

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.

**266<sup>th</sup> Board Meeting of Irvine Housing Association Ltd:**  
**Thursday 22 May 2025 at 5.30 p.m.**  
**At 44-46 Bank Street, Irvine, KA12 0LP and via MS Teams**

**AGENDA**

		<b>Data Class</b>
1.	Apologies for Absence	
2.	Declarations of Interest	
3.	Previous Minutes – Minutes of the 265 <sup>th</sup> Board Meeting held on Wednesday 19 March 2025.	Public
4.	Matters Arising	
5.	Substantive Business:	
5.1	Annual Loan Portfolio Return	Confidential
5.2	Five Year Financial Projections Return	Confidential
5.3	Financial Performance Report	Confidential
5.4	Managing Director Recruitment (Verbal update)	Confidential
5.5	Membership Application	Public
5.6	Annual Return on the Charter	Public
5.7	Policy Review	Public
5.8	Customer Satisfaction Survey Results	Public
5.9	Communities & Livelihoods Strategy	Public
5.10	Complaints Performance	Confidential
5.11	Tenant & Resident Safety Update	Internal
5.12	RAAC Update	Internal
5.13	Quarterly Performance Report: Q4	Public
5.14	Annual Write-Off	Confidential
5.15	Managing Director's Report	Confidential
6.	Minutes/Updates: a) Unconfirmed Audit & Risk Committee Minutes – 1 May 2025 b) Confirmed Group Customer Experience Committee Minutes – 27 February 2025 c) Group Board Highlights – March and April 2025	Confidential Confidential Confidential
7.	Any Other Business	

8.	Date of Next Meeting: 267 <sup>th</sup> Board Meeting - Tuesday 1 July 2025 at 5.30 p.m. at 44-46 Bank Street, Irvine, KA12 0LP and via MS Teams	
----	---	--

DMcL / db  
14/5/2025

## 5.6. Annual Assurance Statement - Board Questionnaire

<b>Title:</b> Annual Assurance Statement - Board Questionnaire Paper - March 2025	<b>Date:</b> 19 March 2025
<b>Author:</b> Paul Dillon	<b>Sponsor:</b> Diana MacLean
<b>Action:</b> To Note	<b>Confidential:</b> No
<b>Appendices:</b> Appendix 1 - Board Questionnaire Results	<b>Reading Room:</b>
<b>Reg. Requirement:</b> Standard 1: The governing body leads and directs the RSL to achieve good outcomes for its tenants and other service users	<b>ORP ref:</b>
<b>Strategic Risk ref:</b> R6 Governance and Regulation	
<b>Consultation:</b> This report is not subject to consultation	

**Purpose and Action:**

This paper provides an update on the Annual Assurance Board Questionnaire process.

Board are asked to;

- Note the contents of this report.

**Executive Summary:**

The annual Board questionnaire regarding the Annual Assurance process was issued in December 2024 and the results are attached at Appendix 1.

**1. Board Questionnaire**

The Board questionnaire was sent out in December 2024 and there were 8 respondents, this indicates a response rate of 72.7% and details are in Appendix 1. The results show positivity in the Boards' understanding and assurance in the process, despite initial fears that the turnover of Board members may have had an impact on this.

To ensure that there is an online resource for Board members to refer to at any point, the Projects and Planning Team have produced an 'Annual Assurance Process Guide for Board' with further background information, using the process cycle document as its basis, which is published on Convene, in the folder Document Library > Riverside Scotland Board Paperwork > March 25 Board Meeting Reference Papers. [REDACTED]

**2. Risk**

The risk of not completing an effective regulatory compliance assessment could result in the Board being unable to provide an Annual Assurance Statement to the Regulator.

The current process has been designed to ensure that both Board has a greater involvement in regulatory compliance assessments and monitoring and delivering on the actions resulting from them.



1. Please rate your understanding of the Annual Assurance Statement regulatory requirements placed on you as a Board member.

[More details](#)


2. Please rate whether you feel the system for identifying and managing key risks is effective, and your confidence that all risks are being considered.

[More details](#)


3. The Annual Assurance Statement timeline is presented clearly and effectively and captures all milestones.

[More details](#)


4. Please indicate if there is anything additional which could be added to the timeline, or added for further clarity.

5 Responses

ID ↑	Name	Responses
1	anonymous	I actually think we do this extremely well and are an exemplary practitioner
2	anonymous	Nothing additional
3	anonymous	Nothing
4	anonymous	I am very new to the board and still learning
5	anonymous	n/a

5. Overall, please indicate if there are any areas where further information or training would be useful.

5 Responses

ID ↑	Name	Responses
1	anonymous	A specific riverside Scotland board master class given the turnover in board members
2	anonymous	There are no areas where I think further information or training is required
3	anonymous	Nothing to note
4	anonymous	I think the number of training opportunities presented to me are about right. it just takes time to absorb all of the information, processes, procedures & requirements. However, I have been very impressed by the professionalism of Riverside Scotland in all areas.
5	anonymous	n/a

