

Readers may note that some information within these documents have been omitted / redacted.

Some information has been omitted / redacted as disclosure may prejudice the commercial interests of Irvine Housing Association trading as Riverside Scotland.

We recognise that the commercial sensitivity of information may decline over time and the harm arising from disclosure may be outweighed by the public interest in openness and transparency. We commit to review the redaction of any such information from time to time.

Some information has been redacted as it contains personal data which identifies an individual. Disclosure of this information would place Irvine Housing Association t/a Riverside Scotland in breach of the Data Protection Act 2018.

Special Meeting of the Board: Wednesday 20 September 2023
At 6.30 p.m. Fullarton Connexions, Church Street, Irvine

AGENDA

		Data Class
1.	Apologies for Absence	
2.	Declarations of Interest	
3.	Substantial Business	
3.1	Election of Chair	Public
3.2	Committee Memberships	Public
3.3	Annual Financial Statement Return – to follow	Confidential
3.4	Board Appraisal Review	Confidential
3.5	Value for Money Statement	Public
3.6	Formal Registers	Public
4.	Any Other Business	
5.	Date of Next Meeting - 9.30 a.m. on Saturday 28 October 2023 – Special Board Meeting followed by Board Strategy Day at 44-46 Bank Street, Irvine	

DMcL / db
17/01/24

3.1. Election of Chair

Title: Election of Chair	Date: 20 September 2023
Author: Donna Boyle	Sponsor: Diana MacLean
Action: Decision	Confidential: No
Appendices: Appendix 1 - Extract from Association's Rules (Rule 47)	Reading Room:
Reg. Standard: Standard 6 The governing body and senior officers have the skills and knowledge they need to be effective.	ORP ref: People at our heart
Strategic Risk ref: R6 Governance and Regulation	
Consultation: This report is not subject to consultation	

Purpose and Action:

The Association's Rules require that, following the AGM, the Members of the Board, at a specially convened meeting, shall elect a Chair from their own number to hold office until the conclusion of the next AGM.

It is therefore recommended that the Board elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next Annual General Meeting.

Executive Summary:

The Association's Rules require the Board to elect the Chair to serve until the conclusion of the Annual General Meeting in September 2024.

1. Introduction

In accordance with Rule 47(a) of the Rules of the Association (attached at Appendix 1), the Chair holds office until the conclusion of the Annual General Meeting (AGM). The Rules require that, immediately following each AGM, the Members of the Board, at a specially convened meeting, shall elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next AGM.

The elected person's appointment as Chair is subject to written approval by the Parent i.e. the Riverside Group.

Rule 47(d) states that the Chair may be re-elected but may not hold office continuously for more than five consecutive AGMs. Board Members are therefore required to elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next AGM.

Extract from the Association's Rules

47. (a) The Board Members shall, at their first meeting after registration of the Association and subsequently at a specially convened meeting immediately following each annual general meeting, elect a Chair from their own number (excluding co-opted persons) to hold office until the conclusion of the next annual general meeting, unless he / she shall cease in the meantime to be a Board Member. He / She shall, provided his / her appointment is approved in writing by the Parent, be the Chair and shall be removable from the office of Chair only by a vote of two-thirds of those Board Members present at a special meeting called for that purpose. If at any meeting of the Board the Chair is absent or unwilling to act, the Board Members present shall elect one of their number to be chair of the meeting. In any case of an equality of votes the chair of the meeting shall have a second or casting vote.
- (b) The Chair is responsible for the leadership of the Board and ensuring its effectiveness in all aspects of the Board's role and to ensure that the Board properly discharges its responsibilities as required by law, these rules and the standing orders of the Association. The Chair will be delegated such powers as is required to allow the Chair to properly discharge the responsibilities of the office. Among the responsibilities of the Chair are that:
- (i) the Board works effectively with the senior staff;
 - (ii) an overview of business of the Association is maintained;
 - (iii) the agenda for each meeting is set;
 - (iv) meetings are conducted effectively;
 - (v) minutes are approved and decisions and actions arising from meetings are implemented;
 - (vi) the standing orders, code of conduct for Board members and other relevant policies and procedures affecting the governance of the Association are complied with;
 - (vii) where necessary, decisions are made under delegated authority for the effective operation of the Association between meetings;
 - (viii) the Board monitors the use of delegated powers;
 - (ix) the Board receives professional advice when it is needed;
 - (x) the Association is represented at external events appropriately;
 - (xi) appraisal of the performance of Board Members is undertaken, and that the senior staff officer's appraisal is carried out in accordance with the agreed policies and procedures of the Association; and
 - (xii) the training requirements of Board Members, and the recruitment and induction of new Board Members is undertaken.
- (c) The Chair may resign his / her office by notice in writing to the Secretary and shall vacate his / her office if for any reason he / she ceases to be a Board Member or is prevented from standing for, or being elected to the Board under rule 43, and in any of these events the Board shall forthwith elect one of their number (excluding co-opted persons) to be Chair in his / her place. Any such appointment as Chair shall be subject to the written approval of the Parent.
- (d) The Chair may be re-elected but may not hold office continuously for more than five consecutive annual general meetings. On the expiry of five continuous terms of office, the retiring Chair shall not be eligible for election as Chair during the ensuing twelve months.

3.2. Committee Memberships

Title: Committee Membership	Date: 20 September 2023
Author: Donna Boyle	Sponsor: Diana MacLean
Action: Decision	Confidential: No
Appendices: N/A	Reading Room:
Reg. Standard: Standard 6 The governing body and senior officers have the skills and knowledge they need to be effective.	ORP ref: People at our heart
Strategic Risk ref: R6 Governance and Regulation	
Consultation: This report is not subject to consultation	

Purpose and Action:

The Board is asked to consider and:

a) approve the membership of the Audit and Risk Committee as follows:

Robin Hill - Chair
Gerry Darroch
Tony McInnes
Margaret Burgess

b) agree to continue with the nomination of James Strang as Riverside Scotland's nominee to Group's Customer Experience Committee.

Executive Summary:

The Board is required to consider on an annual basis the appointment of the Chair of the Audit & Risk Committee and also its Membership following the Annual General Meeting.

As part of the Constitutional Partnership agreed with Group, there is an appointment from Riverside Scotland's Board to Group's Customer Experience Committee.

1. Introduction

- 1.1 Membership of the Association's Audit and Risk Committee is normally approved at the meeting immediately following the AGM.
- 1.2 In line with the Terms of Reference of Audit and Risk Committee "the Chair of the Committee shall be appointed by the Board on an annual basis for a maximum period of 5 years".
- 1.3 Subject to Board approval, this will be the final year that Robin Hill is able to be Chair of the Audit & Risk Committee. Discussions have recently taken place as part of this year's Board Member appraisal process with a view to identifying a future Chair of this Committee and an appropriate succession plan will be agreed and progressed during the year.
- 1.4 The Chair was approved as the Riverside Scotland's nominee to Group's Customer Experience Committee (CEC) in September 2021 and it is proposed that he continues to represent the Association on this Committee.

3.5. Value for Money Statement

Title: Value For Money Statement	Date: 20 September 2023
Author: Paul Dillon	Sponsor: Morag Hutchinson
Action: Decision	Confidential: No
Appendices: Appendix 1 – Riverside Scotland Value for Money Statement Appendix 2 – Customer Consultation results	Convene Document Library: N/A
Reg. Standard 3: The RSL manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay	ORP ref:
Strategic Risk ref: R2 Income Maximisation & Cost Control	
Consultation: This report was written in consultation with Riverside Scotland customers.	

Purpose and Action:

This paper provides an introduction to the Value for Money Statement, which is a recommendation from the SFHA toolkit on Self-Assurance, as a means of providing evidence for Regulatory Standard 3.1 - The RSL has effective financial and treasury management controls and procedures, to achieve the right balance between costs and outcomes, and control costs effectively. The RSL ensures security of assets, the proper use of public and private funds, and access to sufficient liquidity at all times.

The detail of the statement and proposed review cycle is detailed below.

Board are asked to:

- Note the contents of Appendix 1 – Riverside Scotland Value for Money Statement and Appendix 2 – Customer Consultation results.
- Approve the publication and review cycle of the Statement.

1 Background

Regulatory Framework

The Scottish Housing Regulator's Standards of Governance and Financial Management for RSLs (Regulatory Standard 3) requires that "The RSL manages its resources to ensure its financial well-being, while maintaining rents at a level that tenants can afford to pay."

The guidance documented in Regulatory Standard 3 includes the following in respect of financial and treasury management and balancing costs and outcomes:

Regulatory Standard 3, Guidance Note 3.1

"The RSL has effective financial and treasury management controls and procedures, to achieve the right balance between costs and outcomes, and control costs effectively. The RSL ensures security of assets, the proper use of public and private funds, and access to sufficient liquidity at all times."

Under the Regulatory Framework, the Association is required to assess compliance with the Regulatory Standard on an annual basis, as part of the Annual Assurance Statement process. The publication of a Value for Money Statement is a further recommendation within the SFHA Self Assurance toolkit to demonstrate that this is being monitored. The publication has been on the action plan since pre-Covid, and we are now able to progress as the newly restructured team is in place, and we can consult with customers freely.

2 Discussion

- 2.1 This draft Value for Money statement has been developed utilising the regulatory guidance above, in comparison with other housing RSLs and customer groups to document how value for money is assessed. The statement gives an overview of the background and definitions of Value for Money in a housing context and details the processes that Riverside Scotland have in place to measure this, referring to our Corporate Plan and the indicators we report on for the Annual Return on Charter. It contains a link to the most recent submission for the Scottish Housing Regulator.
- 2.2 A draft statement was put out to Customer consultation prior to finalising the proposed document, details of which are in Appendix 2. Nine customers completed the survey in full. The survey was anonymous therefore the comments contained within the appendix cannot be attributed to specific customers.
- 2.3 When finalised, the statement will be published on the Riverside Scotland Freedom of Information webpages.
- 2.4 The statement will be reviewed on a three-yearly basis by SMT alongside the Corporate Plan, the current plan having just launched and covering the period 2023-26.

3.6. Formal Registers

Title: Formal Registers	Date: 20 September 2023
Author: Donna Boyle [REDACTED]	Sponsor: Diana MacLean
Action: Decision	Confidential: No
Appendices:	Reading Room:
Reg. Standard: Standard 5 The RSL conducts its affairs with honesty and integrity.	ORP ref: People at our heart
Strategic Risk ref: R6 Governance and Regulation	
Consultation: This report is not subject to consultation	

Purpose and Action:

It is recommended that:

a. the Board notes the entries in the following Registers which will be uploaded to the September 23 Board Meeting Reference Papers folder of the document library on Convene:

- Declaration of Interests
- Fraud and Loss
- Gifts and Hospitality
- Grant of Benefits

b. notes that the Board Members' Declaration of Interests Register is published on the Association's website.

Executive Summary:

In line with governance procedures, the Board are required to annually note the entries in the Association's Formal Registers.

1. Introduction

- 1.1 The Association's governance procedures require that its formal registers are presented annually to the Board.
- 1.2 The Association's Registers are held electronically in line with Group's approach.
- 1.3 The Association's Code of Conduct for Board and Committee Members states that the Board's Register of Interests will be published on the website.

2. Discussion**Declaration of Interests Register**

2.1 Board Members were asked to either complete or review and update their previously completed Board Members' Declaration of Interests Form earlier this year and all information returned was updated in the Board Declarations of Interests Register.

2.2 Staff are asked annually to complete a Declaration of Interest form. All information from the forms completed this year has been added to the Staff Declaration of Interests Register.

Fraud and Loss Register

2.3 The Audit and Risk Committee reviews any Fraud and Loss entries in the Register at each of its Meetings. There have been no entries in the Fraud and Loss Register for 2022/23 and 2023/24 to date.

Gifts and Hospitality Register and Grant of Benefits Register

2.4 The Gifts and Hospitality Register is updated to reflect any gifts / hospitality received or given, reported by Staff or Board Members during the year in line with the Entitlement, Payments and Benefits Policy and Code of Conducts.

2.5 The Grant of Benefits Register is updated to reflect any benefits approved and recorded during the year in accordance with the Entitlement, Payments and Benefits Policy. Declarations made during the year have been included in the Register.

3. Risk

3.1 The Association could be left open to the suggestion of Board or Staff improperly using their positions to attain benefits / advantage for themselves or persons related closely to them.

3.2 Any suspected Fraud or Loss is not properly investigated leaving the Association open to fraud and theft.

3.3 All interests, benefits, gifts / hospitality etc. are therefore declared and recorded in the appropriate Registers. The Registers are reviewed by the Managing Director and are presented annually to the Board for inspection. The Executive Team are also provided with details of the Staff Declaration of Interests Register in order to manage any interests declared.

3.4 There are clear processes in place for investigating actual or suspected fraud. Any actual or suspected Fraud or Loss is recorded in the Fraud and Loss Register. This is also reported to Group via an on-line quarterly return. The Audit and Risk Committee receive a report at every Meeting advising if any fraud or losses have been investigated during the quarter reported. The Fraud and Loss Register is presented annually to the Board for inspection.