

WHEATLEY HOUSING GROUP LIMITED

SC426094

MEETING OF THE BOARD OF DIRECTORS

Braswell Offices, Annan

on Wednesday 24 April 2024 at 10.30 am

Directors Present: Jo Armstrong (Chair), Maureen Dowden, Jo Boaden, Lindsey Cartwright, Bryan Duncan, Caroline Gardner, Eric Gibson, Bernadette Hewitt, John McCraw, Alison McLaughlin and Alastair Murray.

In Attendance: Steven Henderson (Group Chief Executive), Anthony Allison (Group Director of Governance and Business Solutions), Pauline Turnock (Group Director of Finance), Frank McCafferty (Group Director of Repairs and Assets – items 9-12 only) and Lewis McGregor (Director of IT and Digital Services– items 13 and 14 only).

1. Apologies for absence

Apologies were received from Manish Joshi.

2. Declarations of interest

The Board noted the standing declarations of interest.

3. a) Minutes of meeting held on 21 February 2024 and matters arising.

Decided: The Board approved the minutes of the meeting held on 21 February 2024.

b) Action List

Decided: The Board noted the action list.

4. Group CEO update

The Board were provided with an update on a range of matters including: the Board strategy workshop; progress with the City Building Glasgow review; the Wyndford judicial review date; the Affordable Housing Supply Programme budget announcement and how we will assess the implications for our development programme; changes to the Scottish Government Net Zero targets, the Strategic Review of Care; and the fire incident at Leith, confirming none of our other factored properties have been identified with fire safety issues due to cladding.

The Board discussed the implications of the reduction in the Affordable Housing Supply Programme budget, the likelihood any funding will be restored in future and the profile of our future programme and associated borrowing.

5. Chair update – Wheatley Developments Scotland

The Board received feedback from the Chair of Wheatley Developments Scotland on activity since the last meeting, including the project approvals and acquisitions.

It was confirmed that no issues were identified for escalation to the Board.

6. 2024/2025 Group Delivery Plan

The Board were provided with a summary of the Group Delivery Plan strategic projects and the Board-level performance measures with corresponding targets. It was explained that our strategic projects will focus on three thematic areas: delivering excellent, personalised services; investing in and regenerating our neighbourhoods and communities; and data, AI and automation.

The Board were updated on engagement with Strategic Housing Authorities on the proportion of lets allocated to homelessness and in particular the level being requested from one. It was explained that we were engaging further with the Strategic Housing Authority to better understand the rationale behind the requested proportion.

The Board discussed the balance of lets, the impact it can have on the sustainability of communities and availability for demand as a whole where one category has a very high proportion.

The Board discussed the proposed target for non-emergency repairs and the intention that we achieve a stretch in-month target by the end of the reporting year.

The Board discussed the data, AI and automation thematic projects, in particular the need to develop a clear understanding of what AI can offer and data quality being foundational to take advantage of future opportunities within AI and automation.

Decided: The Board

1) Approved the 2024/25 strategic projects; and

2) Approved the proposed measures and corresponding targets for 2024/25.

7. Scottish Housing Regulator Regulatory Framework

The Board were provided with an update on the Scottish Housing Regulator's ("SHR") revised Regulatory Framework and associated Statutory Guidance planned changes and Our Engagement Plan with the SHR.

The Board discussed the robust governance arrangements that are in place, which we regularly review, and which are subject to an annual self-assessment. The Board noted that we continue to be in a position where we can provide strong evidence to support our compliance with the Regulatory Framework and Statutory Guidance.

Decided: The Board noted the report.

8. Group EDI and Human Rights policy and action plan

The Board were provided with an update on the next iteration of our Group EDI Action Plan, *One Group Many Voices 2024/25* and the proposed updates to our Group EDI and Human Rights policy.

It was explained that the updated Action Plan for 2024/25 has a strong focus on customer communication, particularly around accessibility. The Board discussed how the plan can explicitly cover areas such as literacy challenges and it was agreed that this be considered further and reported to the Wheatley Solutions Board.

Decided: The Board

- 1) Noted this update and the refreshed Action Plan; and**
- 2) Approved the changes to our Group EDI and Human Rights policy.**

9. Fire Prevention and Mitigation: annual report

The Board were provided with an update on the delivery of our Fire Prevention and Mitigation activities covering the period from April 2023 to March 2024.