## 5.7. Policy Review



<b>Title:</b> Policy Review	<b>Date:</b> 19 March 2025
<b>Authors:</b> Paul Dillon	<b>Sponsor:</b> Diana MacLean
<b>Action:</b> Adoption	<b>Confidential:</b> No
<b>Appendices:</b> Appendix 1 - Riverside Scotland Complaints Policy Appendix 2 - Riverside Scotland Tackling Anti-Social Behaviour Appendix 3 – Riverside Scotland Membership Policy Appendix 4 - Policy Review Extension Request Form – Domestic Abuse (Customers) Policy	<b>Reading Room:</b>
<b>Reg. Requirement:</b> AN3: Each landlord must have assurance and evidence that it is meeting all its legal obligations associated with housing and homelessness services, equality and human rights, and tenant and resident safety.	<b>ORP ref:</b> People at our heart
<b>Strategic Risk ref:</b>	
<b>Consultation:</b> N/A	

### Purpose and Action:

The purpose of this paper is to request that Board reviews and approves the following updated policies, attached as appendices 1-3 to this report:

Appendix 1 - Riverside Scotland Complaints Policy  
Appendix 2 - Riverside Scotland Tackling Anti-Social Behaviour  
Appendix 3 – Riverside Scotland Membership Policy

Furthermore, Board is asked to consider an extension request for the Domestic Abuse (Customers) Policy, details of which are attached as Appendix 4 - Policy Review Extension Request Form – Domestic Abuse (Customers) Policy.

Board are asked to:

- Review and approve the requested policies
- Consider the submitted policy extension request and provide a decision.

## 1. Background

As part of the Policy Framework Update being undertaken by the Projects and Planning Team, the attached updated policies have been identified as requiring approval by Riverside Scotland Board.

## 2. Context

Group wide policies which need to be amended specifically for Riverside Scotland (Scottish versions) should be taken to RS Board for discussion and approval, where Scottish legislation or Regulatory Guidance is different (we should be aligning to Group

policy as far as possible unless there is specific Scottish legislation or Regulatory Guidance preventing us from doing so).

#### Riverside Scotland Complaints Policy

This Policy was last reviewed in 2021, and in November 2024, Board approved an extension to allow the next review to take place concurrently with the Riverside Group policy review due in December 2025, with an intention to integrate both policies.

The purpose of this minor update is the addition of the complaints process for the Housing First for Families service, as this differs from the standard - this can be found on Page 9 of the document.

#### Riverside Scotland Tackling Anti-Social Behaviour

This Policy was last reviewed in 2015, and the next TRG review is due in June 2026, therefore this updated Riverside Scotland version is intended to remain in place until then, with an intention to integrate both policies.

#### Riverside Scotland Membership Policy

This review has been light touch as there has been no new legislation or guidance published since the last full review. There has been a general update with some additional information added.

#### Domestic Abuse (Customers) Policy

The Group review of this policy is due in March 2025, however the Head of Housing and Communities would like time to double check current legislation detailed in our policy, take relevant sections from TRG policy to have a uniformed approach and seek other RSL policies for comparison and then complete a consultation exercise with SIG, therefore an extension is requested – full details in Appendix 3 – Policy Review Extension Request Form – Domestic Abuse (Customers) Policy.

### **3. Risk**

Adoption and update of all policies will help to mitigate the following Riverside Scotland strategic risk:

- **Risk 1: Safety First:** The Association has no appetite for a risk of harm to customers, colleagues, or others coming from the provision of its services, and no appetite for a breach of health and safety legislation and regulation in its role as a landlord and employer.
- **Risk 2: Customer Experience:** There are many factors which affect our customers' experience of the services we provide and where these are within our control we will not tolerate the risks which they pose and will react quickly to put in place plans and interventions to improve the service. Where a negative experience for our customers is out with our immediate control we will work with partners to find solutions to mitigate any negative impact.

#### 4. Next Steps

The Project & Planning Analysts will continue to attend the quarterly Policy Forum, and follow the monthly checking process in place.

- The Projects & Planning Team will interrogate the data from the Policy Management System.
- P&P Team will advise the Riverside Scotland Policy owner of the Policies due for review within the next 6 months, including the TRG Policy owners/reviewers' details.
- RS Policy owner will pro-actively contact TRG reviewers to ensure inclusion in review.
- At the end of the consulting period – which may include customer consultation – the TRG reviewer should provide a draft copy of the Policy, which can go to RS SMT/Board if necessary, for any feedback.
- RS Policy owner can confirm feedback to TRG and publication will proceed.
- Once published, Policy can go to SMT/Board for noting/approval.
- If a TRG Policy is published without Riverside Scotland consultation, it will be taken to SMT/Board and if there are any issues with adoption/approval, a separate Riverside Scotland version can be developed and implemented until the next TRG review.

## 5.8. Membership Register

<b>Title:</b> Membership Register	<b>Date:</b> 19 March 2025
<b>Author:</b> Donna Boyle [REDACTED]	<b>Sponsor:</b> Diana MacLean
<b>Action:</b> Decision	<b>Confidential:</b> No
<b>Appendices:</b> Appendix 1 – Proposed Member Removals	<b>Reading Room:</b>
<b>Reg. Standard:</b>	<b>ORP ref:</b> People at our heart
<b>Strategic Risk ref:</b> R7 Customer Experience	
<b>Consultation:</b> This report is not subject to consultation	

**Purpose and Action:**

It is recommended that the Board pass a resolution that:

“The members identified at Appendix 1 shall be deemed to have withdrawn from membership of the Association and his / her ordinary share shall be cancelled and the amount paid thereon shall become the property of the Association”.

**Executive Summary:**

The Association aims to maintain a Register of Members who are interested in the affairs of the Association.

The Association’s Rules provide that the Board can pass a resolution that deems membership to have been withdrawn and an ordinary share cancelled in certain circumstances, such as failing to attend or submit apologies for five consecutive AGMs.

An analysis of attendance at the 2024 AGM has identified that 4 members had failed to attend or submit apologies for five consecutive AGMs.

**1. Introduction**

- 1.1 The Association currently has 48 members on its Register of Members.
- 1.2 In line with the Association’s Membership Policy, we aim to attract interested people into Membership of the Association.
- 1.3 Rule 15(a) states:

“Where the Board is satisfied that:

- (ii) an ordinary member has failed to either attend or submit apologies for five consecutive annual general meetings;

that member shall be deemed to have withdrawn from membership of the Association and his / her ordinary share shall be cancelled and the amount paid thereon shall become the property of the Association with effect from the passing of a resolution by the Board to that effect.”

- 1.4 An analysis of attendees at the 2024 AGM has identified 4 members who had failed to attend or submit apologies for five consecutive AGMs. Details of this analysis are attached at Appendix 1.

## **2. Discussion**

- 2.1 It is recommended that Board consider the removal of the members identified in Appendix 1 from the Register of Members in accordance with Rule 15(a) and all associated records updated accordingly.
- 2.2 This will ensure that the Association has a Register of Members who remain interested in its affairs and the Association's records remain current.

## **3. Risk**

- 3.1 If the Association maintains a Membership Register which is not up to date and current, it could waste resources communicating with those who no longer wished to participate as a member.
- 3.2 By removing members who no longer engage with the Association, we ensure that we maintain an active Membership Register.

## **4. Next Steps**

- 4.1 It is intended that, subject to Board approval, the members to be removed will be advised in writing of their removal from the Membership Register.

## 5.9. Board Duties & Responsibilities

<b>Title:</b> Schedule of Duties & Responsibilities of Board Members	<b>Date:</b> 19 March 2025
<b>Author:</b> Donna Boyle Governance & Company Secretarial Assistant [REDACTED]	<b>Sponsor:</b> Diana MacLean Managing Director [REDACTED]
<b>Action:</b> For noting	<b>Confidential:</b> No
<b>Appendices:</b> Appendix 1: Schedule of Duties & Responsibilities of Board Members	<b>Reading Room:</b>
<b>Reg. Standard:</b> Standard 6 – The governing body and senior officers have the skills and knowledge they need to be effective.	<b>ORP ref:</b>
<b>Strategic Risk ref:</b> R6 Governance and Regulation	
<b>Consultation:</b> This report is not subject to consultation	

**Purpose and Action:**

This report is presented to Board to provide information on the duties and responsibilities of a Board Member of Irvine Housing Association Ltd (Riverside Scotland).

The Board is asked TO NOTE the Schedule of Duties and Responsibilities of Board Members of Irvine Housing Association Ltd (Riverside Scotland) attached at Appendix 1.

**Executive Summary:**

Board members have a number of important duties and responsibilities, and failure to comply with these not only places the Association and Group at risk but may also result in personal liability. It is therefore vital that Board Members are aware of their obligations and, in case of doubt, should seek advice from the Chair or the Company Secretary.

In Riverside, there are a number of differently constituted organisations, each with different legal duties and responsibilities. Irvine Housing Association Ltd (Riverside Scotland) is constituted as a:

- Registered Society  
Societies registered under the Co-operative and Community Benefit Societies Act 2014 which were formerly called 'Industrial and Provident Societies'.
- Registered Scottish Charity  
Trustees must comply with charities legislation, primarily the Charities and Trustee Investment (Scotland) Act 2005.

The responsibilities and duties of Board Members are presented annually to the Board for information. Any Board Member who feels that they would benefit from developing a better understanding of their duties and liabilities should contact the Chair or the Company Secretary, who can assist in identifying further information resources/training opportunities.

Devonshires Solicitors have undertaken a review of Group's schedule of duties and liabilities and made several minor amendments to update the wording such as replacing 'company' with 'association'. Paragraphs were added relating to charitable trusts and its trustees, where Board members are appointed to multiple group companies and a section added relating to Joint Venture Companies & LLPs. The Association's solicitors, TC Young, have reviewed the Group schedule and updated the Association's schedule incorporating the changes, where appropriate, taking account of "Scots Law" to ensure its applicability to Riverside Scotland Board Members. The updated schedule is attached at Appendix 1 for information.



**APPENDIX 1****SCHEDULE OF DUTIES AND RESPONSIBILITIES OF BOARD MEMBERS OF  
IRVINE HOUSING ASSOCIATION LIMITED ("RIVERSIDE SCOTLAND")****1. Duties of all Board Members (General)**

There are legal duties which apply to all board members. These duties have developed through caselaw over time and are known as 'fiduciary' duties. They apply because of the position of high trust which board members occupy and due to the obligations which they owe to the association and its members/shareholders as a result of the office they occupy.

