

OFFICIAL MINUTES

NOTE TO READER:

SBHA publishes the minutes of its Board of Management meetings, unless it considers, at the time of publication, that the minutes or part of the minute are exempt from disclosure under the Freedom of Information (Scotland) Act 2002. Where minutes or part of the minutes are not published, this is noted in these minutes.

MEETING: SBHA BOARD OF MANAGEMENT

DATE: 11.09.25	TIME: 7.45pm	VENUE: Head Office
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PRESENT: Ian McDonald - Chair (IMcD)
Michael Levack – Board Member (ML)
David Bell – Board Member (DB)
Philippa Brosnan– Board Member (PB)
Tracey Glover – Board Member (TG)
Ray Licence – Board Member (RL)
Robin Dodyk – Board Member (RD)
Melissa Fogwill – Board Member (MF)

IN ATTENDANCE: Julia Mulloy - Chief Executive (CE)
Maria Lyle - Chief Operating Officer (CO)
Carly Stewart - Director of Finance (DoF)
Caroline Purcell – Director of Property Services (DPS)
Susan McDonald – Director of Customer Services (DCS)
Rachel Dickson – Head of People (RD)
Catriona Notman - Governance Officer (GO & minute-taker)

The DoF opened the meeting at 7.38pm and welcomed all, explaining that the Chair will take over leading the meeting from Item 4.0.

1.0 Apologies for absence

Apologies were received in advance of the meeting from Board Members, Matt Foreman and Michael Grieve.

2.0 Welcome to new Board Members

The Board congratulated both MF and PB on their respective election and re-election to the Board.

3.0 Declarations of Interest

Item 4.0 – IMcD in relation to the appointment of Chair and PB on appointment of Convenor of Audit & Compliance. Both did not take part in the votes.

4.0 Election of Office Bearers

4.1 Chairperson: The DoF reminded the Board that following the recruitment process, at its meeting on 29 May 2025 the Board had agreed that IMcD is appointed as Chair upon the retiral of Robin Hill at the AGM. The Board then formally and unanimously agreed IMcD's appointment as Chair.

The DoF congratulated IMcD who then assumed the Chair.

- 4.2 Convenor of Audit & Compliance: The Chair advised that the recruitment process for the role of Convenor of Audit & Compliance Sub-Committee had concluded. It was explained that independent advice and scrutiny of the process had been provided by Altair. The Board agreed the appointment of PB as Convenor of the Audit & Compliance Sub-Committee, as recommended by the Recruitment Panel.
- 4.3 Vice Chair: The Board agreed that RD be appointed as Vice Chair and consequently Convenor of the Remuneration & Nominations Sub-Committee in accordance with Section 7.9 of SBHA's Standing Orders.
- 4.4 Convenor of Customer Board: The Chair proposed ML as Convenor of the Customer Board and this was unanimously agreed.

5.0 Board Membership of Sub Committees

The Board considered Board Member nominations for the Sub-Committees and agreed the following:

Audit & Compliance	Customer Board	Remuneration & Nominations	SBHA Plus
Board Members			
Convenor Philippa Brosnan	Convenor Michael Levack	Convenor Robin Dodyk	Chair Michael Grieve
Michael Grieve	Tracey Glover	Tracey Glover	Michael Levack
David Bell	Ray Licence	Philippa Brosnan	Robin Dodyk
Melissa Fogwill	Matt Foreman	vacancy	vacancy
Independent Members			
Vacancy	Suzan Brown		Britt Veirup
	Margaret Graham		
	vacancy		

Discussion was then held on the risk of quoracy for Board meetings and the CO reminded the Board that at least four Board Members must be present, with a majority of the Board Members present being Elected Committee Members (Rule 48) for the meeting to take place. Members were advised that there remained a Tenant Member and Appointed Member vacancy on the Board post-AGM and it was agreed that a potential Rule change be explored to mitigate this risk. The CO presented the Board Membership by category and proposed for members to consider moving PB from an elected post to an Appointed Member, following appointment as Convenor of Audit & Compliance Sub-Committee. A show of hands unanimously agreed to appoint PB. A casual elected Non-Tenant member vacancy remains until the 2026 AGM.

RECOMMENDATION: The Board agreed to:

- a) appoint PB to the Appointed Board Member vacancy, creating a Non-Tenant Elected vacancy
- b) progress recruitment to the Board Member vacancies – co-opted member to the Tenant Elected category and casual appointment to the Non-Tenant Elected member vacancy.

6.0 Meeting Dates Proposed 2026-27

The CO presented the proposed governance meeting schedule, highlighting the schedule had been extended to 18-months reflecting feedback received from Board Members through the annual Board Appraisal process. The Board approved the proposed dates. The GO will issue meeting invitations and Board Members will notify the GO in advance of any unsuitable dates so that meetings can be rescheduled as necessary.

7.0 Annual Assurance Statement

The Board considered its Annual Assurance Statement (AAS) and the 2025 Assurance Improvement Action Plan. The CO explained that the draft AAS was based on the review of the self-assessment framework and evidence bank by the Governance Working Group - comprising of Board Members and supported by Executive Team. The Working Group had also reflected on the Scottish Housing Regulator's Thematic Review of Annual Assurance Statements published in August 2025.

Members were advised the action plan had been revised to reflect ongoing improvement actions.

RECOMMENDATIONS: The Board of Management:

- a) considered and agreed the 2025 Annual Assurance Statement for signing by the Chair and submitting to the SHR by 31 October 2025; and
- b) approved the 2025 Assurance Improvement Action Plan.

8.0 Board of Management Away Day

Minute of discussion on this Agenda Item redacted

9.0 Board Reflection

No items were discussed.

10.0 Any Other Competent Business

Minute of discussion on this Agenda Item redacted

11.0 Date of the next meeting: 30-31 October 2025 – Residential Board Away Day

The Chair thanked all Members for their attendance and contribution, closing the meeting at 8.13pm.