Wright (Deputy Group Company Secretary) and Lyndsay Brown (Financial Controller -RSLs)

**1. Apologies of absence**

Apologies for absence were received from Jill Cronin, Anne McGovern, Ruth Kynoch and Alastair Murray. The Chair declared that a quorum was present.

**2. Declarations of Interest**

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

**3. a) Minute of 26 May 2022 and matters arising**

**Decided: The Board approved the minute of the meeting held on 26 May 2022.**

**b) Minute of 14 July 2022**

**Decided: The Board approved the minute of the meeting held on 14 July 2022.**

**4. East of Scotland partnership**

The Board received and considered a report on the proposed business transfer from West Lothian Housing Partnership. The Board considered the benefit that the transfer would bring for tenants and those in housing need, including within our areas of operation. The Board noted the status of the due diligence exercise carried out by Harper Macleod and the conclusion of same. The Board also considered the form of transfer agreement and accompanying legal advice note. Having regard to the advice received and their duties as directors and charity trustees the Board agreed to progress with the transfer from West Lothian Housing Partnership.

**Decided: The Board:**

- 1) Noted the due diligence carried out by Harper Macleod and the conclusion of the diligence report;**
- 2) Received and considered a legal opinion on the business transfer agreement;**
- 3) Approved the business transfer;**
- 4) Approved the business transfer agreement and delegated authority to the Chair, any Board member, or the Company Secretary to approve any final changes to the BTA prior to completion and sign the agreement, together with any other documents required to give effect to the transaction.**

**5. Complaints update**

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. 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 discussed the complaints received in relation to repairs, including the difference between the repairs processes for existing homes and new build properties that are within a contractual defects liability period. The Board was informed about the progress with our repairs app which we anticipated being in place during 2023.

The Board also 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 Dunedin Canmore 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) Feedback on the updated Complaints Policy and Unacceptable Actions Policy appended to this report.**

**6. Group protection update (revised policies and general update)**

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 discussed the current economic climate and cost of living crisis which was likely to put additional pressure on our customers. The welcomed the support available through the specialist team that was now in place and noted that our policies, particularly in relation to domestic abuse, were generic and applied to both male and female victims.

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

## **7. Wheatley Solutions delivery model**

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. The Board also considered the intra-group charging arrangements for Wheatley Solutions services. The Board noted that our total share of the corporate services costs would increase following the transfer from West Lothian, to reflect the increased size of our business.

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

## **8. 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 welcomed the confirmation that the external auditor had completed their audit and issued an unqualified audit opinion.

The Board considered the decrease in value of our mid-market rent properties. It was explained that our properties are valued on a cashflow basis and the valuation reflected that the rental increase applied at the beginning of the year was lower than inflation.

**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 comfort from the Chief Executive.**

## **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 substantial level of assurance that there is a sound system of internal control, designed to support achievement of relevant organisation objectives. The Board noted some weaknesses in the design or consistent applications of controls across the Group and were pleased to note that management had agreed actions to address the improvements actions identified and that these would be reported through the Audit Committee.

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

## **9. a) Governance annual 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. The Board discussed the process for the appointment of the Chair and the role of the Group in ratifying the decision to be taken at this meeting.

**Decided: The Board**

- 1) Instructed the Secretary to call a Special General Meeting for 5pm on Thursday 22<sup>nd</sup> September to consider a resolution to adopt the name Wheatley Homes East Limited;**
- 2) Instructed the Secretary to call the Annual General Meeting for Thursday 22<sup>nd</sup> September at 5.15pm;**
- 3) Noted the Secretary's Report under Rule 68;**
- 4) Noted the Board appraisal feedback;**
- 5) Approved the updated Board 3-year succession plan and that this be reflected in the business of the AGM (appointments / reappointments) where applicable;**
- 6) Noted the succession plan and any reappointments are subject to Group RAAG review and approval;**
- 7) Approved the appointment of Helen Howden as Vice-chair; and**
- 8) Recommended Alastair Murray for the role of Chair**

## **b) Strategic governance review**

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.

## **Decided: The Board**

- 1) Noted the revised Group Standing Orders and their applicability to Dunedin Canmore Housing;**
- 2) Noted the Board and Committee effectiveness review and governing body member individual appraisal policy and applicability to Dunedin Canmore Housing;**
- 3) Noted the Group recruitment and succession planning process and its applicability to Dunedin Canmore Housing;**
- 4) Noted the Group Policy on Non-Executive Director conflicts of interest and its applicability to Dunedin Canmore 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 Dunedin Canmore 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.**

## **10. Performance report 22/23 Q1**

The Board received a report on performance for the period. The Board scrutinised performance noting the strong performance across a number of areas including: Customer First Centre, tenancy sustainment, complaints handling, customer voices, new build programme, repairs. The Board scrutinised performance relating to accidental dwelling fires and the sought assurance around the circumstances surrounding the two that had been recorded during quarter 1. The Board noted the circumstances and the subsequent work to support customers

### **Decided: The Board**

- 1) noted the contents of this report; and**
- 2) approved one change to the strategic projects for 2022/23 as per the proposal at 4.45.**

## **11. 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 surplus of £82k for the period to 30 June 2022, which was £84k unfavourable to budget. The Board also noted the key driver for this variance is higher spend in repairs and maintenance. The Board discussed the financial performance of the new build programme, noting that an update on our new build programme was due to be considered at the next meeting.

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. The Board also requested a future update on our funding arrangements.

**Decided: The Board**

- 1) Noted the management accounts for the period to 30 June 2022 at Appendix 1;**
- 2) Approved the amendment to loan agreements relating to the business transfer agreement between WLHP and DCH and to permit the transfer of engagements of Strathclyde Camphill Housing Association at Appendix 2; and**
- 3) Noted the amendments to Treasury Management Policy in Appendix 3 & 4.**

## **12. 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 one proposed new risk, three risks identified for deletion and proposed changes to a further thirteen risks. The Board considered the removal of the risk relating to our pre-1919 tenements, but that this was not captured within the broader strategic risk relating to investment. It was noted that the pre-1919 tenements continue to feature as part of the operational risk discussions.

**Decided: The Board**

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

## **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** \_\_\_\_\_