Whilst the duties under the Companies Act 2006 (see below) do not strictly apply to board members of registered societies, such as Riverside Scotland, these fiduciary duties, which have developed through caselaw over time, do apply and are similar to those set out in company law (see Schedule 1). Therefore, board members of registered societies are also advised to comply with the requirements for directors of companies (further details below). Further, the Law Commission has launched a consultation on reform of the Co-Operative and Community Benefit Societies Act 2014 which proposes that the directors' duties under the Companies Act 2006 be extended to board members of a registered society

Fiduciary duties referred to above include an obligation to exercise a reasonable degree of skill and care in carrying out duties, and also:

- 1.1 To act in good faith and in the best interests of the association – this includes ensuring that:
  - 1.1.1 their duty as a board member does not conflict with their personal interests;
  - 1.1.2 they must only use company property for the benefit of the company and not for personal benefit;
  - 1.1.3 they do not make a personal profit from their office as a board member;
  - 1.1.4 they do not compete with the association; and
  - 1.1.5 Information provided remains confidential and is not used for improper purposes - this includes not using such information for personal gain;
- 1.2 To exercise powers for their proper purpose;
- 1.3 To act independently and exercise full discretion - this does not prevent you from taking advice where required, and advice should be sought where appropriate;
- 1.4 To always act in accordance with the constitution of the association (ie the Rules);
- 1.5 To deal fairly as between shareholders; and
- 1.6 To ensure the association's property is secured and to only use such property for purposes authorised by the association's Rules.

Board members must exercise the degree of skill and care when carrying out their duties which might be reasonably expected of someone of their ability and experience, using any specialist skill and experience for the benefit of the association. The assessment of the appropriate standard of skill and care is a mixture of the objective (what it is reasonable to expect) and the subjective (having regard to the particular skill and experience of the board member concerned). For example, all board/committee members must prepare fully for

meetings, but where a board member has a professional qualification (e.g. in accountancy) they would be expected to have a higher level of skill in relation to issues linked to that area.

Any co-optees and executive board members shall also be subject to the duties and expectations of board members set out in this schedule.

It should be noted that even where decision-making is delegated (e.g. to staff and committees), responsibility for ensuring compliance will remain with the directors/Board.

## 2. Duties of Board Members of an RSL

2.1 In addition to the general legal duties applicable to board members, board members of registered providers of social housing are of course also required to ensure that they, and the organisation, comply with the requirements of various regulators and, in particular, of the Scottish Housing Regulator. The Scottish Housing Regulator emphasises that it is the responsibility of boards of registered providers of social housing to ensure that their organisation complies with the Regulatory Standards of Governance and Financial Management:

2.1.1 Regulatory standard 1: The Board leads and directs the RSL to achieve good outcomes for its tenants and other service users.

2.1.2 Regulatory Standard 2: The RSL is open about and accountable for what it does. It understands and takes account of needs and priorities of its tenants, service users and other stakeholders. And its primary focus is the sustainable achievement of these priorities.

2.1.3 Regulatory 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.

2.1.4 Regulatory Standard 4: The Board bases its decisions on good quality information and advice and identifies and mitigates risks to the organisation's purpose.

2.1.5 Regulatory Standard 5: The RSL conducts its affairs with honesty and integrity.

2.1.6 Regulatory Standard 6: The Board and senior staff have the skills and knowledge they need to be effective.

2.1.7 Regulatory Standard 7: The RSL ensures that any organisational changes or disposals it makes safeguard the interests of, and benefit current and future tenants.

In addition:

2.2 Board members must also comply with the organisation's governing document, and the rules of Riverside Scotland provide that the board is responsible for:

2.2.1 the leadership, strategic direction and control of the association with the aim of achieving good outcomes for tenants in accordance with the regulatory standards and guidance issued by the Scottish Housing Regulator; and

2.2.2 ensuring that the association can demonstrate its governance and financial arrangements are such as to allow the Scottish Housing Regulator to regulate effectively and exercise its full regulatory powers.

2.3 Board members must also:

2.3.1 ensure that they are and remain eligible to sit on the board in accordance with the association's rules, which include the requirements on charitable trustees set out at section 3. The rules further require that board members declare any personal or external interests on an annual basis. If any matter arises in respect of which a board member has a conflict of interest, that board member must tell the board and leave the meeting while the matter is discussed.

- 2.3.2 comply with the organisation's Governance Framework Document, including the Board and Committee Member Code of Conduct, which all board members must sign, and the Entitlements, Payments & Benefits Policy.
- 2.3.3 Board members are required to ensure that records and returns are filed on time – for example with Companies House, the FCA, OSCR, the Scottish Housing Regulator etc. For example, board members should be informed of notifiable events and ensure that the RSL is appropriately notifying these to the Scottish Housing Regulator. This is a function which has been delegated to the Governance Team to undertake.
- 2.4 Where a board member is appointed to the boards of multiple group organisations, the board member must ensure that they act in a way that is in the best interests of the organisation they are making the decision on behalf of, meaning the interests of that organisation (and its members ) should not be sacrificed for those of another group entity. However, the duty to act in the best interests of a company is in regard to the interests of its shareholders – quite often this will mean acting in the interests of Riverside Scotland or another Group entity, as the shareholder of a subsidiary within the Group. There is also no law requiring directors to 'ignore' the interests of the wider group, and indirect benefits should be reviewed when making decisions. However:
- If an organisation is in financial difficulty, there will be a duty to act to minimise losses to creditors (see comments above in relation to wrongful and fraudulent trading); and
  - In relation to a charity, the trustees/board members must ensure they act in furtherance of the charity's objects.
- 2.5 In relation to companies and limited partnerships, mandatory identity verification for directors is being introduced under the Economic Crime and Corporate Transparency Act 2023. New directors must have their identities verified prior to Companies House being notified of their appointment.
- 2.6 Board members appointed to multiple group organisations should also be aware of the Scottish Housing Regulator's Guidance on Group Structures and Constitutional Partnerships.

### **3. Charities – Duties of Trustees**

- 3.1 Riverside Scotland is a registered Scottish Charity. The board of Riverside Scotland are charitable trustees and must comply with charities legislation, primarily the Charities and Trustee Investment (Scotland) Act 2005. This provides that charitable trustees must:
- 3.1.1 Act honestly, in good faith and in the best interests of the charity.
- 3.1.2 Ensure that the charity acts in accordance with its purposes, ensure that the charity complies with its governing document and remains true to the charitable purpose and objects set out there, so that the association's activities and assets are used for the charitable purpose and for the public benefit.
- 3.1.3 Act with the care and diligence that it is reasonable to expect from someone managing the affairs of another person - This requires trustees to act as custodians of the



charity's assets and to act responsibly, reasonably, honestly and with sound judgement and considering both long and short term implications of decisions.

3.1.4 If a conflict of interest arises, put the charity's interests first, disclose the conflict and refrain from participating in any decision-making relative to the matter.

3.1.5 Ensure the charity complies with legislation - ensure compliance with charity law, and regulatory requirements; in particular, ensure that the charity prepares the reports, annual returns and accounts required by law.

3.2 In addition, although not specifically stated in the 2005 Act, charitable trustees have over-riding duties in relation to matters such as: acting with integrity; seeking to ensure that the charity is and will remain solvent; ensuring the charity is accountable to its members and beneficiaries as well as the Scottish Charities Regulator and avoiding undertaking activities that might place the charity's funds, assets or reputation at undue risk, and take special care when investing the charity's funds or borrowing funds for it to use for its charitable purposes.

3.3 Where Riverside Scotland is acting as a corporate trustee of a charitable trust, board members of Riverside Scotland must ensure that Riverside Scotland also complies with its duties as a charitable trustee and fulfils its legal and fiduciary obligations accordingly as Riverside Scotland has ultimate responsibility for the affairs of that charitable trust. For example, the Riverside Scotland board members must ensure that no decisions taken would cause that charitable trust to use its assets in a way not permitted by the trust's charitable objects.

#### 4. Statutory Liabilities

In addition to the above duties, the law lays down certain statutory responsibilities of directors/board members including:

4.1 Environmental liabilities - Directors are under a duty to comply with legislation relating to carrying out commercial activities which may cause pollution, and not to obstruct or give incorrect information to inspectors in the exercise of their duties. Where an offence is found to have been committed by the company, and a director, officer or manager has consented, connived, or been negligent, then the person can also be found guilty of the offence, and proceedings may be taken against him or her.

4.2 Wrongful or fraudulent trading - Directors who know, or ought to know, that the company is unlikely to avoid insolvent liquidation must take steps to minimise losses to the company's creditors and must not act with the intent to defraud creditors. A conviction for wrongful or fraudulent trading can have serious consequences, including disqualification as a director or (in respect of fraudulent trading) criminal prosecution.

4.3 Health & Safety at work - Directors have a duty to ensure that the organisation complies with health & safety legislation. Companies and their directors can incur liability for activities that lead to injury or death of a member of the public, an employee or someone who is self-employed. Where a company commits an offence under some health & safety legislation and the court finds a director or officer of a company to have consented, or connived (i.e. allowed without actually encouraging, or "shut their eyes" to an offence being committed), or been negligent in relation to an offence, then the director or officer can be found guilty of the offence and proceedings may be taken against them. Under the Health and Safety at Work etc Act 1974 both an individual director and a company can be found liable in respect of manslaughter in relation to a work-related death.

- 4.4 Data Protection Act (DPA) including General Data Protection Regulation (GDPR) - There are several offences under the DPA in relation to obtaining, disclosing, altering, falsifying, maintaining and destroying data and records. In addition, a director may be personally liable to criminal prosecution where an offence is committed by the corporate body (of which they are a director) and it is proven to have been committed with the consent or connivance of or be attributable to neglect on the part of that director.
- 4.5 Bribery Act - The Bribery Act introduced criminal offences for companies which fail to prevent their employees or associates from committing bribery. A bribe is 'a gift or reward given, offered or received to gain any business, commercial or personal advantage.' Companies have a defence of showing that 'adequate procedures' are in place to prevent bribery. Directors can be personally convicted of an offence where they have been involved in the giving or receiving of a bribe. Importantly, it is possible that an organisation omitting to act might be regarded as sufficient for liability to be found, and lead to prosecutions, fines and/or imprisonment.
- 4.6 Equality Act 2010 – A director may be personally responsible or jointly and severally liable with the company where discrimination (direct or indirect), harassment or victimisation takes place because of a person's age, disability, gender, sexual orientation, marital/civil partnership status, pregnancy, maternity, race, religion or belief, even if it takes place in the ordinary course of business or where authorised by the company.

## 5. Subsidiaries, Joint Venture Companies & LLP's

- 5.1 The duties owed by a director of a subsidiary within the Group, or a joint venture company (JVC) are essentially the same as the duties owed by the director of any other company, however the application can be more complex where there may be loyalties to both the appointing shareholder (e.g. Riverside Scotland or another Group member) and the subsidiary company/JVC itself. Directors must also be aware of any constraints imposed by the company/JVC's articles of association and/or a separate shareholders' agreement.
- 5.2 The duty of confidentiality means that a director must not, without the authority of the company, disclose to any third party (including Riverside Scotland or another Group member) any confidential information relating to the company which has been gained as a director of that company. However, this is permitted where this has been authorised by a resolution of the other directors, or the articles of association or shareholders' agreement.
- 5.3 Where there is a clear conflict of interests between the subsidiary/JVC and the appointing shareholder, parties should consider whether it is appropriate for the director to be counted in the quorum and authorised to vote.
- 5.4 Please note we may also have limited liability partnerships (LLPs) of which Riverside Scotland and/or other Group members are members (or partners). While the member of the LLP (i.e. Riverside Scotland or another Group member) may (where it has direct control over the LLP's property or affairs) owe duties to the LLP similar to those owed by a company director, those duties do not usually apply to individual appointees to the LLP "board". Such appointees are there to act as the representatives of Riverside Scotland and/or the relevant Group member.



### Schedule 1 – Companies Act 2006 – Duties of Directors

- 1.1 As stated above, the directors' duties set out in the Companies Act do not strictly apply to board members of a registered society, but do apply to directors of any company within the Group. However, as stated in section 1 above, board members of registered societies are also advised to comply with the requirements for directors of companies.
- 1.2 Board members of companies are company directors and company law makes no distinction between non-executives and executives. In the Companies Act, an officer is defined as "including a director, manager or secretary". Board members should therefore consider themselves as directors and officers.

### Directors Code of Conduct

- 1.1 The Act introduced a statutory set of duties for directors of companies. Board members as directors of companies within the Group have the following general duties under the Act and, as set out in Section 1, board members of registered societies are advised to comply with the requirements for directors of companies:
- i). To act within powers (i.e. in accordance with the company constitution (Articles of Association) or other remits of authority e.g. the Governance Framework or any delegated authority) and to only exercise powers for the purposes for which they are conferred;
  - ii). To promote the success of the company for the benefit of its members having consideration to:
    - the likely consequences of any decision in the long term;
    - the interests of employees;
    - the need to foster good business relationships with suppliers, customers and others;
    - the impact of operations on the community and the environment;
    - the maintenance of high standards of business conduct; and
    - the need to act fairly as between members of the company.
  - iii). To exercise independent judgement;
  - iv). To exercise reasonable care, skill and diligence;
  - v). To avoid conflicts of interest;
  - vi). Not to accept benefits from third parties; and
  - vii). To declare any interest (direct or indirect) in any current or proposed transaction or arrangement – it should be noted that it is a criminal offence to fail to declare interests in current or ongoing transactions, where the director is or ought reasonably to have been aware of the interest.

### Schedule 2 - Directors' and Officers' Liability Insurance Cover

- 1.1 All board members, directors, committee members, trustees, officers and employees are covered against liability incurred in their role under the Directors' and Officers' Liability Insurance Policy maintained by the Group. This cover is in place to protect both the Group and board, committee and staff members as individuals in the event that legal action is taken against them by third parties, resulting from "wrongful acts".

- |     |  |
|-----|--|
| 1.2 | "Wrongful acts" are breach of duty or trust, neglect, error, misstatement, omission, breach of warranty of authority, defamation, or any other wrongful act (but not dishonest or fraudulent acts) committed in the course of activities carried out for the Group and its subsidiaries.   |
| 1.3 | The policy covers outside directorships, where relevant, appropriate and necessary, for any individual acting as a director or officer within a third-party organisation with the agreement, and at the specific request of Riverside. The policy does not cover claims made against Riverside Scotland, only those made against directors for alleged wrongful acts carried out in their capacity as directors or officers. |
| 1.4 | An important requirement of the policy is that immediate notice should be given in writing of any claim against any board, committee or staff member, or the receipt of notice from any person of an intention to make such a claim. In order to ensure that they are covered by the policy, board and committee members should therefore inform the Company Secretary of any potential claim without delay.                 |
| 1.5 | A copy of the policy is available from the Governance Team.  |



## 5.11. Operational Performance Report

<b>Title:</b> Operational Performance Report – P11 2025	<b>Date:</b> 12/03/2025
<b>Author:</b> Jonathan Hulme, Projects and Planning Analyst	<b>Sponsor:</b> Diana MacLean, Managing Director
<b>Action:</b> Note	<b>Confidential:</b> Yes
<b>Appendices:</b> NA	<b>Reading Room:</b>
<b>Reg. Standard:</b> Standard 4.2 The governing body challenges and holds the senior officer to account for their performance in achieving the RSL's purpose and objectives	<b>ORP ref:</b> Our Riverside Way: Value - Managing our resources effectively, so that we can build more homes and deliver better services
<b>Strategic Risk ref:</b> R1 – Customer Experience – There are many factors which affect a customer's experience of the services we provide. Where these are within our control, we will not tolerate the risks which they pose and will act quickly to put in place plans and interventions to improve.	
<b>Consultation:</b> This report is not subject to consultation	

**Purpose and Action:**

The purpose of this report is to provide Board with an opportunity to review the Association's operational performance position as at the end of P11 2025.