The Board discussed the ongoing 'stay-put' advice and the particular circumstances surrounding the risk profile of the private residential building in the recent fire in Edinburgh. It was confirmed that 'stay-put' remains the advice from the Scottish Fire and Rescue Service.

The Board discussed the outputs of our fire risk assessments and how we review them to identify any underlying systemic issues. It was explained that we categorize findings to support us in identifying any underlying issues and no such issues have been identified.

Decided: The Board noted the report.

10. Health and safety annual report

The Board were provided an update on health and safety performance across the Group for the year ended 31 March 2024.

The Board discussed our approach in relation to home-working and gaining assurance staff have an appropriate working environment. It was explained that all home working staff are required to complete an annual self-assessment relative to specific health and safety criteria. It was further explained that where appropriate our health and safety team will undertake a home visit.

It was noted that there is a strong health and safety culture within City Building (Glasgow) and that a particular focus at present is on staff personal safety.

Decided: The Board noted the report.

11. Home safety building compliance

The Board were provided with an update on our Home Safety Building Compliance work programmes during 2023/24.

The Board discussed our workstream cycles, how we have determined those which are not dictated by legislation and in particular the current cycle for window checks in Multi Storey Flats. It was confirmed that our assessment was risk-based and for windows we have not had any issues which have necessitated a review of the risk level.

The Board discussed what compliance areas, including fire and health and safety more widely, if any, still necessitated additional focus from the Group Audit Committee. It was agreed that the Group Audit Committee would further consider the areas it currently reviews and make a recommendation to the Board on ongoing monitoring arrangements.

Decided: The Board noted the report.

12. Sustainability progress report

The Board were provided with an update on our progress against our Sustainability Framework.

The Board noted that the recent consultation on the Social Housing Net Zero Standard (“SHNZS”) provides greater clarity on future requirements for our existing stock.

The Board discussed consideration to understand the implications of SHNZS and that this will be a feature of the upcoming partner Board landlord strategy workshops and how to ensure we meet them through our investment plans.

Decided: The Board:

- 1) noted the report; and
- 2) agree that our Sustainability Framework is updated to reflect the Social Housing Net Zero Standard.

13. [redacted]

14. Contract Award - Microsoft Enterprise Agreement licences

The Board were provided a summary of the proposed contract award for the provision of the Microsoft Enterprise Agreement (EA) licences to SoftCat PLC for three years.

The Board were advised that the contract will co-term with existing licensing arrangements, ensuring ongoing delivery of all services to staff across the Group and no deployment or re-licensing tasks or activities.

Decided: The Board approved the award of the Contract for the provision of Microsoft ESA Licensing and Software Subscriptions to Softcat to a value of £3.2m including VAT over 3 years.

15. 2024/25 Budget and Finance report

The Board were provided with an update on the 2023/24 year-end performance and provided with a summary of the 2024/25 budget.

The Board noted that the year-end performance was in line with expectations reported at the previous meeting and that the 2024/25 budget was based on the agreed business plan.

Decided: The Board

- 1) Noted the financial performance for the Group to March 2024**
- 2) Approve the RSL Borrower Group accounts for submission to the Group's lenders;**
- 3) Approved the Group budget for 2024/25;**
- 4) Approved the City Building (Glasgow) 2024/25 financial projections; and**
- 5) Approved the summary sheet and accompanying financial data and projections; authorised these to be submitted to the Scottish Housing Regulator; and delegated authority to the Group Director of Finance to approve any factual data updates that are required in advance of the submission.**

16. Treasury report

The Board were provided with a quarterly update on the liquidity position, cashflow forecast and covenants on our debt facilities at the financial year-end. The Board was updated on the recent credit rating review and the planned 2024/25 fundraising exercise.

Decided: The Board noted the liquidity position and covenant compliance as at 31 March 2024.

17. Contract Award - Fuel Cards and Associated Services

The Board were provided with a summary of the proposed contract award for the provision of fuel cards and associated services.

The Board discussed how the contract award allow would us to achieve value for money in an area of ongoing expenditure whilst providing the flexibility we need as we progress plans to decarbonise our fleet.

Decided: The Board:

- 1) Approve the award of the contract for the provision of Fuel Cards and Associated Services to Shell UK Oil Products Limited (Company Number: 3625633) to an estimated value of £4.6m including VAT over 4 years; and**
- 2) Delegated authority to the Group Company Secretary or Director of Procurement to enter into the contract.**

18. AOCB

The Board agreed to hold an in-camera discussion on an additional item.

Signed: **(Chair)**

Date: