

MEETING OF THE OSPREY HOUSING BOARD 21 February 2024 10:00 – WESTHILL OFFICE AND TEAMS

Present: Mike Scott, Director OH Board, Chair (MS)

Les Allan, Director OH Board: Vice Chair (LA)

Brian Watson, Director OH Board (BW)
Douglas Bodie, Director OH Board (DB)
Brian Topping, Director OH Board (BT)
Jonathan Young, Director OH Board (JY)
Alison Mitchell, Director OH Board (AM)
Rab Hepburn, Director OH Board (RH)
Stuart Robertson, Director OH Board (SR)
Simpson Buglass, Director OH Board (SB)

John Connelly, Director OH Board (JC) (via Teams)

Colin Hawkins, Director OH Board (CH)

Kay Diack, Director OH Board (KD) (via Teams) Niamh Johnstone, OH Board Apprentice (NJ) Lauren Allan, OH Board Apprentice (LaA)

Apologies: Raymond Edgar, Director OH Board (RE)

Claire Crawford, Director OH Board (CC)

Attending: Stacy Angus, Chief Executive Officer, Osprey (CEO)

Gary Walker, Director of Finance, Osprey (DOF)
Clare Ruxton, Director of Corporate Services (DCS)

Hugh Crothers, Director of Assets and Sustainability, Osprey (DAS)

Dan Thompson, Director of Housing Services, Osprey (DHS) Ryan Swan, Director of Assets and Sustainability, Osprey (DAS2) Sofia Redford, Corporate Services Officer, Osprey (CSO) (Minute)

Elaine Byrne, Consultant, Arneil Johnston, (EB) Item 5 only

Minute No	Subject	Action
1	Welcome and Apologies Apologies as noted above.	Chair
2	Declarations of Interest There were no changes to the standard declarations.	Chair
3 a	Minutes of meeting held on 22 November 2023 The minute of the Board meeting held on 22 November 2023 was agreed as a correct and accurate record.	Chair
	Approval of the minute was proposed by JY and seconded by RH.	
4	Matters Arising The final exit cost from SHAPS had been received - £121k. It is anticipated that this will be settled before the end of the current financial year however invoice has not yet been received.	Chair
5.	Presentation by Elaine Byrne, Arneil Johnston – Business Plan Review	
	CEO outlined the key decisions that were linked and underpinned within the cover report and associated appendices, the Business Plan and this year's budget approval requirements and introduced Elaine Byrne (EB) of Arneil Johnson (AJ).	
	EB informed the Board that Arneil Johnston had been commissioned to undertake a financial health check on the 2024/25 Business Plan to review the assumptions applied and the outcomes forecast for both the 5 and 30 year Business Plan in light of current economic and sector trends. This independent review provides the Board with assurance that the 2024/25 Budget and Baseline Business Plan has been based on realistic and prudent assumptions and evidences future viability.	
	Items considered were:	
	Rent affordability Baseline Business Plan Financial Viability Risk and Sensitivity Analysis	

Subject	Action
The Board noted that average rent for each property size sits below the current LHA for each of the 3 local authorities. Applying equalised income factors to 2023/24 average rents, with the exception of UC single adult households, all households devote less than 30% of income on rent and therefore are deemed affordable. The assumptions in relation to inflation (including rent increases), expenditure, investment profile, development programme, as well as debt profile, cash position, convenance compliance and the risk and scenarios were tested against the plan. Key outcome items noted:	
 New build houses add a significant amount to the Plan by boosting income over the 30 year period. Rent affordability position has improved from the previous year. Top priority for tenants as per the rent consultation is an effective repairs service. The cost for the Scottish Housing Net Zero Standard has been included in the Business Plan. There is currently no grant funding available but it has been recognised in the sector that only a few organisations have been able to viably incorporate the anticipated cost into their Business Plans. As a result, the investment per unit for Osprey over the next 30 years sits at £98K. Osprey is in a good position due to the relatively young age of its stock and at present 93% of properties have a grade C or above energy rating. OTRA have been engaged in the rent setting process and are in favour of the higher rent increase. The Business Plan includes 60 new build units per year for both year 1 (2024/25) and year 2 (2025/26) with a further 180 aspirational units split over the next three years. 	
The Board was asked to consider the presentation with a view to reach decisions relating to the short, medium, and long term viability of the Business Plan's commitment to deliver services, improvements and growth in line with the revised plan and take the following decisions:	
Approve a rent increase of 6.7% taking into account both the rent consultation outcomes and the benchmark and affordability data provided. The 6.7% rent increase to be applied from 1 April 2024 was proposed by JY and this was seconded by LA. BT proposed an amendment that a 5.7% rent increase be considered as the rent consultation had favoured a lower increase. The CEO reminded the Board that the rent consultation was not a vote and that a 5.7% increase this year would require CPI+ increases in the following 2 years	
	current LHA for each of the 3 local authorities. Applying equalised income factors to 2023/24 average rents, with the exception of UC single adult households, all households devote less than 30% of income on rent and therefore are deemed affordable. The assumptions in relation to inflation (including rent increases), expenditure, investment profile, development programme, as well as debt profile, cash position, convenance compliance and the risk and scenarios were tested against the plan. Key outcome items noted: • New build houses add a significant amount to the Plan by boosting income over the 30 year period. • Rent affordability position has improved from the previous year. • Top priority for tenants as per the rent consultation is an effective repairs service. • The cost for the Scottish Housing Net Zero Standard has been included in the Business Plan. There is currently no grant funding available but it has been recognised in the sector that only a few organisations have been able to viably incorporate the anticipated cost into their Business Plans. As a result, the investment per unit for Osprey over the next 30 years sits at £98K. • Osprey is in a good position due to the relatively young age of its stock and at present 93% of properties have a grade C or above energy rating. • OTRA have been engaged in the rent setting process and are in favour of the higher rent increase. • The Business Plan includes 60 new build units per year for both year 1 (2024/25) and year 2 (2025/26) with a further 180 aspirational units split over the next three years. The Board was asked to consider the presentation with a view to reach decisions relating to the short, medium, and long term viability of the Business Plan's commitment to deliver services, improvements and growth in line with the revised plan and take the following decisions: Approve a rent increase of 6.7% taking into account both the rent consultation outcomes and the benchmark and affordability data provided. The 6.7% rent increase to be applied fr

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	Whereas a 6.7% increase would assume CPI only in the following years. There was no further support for the amendment. The Board approved a 6.7% rent increase.	
5.2	Approve a cost of Living increase of 5% for all staff to be applied from 1 April 2024. The Board noted that this was in line with the recommendation from the Remuneration and R&G Committees. The Cost of Living increase was unanimously approved.	
5.3	Approve the Treasury Management Strategy for the financial year 2024/25. The Board noted that the strategy had been prepared in conjunction with the annual review of the TM Policy and was recommended for approval by the R&G Committee. The TM Strategy was unanimously approved.	
5.4	Approve the 2024/25 Budget The Board noted that the proposed budget had been scrutinised and recommended for approval by the R&G Committee and had been prepared on the basis of the forecast outcomes for 2023/24 and a comprehensive review of all income/expenditure for the year commencing April 2024. All costs had been reviewed in light of forecast expenditure trends in 2023/24 and representations made by Budget Holders.	
	Having considered and approved item 5.1, 5.2 and 5.3 the Board unanimously approved the 2024/25 Budget.	
6	Chief Executive's Report The CEO presented her report to enable the Board to address the following:	CEO
	 Being kept informed of progress against the overall Business Strategy, identifying emerging strategic considerations and highlighting any specific strategic and operational matters that may influence Business Plan objectives (not otherwise covered by a separate report). Approving and endorsing policies/strategies/new initiatives and noting key issues and outcomes from the committees. Highlighting any specific/new matters for assurance and risk consideration. 	