**Executive Summary:**

The Board reviews operational performance at every meeting to ensure that services are being delivered effectively.

**1. Introduction**

Operational performance information is presented to Board at every meeting to provide an up-to-date position on service delivery. Board is asked to note and discuss current levels of performance.

**2. Discussion**

The key points to note from the performance analysis are:

- Our rolling 12 month satisfaction figure is sitting at 69.5% which has remained steady for the past few months. It is also higher than the figure of 68% from this time last year. There has been a 0.5% decrease from P10/P11. This dip is believed to be largely influenced by incomplete fence repairs with follow on work and an error in the satisfaction survey being sent out before complete. The asset team are working with colleagues from TRG to resolve this. Our complaints officer continues to contact any customers who note they are not satisfied to fully understand and resolve any issues
- Listening to Views has seen a decrease in performance from P10. A slight drop of 3.9% is being tackled with our Neighbourhood Plans. These have started in Pennyburn and Drongan with a steady response rate. More texts are being sent out to capture as much detail from customers as possible. WOTS and increase of social media posts, with links to surveys have also gone out. The 12 month figure for Listening to Views is 59.3% which is a decrease in performance found throughout the year.
- Current Arrears is currently sitting at £0.56M. There is a similar trend found when comparing the data to last year where they increase in January and drop off in February. [REDACTED]
- The Re-lets average for February was 33 days whilst the YTD at end of February was 30 days as we continue to work towards reducing re-let days closer to our target.

- Satisfaction with latest repair has increased to 71% in P11 from 69.2% in P10. This has been increasing incrementally each month due to the continued work of colleagues in partnership with out contractors.
- Repairs completed on time has increased from 89% in P10 to 90.1% in P11. The teams have been working with our contractors to ensure jobs are categorised correctly and all follow on work is completed in time to continue to improve our repairs completed on time.

### **3. Next Steps**

Board is asked to note the operational performance position as at P11 2025.

## 5.12. Equality & Diversity Strategy 2023-26

<b>Title:</b> Equality, Diversity & Inclusion Strategy 2023-26	<b>Date:</b> 19 March 2025
<b>Author:</b> Paul Dillon	<b>Sponsor:</b> Diana MacLean
<b>Action:</b> To Note	<b>Confidential:</b> No
<b>Appendices:</b> Appendix 1 - Riverside Scotland E,D&I Action Plan – March 2025 Update	<b>Convene Document Library:</b> N/A
<b>Reg. Standard 5:</b> The RSL conducts its affairs with honesty and integrity	<b>ORP ref:</b> People at our heart
<b>Strategic Risk ref:</b> R1: Customer Experience & R6 Governance and Regulation	
<b>Consultation:</b> This report was written in consultation with action plan activity owners	

## Purpose and Action:

This paper provides an update to the Riverside Group Equality, Diversity and Inclusion Strategy 2023-26, Riverside Scotland supplementary action plan.

## Recommendation:

The Board is asked:

- To note the contents of the Riverside Scotland supplementary action plan.

## 1 Background

- 1.1 In September 2023, The Riverside Group published the new Equality, Diversity & Inclusion Strategy, one of the strategies that underpins the delivery of the Corporate Plan for 2023-26. This document sets out specific objectives and measurable actions (with targets) which will drive the Group approach to ED&I over the next three years.

Board agreed to follow the Riverside Group strategy action plan and monitor progress against the plan on a 6-monthly basis.

Further to this, any Riverside Scotland-specific actions suggested by SMT or Board will be logged and updated on a supplementary action plan.

- 1.2 In its *Regulation of Social Housing in Scotland, Our Regulatory Framework*, the SHR has underlined the importance it places on equalities and human rights, by introducing a requirement for social landlords to:

- *Have assurance and evidence that it considers equality and human rights issues properly when making all of its decisions, in the design and review of internal and external policies, and in its day-to-day service delivery.*

## 2 Update

- 2.1 The action plan currently details 13 actions, the progress of these is as follows:

- 7 are green – completed/not being progressed
- 5 are amber (are within initial date and are in progress)
- 1 is blue (not started)

- 2.2 In November 2023, Board was presented with the Riverside Group E,D&I Strategy 2023-2026 and it was agreed that the Riverside Scotland action plan would be supplementary to the main actions across Group. The E,D&I Champion continues to work within the Champions network, attending quarterly forums and will implement any local actions needed from the main corporate plan.

### **3 Risk**

- 3.1 Failing to implement the EDI Policy could result in a number of significant risks arising including:
- reputational damage caused by not providing services equally to all parts of the community;
  - exposure to legal claims for unfair treatment;
  - not providing the right support to those who need it; and
  - not harnessing the skills of employees and the governance community.

**E,D & I Action Plan 2023-26**  
**Riverside Scotland Supplementary Actions**

KEY	Not Started
	In Progress
	Complete / not being progressed
	Overdue

Actions	Ref.	Description	Target Date	Revised Date	Owner	Comments & RAG
Website	1.1	Review the Equality, Diversity & Inclusion page on the Riverside website and replicate content on the Riverside Scotland website, taking account of local variations to legislation and regulation	<del>Mar-24</del>	Mar-25	P&P Team Marketing Team	The initial plan was for a new Riverside website where the current Group page would also apply to Riverside Scotland, therefore no need for a separate Scotland-specific page, however the website merge did not take place - any future updates will be reported. The current E,D&I Policy was adopted by Riverside Scotland Board in June 2022. Gender Identity and Trans Inclusion Policy adopted at November 2023 SMT as per the guidelines for People Policies. Riverside Scotland page links directly to Group page with full information.
Colleagues	2.1	We aim to introduce quarterly training sessions for all staff around the protected characteristics and how to engage with people who identify as having a protected characteristic	Mar-24		EDI Champion	Q1 - Lyn Bowker - Equality & Diversity Manager - will run an introductory session to EDI and the current strategy in June 2024 (over 1 or 2 sessions) Q2 - Update from PD to staff on EDI Issues Q3 - Mandatory People Hub EDI training in October Q4 - Update from PD to staff on EDI issues
	2.2	Recruit volunteer to serve as Equality, Diversity & Inclusion Champion, representing Riverside Scotland at the national forum and link in with the strategy implementation plan 2023-26	Mar-24		EDI Champion	Paul Dillon recruited as EDI Champion, induction session attended in Feb 2024. To discuss with EDI lead on how best to report the national updates and identify any Scotland-specific issues or actions - Lyn Bowker has provided the report to the Executive Directors, this will be incorporated into annual update to Riverside Scotland Board
	2.3	Increase personal data collection from staff and tenants	Mar-25		EDI Champion Leadership Team	Training session for staff had section on the importance of gathering diversity data and asked all attendees to access People Hub to input their data. Managers should also include this as a topic at team meetings. Added to agenda for Breakfast Meeting. EDI Champion to request report from People Services on the current status of data, to measure any increase - <b>report requested on 4th Feb from People Services, awaiting response</b>
	New	Riverside Scotland new deal to update the offering to colleagues, with equality at the heart of the improvements.	Dec-24		Leadership Team	Riverside Scotland deal introduced which further expands benefits across all diverse groups; enhanced parental leave, some public holidays non-date tied.
	New	People managers to be equipped to provide support to their team.	Mar-25		Leadership Team	Added to Leadership Team agenda for discussion, training to be arranged
	New	Customer facing colleagues are aware of disabilities and the religious and cultural needs of our customers	Mar-25		Leadership Team	Identify and develop Training requirements. EDI Champion to link in with Group EDI Manager for any information.

**E,D & I Action Plan 2023-26**  
**Riverside Scotland Supplementary Actions**

KEY	Not Started
	In Progress
	Complete / not being progressed
	Overdue

	New	EDI Champion will attend/highlight to management team any relevant training sessions which are advised via the EDI Group, and cascade any training or supplementary materials as supplied.	Dec-25		EDI Champion	Attended a session organised by EDI Group run by Stonewall Housing concerning LGBTQ+ Awareness/Experience of Housing/Homelessness. Forwarded a meeting invite for another session to the Leadership Team, and will cascade the information pack sent by Stonewall Housing after the session.
Networking / Group	3.1	Contact made with the Housing Diversity Network to make use of HDN membership	Mar-24		EDI Champion	Diana MacLean and Paul Dillon had an introductory meeting with Caroline Gitsam from HDN, who discussed the topic of an EDI network for Scottish Housing providers; this will be progressed over the next few months; PD attended the HDN Diversity in Board recruitment conference in April 2024, will look at any further events or training via HDN that we may be able to utilise
	3.2	P&P Team attended introductory training session on EDI Model for use across the business	<del>Mar-24</del>	Dec-24	EDI Champion	To cascade to Riverside Scotland managers for use going forward. This action item is not being progressed for the moment due to out of date data - the main EDI model data has not been updated since June 2023, however if this is updated at any point, the EDI Champion will cascade the details to the management team. In the meantime, the data will be cascaded to the Housing Managers for specific neighbourhood plans, to determine whether there is any benefit from it.
Customers	New	Update EIAs for all policies and processes			Leadership Team	Ongoing exercise as Policies come up for review.
	New	Review the data we hold, to develop Tenant Profiling exercise, to then agree on actions	Mar-25		Leadership Team	To be discussed at Leadership Team
	New	Aids & Adaptations - Implement new policy and procedures, with appropriate budgets established.	Mar-25		Leadership Team	Complete



8. Date of Next Meetings: 266th Board Meeting - Thursday 22 May 2025 at 5.30 pm at 44-46 Bank Street, Irvine, KA12 0LP and via MS Teams