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	Decisions taken during the period under delegated authority through the fast-track process was considered for ratification under a separate agenda item.	CEO
	Policy/Strategy Approvals The following policies had been reviewed by the relevant committee(s) and recommended for approval:	
	 Complaints Maternity Paternity Retirement Redundancy Grading Review 	
	In addition, the Asset Management Strategy and Development Strategy had been considered and recommended for approval by the Housing Committee. CEO outlined the minor amendments to these documents that captured the outcomes agreed at the Strategy Day in October 2023.	
	The Board: • Unanimously approved the policies and strategies.	
	Committee Outcomes The Housing and Corporate Services Committees met on 31 January and the R&G Committee met on 14 February.	
	Corporate Services Committee – the following items were agreed and noted:	
	 Cyber Security – item 16 on the agenda IIP Update – item 17 on the agenda Health and Safety Update – item 19 on the agenda Board Member Appraisal - were being prepared for April Managing Tenancy Files Audit update – Agreed to delay the proposed re-audit to 25/26 internal audit programme Pay Protection Policy – Agreed to withdraw the policy Cost of Living Award – Supported a 5% increase to all staff 	
	Housing Committee – the following items were agreed and noted:	
	 Rent Consultation Income Management – In line with previous years trends, there had been an increase in rent arrears at the end of Q3 	

- Housing Management New procedures to cover management of ASB and Tenancy Changes
- **Funding** Funding amounting to £123K had been awarded by the Scottish Government with the majority going towards supporting tenants with their energy costs
- Voids and allocations Average re-let days had reduced to 23.9 days
- Tenant support report
- Housing Perks

The Board thanked the staff for the efforts in distributing the SG grant.

Resource and Governance Committee

All items considered were covered on the agenda for this meeting.

Performance

Overall Performance has remained consistent regarding the key income management indicators with a stability of arrears level and an improvement in void management.

There will be a revision to the recording of complaints to take into consideration often complex complaints with some elements upheld and other elements not. Percentage upheld is no longer an ARC indicator and now is an internal KPI.

The average days of reactive repairs had been reviewed back to the start of the financial year due to the outcome of a project to review this budget head and the works orders, completion dates, and invoice values.

Strategic / Business Planning Issues Board Self-Assessment and Appraisal Process 2024

The annual board member appraisals and board self assessments are due to get under way in the coming months. Linda Ewart to be approached for support during the self-assessment and appraisal process with a view to this being part of the assurance process for 2024.

Staff and Board Session Review of Outcomes (6 December 2023)

Key feedback and actions were reviewed with a copy of the outcomes attached for reference. Feedback this was a positive day and will seek to arrange similar on an annual basis.

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	Procurement update A review on the procurement process has been undertaken. In addition, Everwarm are reviewing all work completed to date in the recent contract for quality. A reviewed Procurement Policy and Strategy will be taken to the next governance cycle. Reactive Repairs — Tender and Budget Update	
	Three contractors have been awarded the Reactive Repairs contract from 1 April 2024 and implementation is underway.	
	Review of Moray Area Office Monitoring of the Moray office has shown that usage of the Elgin office is minimal with all staff being field based and this has raised a value for money question internally. SLT have discussed and agreed other options need to be considered whilst maintaining the service commitments of the transfer of engagements programme. A discussion was held, where the Board unanimously agreed for the SLT to pursue other options within the timescale of giving notice on the current office. The Board: • Approved the suite of policies highlighted above. • Considered and supported other key recommendations/proposals/actions highlighted in the report including the outcomes from each of the Committees. • Noted the report.	
7.	Development The CEO presented a report providing the Board with information regarding the progress at our current and potential New Build developments with full detail of timelines and financial performance of each development.	
	Development appraisals for sites at Countesswells, Laurencekirk and Peterhead were reviewed. As HAG offers were still outstanding for the first two developments the Board was asked to agree these in principle with approval to proceed if the HAG offer was received at the anticipated amount. Delegated authority to the Chairs Group on receipt of the HAG offer if it differs from what is applied for was agreed.	
	Following the issues experienced with Snowdrop Developments finally reaching an amicable resolution, they have now made contact with regard to consideration of an additional phase of properties at St Cyrus. A meeting was due to take place to discuss the potential to continue the working relationship and progress with phase 2. Having considered the proposal the SLT had agreed that progressing with	

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	phase 2 was preferable on the caveat that there are now better customer service processes in place and that specifics can be included in the contract to ensure that any defect can be dealt with by our own contractors if needed. CEO sought feedback from the Board to support this approach, given the previous agreement not to continue developing with Snowdrop after the last retention issues. The Board supported this on the agreement that the contract reflects Osprey's preferred way to deal with defects and retention sums.	
	 The Committee: Noted the contents of the report. Endorsed the development appraisals outlined and agreed relevant delegated authority. 	
8	Risk Register Review The CEO presented a report providing the Board with the opportunity to update the Osprey Risk Register.	CEO
	The Board noted that the SHR had published their annual risk statement. The key risk they will focus on this year are:	
	 Homelessness Performance in delivering services Development Quality of homes Tenant and resident safety Financial health of RSLs Good governance of RSLs 	
	The Board noted that the register had been reviewed by the SLT and the relevant Committees and the following changes were proposed:	
	 Strategic Risks SR2 updated to reflect reputational impact more accurately from a tenant and partner perspective. SR4 updated to reflect that we now have a Cyber Security Action Plan in place, and this is now reported regularly through the governance cycle. Update of likelihood from 5 to 7 – remains Amber. SR5 updated to reflect the published consultation on EESSH2 now called the Social Housing Net Zero Standard. SR1 and SR6 descriptions made more specific to separate workplace H&S from tenant and resident safety and the different relevant mitigations and controls for each. 	

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	 Financial Viability FV1 (Inadequate Financial Planning) and previous FV2 (Income deficit leading to service failures) are now combined as they have the same mitigations and controls for both and the organisational impact of both would be the same. Likelihood increased from 4 to 5 given pressures on Business plan. FV2 – increase likelihood from 5 to 6 following issues round the maintenance budgeting and accrual impacts. FV5 – Pension deficit – now no longer a risk and propose to remove from Register. FV6 now split into two distinct risks. Outlining the overall financial and organisational risk of development separately from the risk of individual developers' insolvency. Mitigations and controls are different and are now noted individually as FV4 and FV5 with proposed individual risk scores. FV 4 (Insufficient Liquidity) and previous FV7 (Treasury Management) are now combined into one risk due to their mitigations and controls being the same and the impact on the organisation being equal. FV8 – the unknown impact of EESSH2 – this has been combined into Stretzeig Bisk OF 	
	Asset Management AM2 – This risk has been amended to specifically address tenant and resident safety which is a key aspect of compliance and assurance. The mitigations and controls have been updated to support this risk more specifically. Scoring amended to reflect that the impact of this is high albeit we have robust processes in place. AM3 – previously specifically noted void costs however this has been widened out to include all repair, maintenance, void and property related costs taking into account the impact of inflation on all costs. Change to scoring making this an Amber risk due to impact of costs on budget and longer-term business planning. AM4 (former) – this referred to stakeholder intervention (SHR/Lenders) this has now been fully incorporated into the strategic and financial risks and removed from Asset specifically. AM4 (new) – renumbered to now refer to weather related incidents – these have become more common and considerations within Asset Strategy to any planned mitigating actions required. Scoring updated due to increased regularity of storm incidents.	
	Housing Management O HM1 - terminology updated to more specifically identify the impact of income management on the organisation and update the controls and mitigations accordingly. Likelihood increased to reflect pressure on income management.	

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	 HM3 – terminology updated to reflect current sector potential challenges from a political or legislative perspective. Scoring reduced as there are no imminent changes to policy that will directly impact – e.g. welfare reform/UC migration no longer a risk, emergency legislation ending March 2024. HM4 – this previously referred quite specifically to the impact of voids. However, this has been widened to capture the workload impact of debt recovery which is more challenging due to cost of living and managing ASB cases which can be a significant bearing on officer time. 	
	 Corporate and Governance Updated mitigations and controls to capture the ongoing work being done to manage and mitigate these risks effectively. No proposed changes to risks or the associated scoring. 	
9.	Social Housing Net Zero Standard – Consultation Submission The CEO presented a report on behalf of the Sustainability Officer outlining the details of the Scottish Government's consultation on the proposed Social Housing Net Zero Standard and Osprey's proposed response. The Board reviewed the response and recommended an expansion of the question 1 answer to recommend that PV panels should be recognised as fabric efficiency.	CEO
	The Board:	
	 Noted the contents of the report. Endorsed Osprey's fabric first approach to energy efficiency improvement, particularly focused on homes rated D or below. Endorsed the current approach to the replacement of off gas heating systems with air source heat pumps. Agreed that making a decision regarding the replacement of gas heating systems should be aligned with the business plan accordingly and form part of the Asset Strategy from 2025 on publication of the finalised guidance. Commended the Sustainability Officer on their work on this project to date. 	

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10.	KPI Targets - 2024/25 The CEO presented the proposed KPIs for the 2024/25 financial year.	CEO
	The Board noted that some minor amendments have been undertaken from the 2023/24 targets, with new performance indicators introduced for complaints handling, cyber security and long-term sickness absence had been added. Financial targets are in line with the approved Budget.	
	The Board: • Approved the proposed KPIs for 2024/25.	
11.	Rent Restructure – Project Proposal and Timeline The CEO presented a report providing the Board with the opportunity to review the proposed Rent Restructure project. The restructure should have no financial impact on the organisation however there are potential reputational impacts to consider.	
	The Board noted that the current rent structure has been identified as being overly detailed and no longer links to our property data. The rent structure needs to be simplified and should result in a fairer outcome for tenants based on affordability.	
	The Board further noted that OTRA will be consulted throughout the process.	
	CEO requested that the initial criteria being proposed are endorsed in principle to allow SLT to take this away and complete a tenant impact assessment. This will be presented to the May board where the timeline for implementation will be proposed.	
	 Discussed and considered the contents of the report. Reviewed and agreed the proposed criteria to allow a full tenant impact assessment to be carried out. Recommended that a timescale should be agreed at the May Board following completion of the impact assessment. 	
	Items for Discussion/Consideration	
12.	Performance Results (Q3 2023/24) The CEO presented the Q3 KPI performance figures.	CEO
	The Board noted that the Q3 figures had been reviewed in detail by the relevant Committees with exceptions being reported to the Board.	
	The Board: Noted the Q3 results.	

The DOF presented his report detailing the financial outcomes for the quarter ended 31 December 2023. The results for the period are satisfactory with a number of areas ahead of budget. Rental income is broadly in line with budget with delays to new build developments and void properties being brought out of debit are offset by lower levels of void rent loss. Other income includes the dividend received from OIL of £340k. Bank interest is lower than anticipated due to lower levels of cash balances being maintained through active treasury management to minimise the requirement to draw down further loan debt during this period of high interest rates. Overall expenditure is in line with budget expectations. Areas worthy of consideration: Reactive maintenance costs are £96k above budget, despite increasing the budget by £200k at the end of the last quarter. Work continues with regards to this item and is covered under a separate report – see agenda item 12. Void maintenance costs are in line with the increased budget. Loss on disposal of assets costs exceed budget due to the high volume of component renewals being undertaken. These renewals are for items that are not fully depreciated due to the policy adopted during the introduction of component accounting in 2010. This is a non cash item. Adaptation expenditure is expected to be £100k for the full year. Additional Tenant Participation costs are offset by grant funding shown under other income. Other costs relate to the funds lost during the recent phishing/cyber scam and a small amount of late OIL costs. Bad Debt provision remains lower than expected reflecting the ongoing excellent performance in arrears management. However, there is a considerable volume of rechargeable repair
 invoices to be issued in the next quarter that will require significant bad debt provision. Therefore, the year end forecast remains unchanged from budget. Loan interest remains ahead of budget due to active treasury management as previously stated. The BoE base rate remained at 5.25% in December, unchanged from September. It is now believed to have peaked and a 25bps

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	 Inflation is currently 4% and is likely to remain above the government target of 2% for the remainder of the calendar year. 	
	There is currently only one development on site, and it is in line with cost expectations. A detailed analysis of all projects is provided under agenda item 7.	
	There remains £22M available via the Revolving Credit Facility to fund further development activities. No further drawdowns are planned in the remainder of this financial year.	
	The balance sheet continues to strengthen with net reserves of £32.2M and cash balances of £2.3M.	
	The quarter end results are covenant compliant.	
	The Board: • Considered and discussed the contents of the report.	
14.	OIL - Verbal Update The CEO informed the Board that: OIL bank accounts had now been closed. Osprey VAT group is being de-registered.	CEO
	 Process to strike OIL off Companies House is underway. The Board: Noted the position. 	
15.	Asset Management Report The DAS presented a report updating the Board of the current progress in various major items of work that the Asset Department is progressing.	DAS
	The tender process for the Response Repairs contracts 2024/27 had concluded in December 2023 and four area contracts had been awarded to three different contractors, 1Call, Maskame and Tait, and Heatcare.	
	Overall, the outcomes represent a 1~2% increase on the Schedule of Rates costs over 2023/24 costs, which was less than initially anticipated.	
	The Board: • Noted the contents of the report.	

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16.	Cyber Security The DCS presented a paper to inform the Board on the progress being made to address cyber security issues.	CEO
	The Board noted that work had continued towards completing the action outlined on the Cyber Security Action plan as follows and had included both staff and Board members:	
	 MAM policy introduction to staff members KnowB4 software and training installed Cyber Essentials Plus accreditation to be prepared 	
	The Board: • Noted and discussed the contents of the report.	
17	IIP Assessment Outcome The DCS presented a report updating the Board on the progress achieved by Osprey in our IIP accreditation.	DCS
	The Board was reminded that the IIP assessment had taken place during November 2023 and was the final assessment of the three year cycle towards our aim of achieving Platinum Standard.	
	The result was an improvement on the previous assessment however disappointingly fell short of Platinum Standard. Work had already commenced on areas highlighted in the outcome report to ensure continuing improvement.	
	 The Board: Noted the contents of the report. Reaffirmed the commitment to attaining the Platinum Standard in the next assessment. 	
18.	Internal Audit – Timeline and 3 year planning – Verbal update The CEO gave a verbal update on the current internal audit programme.	CEO
	The Board was reminded that a number of issues had been highlighted in the internal audit of digital tenancy files during the last financial year. During the audit three control assessment objectives were deemed 'amber' and therefore did not fully achieve the control objectives of the audit requirements. Subsequently a deadline of March 2024 was set to implement required improvements followed by a re-audit in approx. September 2024 to ensure the corrective actions recommended had been implemented and were effective.	

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	As work progressed on the areas of action required it had become evident that there was more supplementary work involved than first envisaged. Therefore to achieve the required outcomes and apply to our complete digital filing systems and not just the tenancy files, the original timescale requires extending. A new completion date of November 2024 was proposed with the re-audit to be carried out during 2025/26. The Board noted that the extended timescale had been reviewed and approved by the Housing, Corporate Services, and R&G Committees.	
	In addition, the Board noted that two internal audits will be carried out during Q4 of 2023-24 and these will be shared with the next governance cycle:	
	AllocationsThe life of a works order	
	 The Board: Endorsed the extended timeline for the completion of the actions from the Digital Files audit. Noted the Q4 internal audits to be carried out. 	
19.	Health & Safety Update The CSO provided a full overview of current Health and Safety arrangements.	CSO
	 Accidents and incidents reported during the quarter. The meetings of the H&S Committee A Covid 19 outbreak that had affected a number of staff and Board members following the 6 December session and the actions taken to mitigate spread of the infection. 	
	The Board: • Noted the contents of the report.	
20	Conference / Training Events CIH Housing Festival – Due to take place early March in Glasgow with a number of Board and staff members attending.	All
	RIHAF Conference – Due to take place in October in Dundee.	
	The Board:	
	Noted the position.	

Minute No	Subject	Action
21	AOCB SHR Regulatory Framework – An updated framework had been published and shared with the Board. CEO to review initially and incorporate into the governance action plan as necessary.	CEO
23	Date of next meeting Wednesday 29 May 2024 at 10:00 – Hybrid: In Office / Teams	

The meeting closed at 13:00

Signed: Mike Scott Date: 29 May 2024