

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: 21.08.25	TIME: 5.30pm	VENUE: Head Office, Selkirk and via Teams
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PRESENT: In Person

Robin Hill - Chair (RH)
Philippa Brosnan – Board Member (PB)
Matt Foreman – Board Member (MBF)
David Bell – Board Member (DB)
Ray Licence – Board Member (RL)
Linda McKenna – SHR Observer (LMcK)
Kevin Gavigan – SHR Observer (KG)
Peter Freer – Allia C&C (PF) – *for part*

Virtually via Teams

Ian McDonald - Board Member (IMcD)
Michael Levack – Board Member (ML)
Tracey Glover – Board Member (TG)
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)
Emma Garry – Director of Development (DoD) – *for part*
David Fletcher – *Interim Director of Development (IDoD) – for part*
Catriona Notman - Governance Officer (GO) - *minute-taker*

The Chair opened the meeting at 5.30pm and welcomed all in attendance. Chair introduced LMcK & KG from Scottish Housing Regulator (SHR), PF from Allia C&C and IDoD to the meeting and extended the Board's welcome for their attendance.

1.0 Apologies for absence

Apologies were received in advance of the meeting from Board Member Michael Grieve and from team member Rachel Dickson.

2.0 Declarations of Interest

Declarations of Interest were received from PB & MF for item 4.4 (iii).

5.0 Development Programme - Progress Update (P&C)

Minute of discussion on this Agenda Item redacted

5.37pm - ML joined the meeting

A Minute of discussion on this Agenda Item redacted

RECOMMENDATION: The Board of Management:

Minute of discussion on this Agenda Item redacted

RH thanked EG for her contribution and dedication in delivering an excellent Development Plan during her time with SBHA. Reflection was given as to how far the development plan had progressed during her tenure and on behalf of the Board wished her well for the future.

6.24pm - EG & DF left the meeting

3.0 FINANCE REPORT (P&C)

3.1 Annual Treasury Strategy

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS: Board Members:

Minute of discussion on this Agenda Item redacted

6.43pm – PF left the meeting

3.1 Financial Monitoring Q1 2025-26 (P&C)

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS: The Board of Management:

Minute of discussion on this Agenda Item redacted

3.3 Audited Financial Statements for year ended 31 March 2025

The DoF presented this report advising members that the Audit and Compliance Sub-Committee had scrutinised the audit report and the accounts. It was confirmed that RSM UK presented a clean audit report with no adjustments required. It was further advised that TIAA, SBHA's internal auditor, presented their report in June 2025 confirming that SBHA has effective risk internal financial control and processes in place.

Minute of discussion on this Agenda Item redacted

Members thanked the DoF and Finance Team for obtaining a clean audit report.

RECOMMENDATIONS: Board Members:

- a) approved the attached draft Financial Statements and recommending that they be adopted by the Annual General Meeting
- b) authorised the appropriate Members of the Board of Management to sign the Financial Statements and Letter of Representation on behalf of the Association; and
- c) proposed at the 2025 AGM that RSM UK be re-appointed as SBHA's External Auditor

3.4 SHR Annual Financial Statements Return

The DOF presented the report advising members that the figures contained in the report reflected the figures in the audited accounts. It was highlighted the submission was due by 30th September 2025, as were the financial statements and audit report for SBHA and SBHA Plus, for upload to the Scottish Housing Regulator's landlord portal.

RECOMMENDATION: The Board of Management authorised the Annual Financial Statements return and for them to be signed as approved by the Director of Finance.

3.5 Procurement Annual Report to Scottish Ministers

Minute of discussion on this Agenda Item redacted

Members noted the work involved to complete this comprehensive report.

RECOMMENDATION: Board Members approved SBHA's Annual Procurement report for 2024-25

4.0 Board Operational Report

4.1 Strategic Projects - Battery Project Update

The CEO delivered this report highlighting the positive media coverage of this pilot scheme, with the Deputy First Minister attending the launch event and highlighting the project's strategic importance.

RECOMMENDATION: The Board of Management noted the progress of the Battery Storage project.

4.2 *Minute of discussion on this Agenda Item redacted*

Minute of discussion on this Agenda Item redacted

RECOMMENDATION: *Minute of discussion on this Agenda Item redacted*

4.3 Legal Case Update (P&C)

Minute of discussion on this Agenda Item redacted

RECOMMENDATION: *Minute of discussion on this Agenda Item redacted*

4.4 General Governance Update Report

(i) Governance Working Group

The CO advised that a Governance Working Group would be formed to support preparation of the draft of the 2025 Annual Assurance Statement. The Working Group would recommend next steps for approval and submission by 31 October 2025, with the Statement expected to be presented to members at the post-AGM Board meeting in September 2025.

Board Members agreed that IMcD, PB and MBF will form the working group.

RECOMMENDATION: The Board agreed to the approach to preparing the 2025 Annual Assurance Statement.

(ii) 2025 Annual General Meeting

It was confirmed the Annual General Meeting (AGM) would be held on 11th September 2025. The number of Shareholders was 130 meaning a quoracy of 13 shareholding members.

RECOMMENDATION: The Board of Management noted that the AGM will be held on 11th September 2025 at 6.30pm followed by a Board meeting.

(iii) Governance Recruitment & Succession Planning

The CO advised that PB is approaching the end of a 3-year term and MF is currently co-opted and required to stand down at the AGM. Members unanimously agreed that both were eligible to stand for election at the AGM. No further nominations were received for the three vacancies. There were fewer Members standing than vacancies and no ballot would be required. Both Members are Non-Tenants and whilst one would fill the Non-Tenant vacancy, the second Member could fill a Tenant Vacancy as per rule 40.2.

RECOMMENDATION: The Board of Management agreed that MF is eligible to stand for election to the Board at the AGM.

(iv) Recruitment to the Role of Convenor of A&C

The CO advised Members that recruitment for this vacancy is progressing and interviews were planned for 25th August 2025. It was expected that Board Members will be asked to consider the recruitment panel's recommendation at the Board meeting following the AGM on 11th September 2025

RECOMMENDATION: Board Members noted the progress for the recruitment of the Convenor of Audit & Compliance.

(v) Rule 68

Members were given an overview of the requirements of Rule 68 of SBHA Rules.

RECOMMENDATION: The Board noted that the Secretary has confirmed that Rule 62-67 has been complied with in the financial year 2024-25.

(vi) Proposed Entitlements, Payments and Benefit – *Private & Confidential*

The CO presented one offer of tenancy that had been approved in principle by Chair since the last Board meeting.

RECOMMENDATION: Board Members ratified the Chair's decision to approve the offer of tenancy as reported

(vii) Applications for Shareholding Membership – *P&C*

No new shareholding applications have been received.

(viii) Notifiable Events

One Notifiable Event since the last Board Meeting. SHR have closed the event.

(ix) Governance, Regulation and Policy Publication

There were no discussions on this item

4.5 Key Performance Indicator Report Quarter 1 2025-26

Members discussed the Damp and Mould indicators and were advised that the new Damp, Mould and Condensation Policy would be presented to the Customer Board Sub-Committee for review and approval in September 2025. Within the new policy, the timescales for undertaking damp and mould inspections are being varied to take into account a triage process, which will assess vulnerabilities to determine the priority of cases. CO confirmed that Scottish Housing Network have started to produce quarterly benchmarking reports which would enable SBHA to compare against peer groups. The Board noted that the number of

cases will likely start to rise in the winter months and welcomed the adoption of the triage approach.

Members expressed concern about the rise in cases of eviction. *Minute of discussion on this Agenda Item redacted*

RECOMMENDATION: The Board commented on the Key Performance Indicator outcomes for Quarter 1 2025-26

7.30pm The Chair advised that the meeting had reached two hours and the Board of Management agreed to continue.

6.0 Governance Meeting Cycle

6.1 Minutes of the Board of Management meeting 29th May 2025

The minutes of the Board of Management meeting held on the 29 May 2025 were approved as a true and accurate record, proposed by RH and seconded by IMcD.

(i) Matters Arising from the Minutes

Item 10.0 – People Update (P&C)

Minute of discussion on this Agenda Item redacted

(ii) Minutes Held Under Separate Cover

The minutes held under separate cover of the Board of Management meeting held on the 29th May 2025 were approved as a true and accurate record, proposed by RH and seconded by IMcD.

6.2 Minutes of the Chairs Group meeting 16th July 2025

6.3 Minutes of the Audit & Compliance Sub-Committee meeting 25th June 2025

6.4 Minutes of the Customer Board Sub-Committee meeting 4th June 2025

6.5 Minutes of the Remuneration & Nominations Sub-Committee meeting on 1st July 2025

6.6 Minutes of SBHA Plus 25th June 2025

The minutes from items 6.2 – 6.6 were all noted.

7.0 Board Reflection

RH took the opportunity to thank the Board Members and the Executive team for their support during his tenure as he would be stepping down after the AGM. He reflected that he had been Chair through COVID, Cost of Living Crises and Rent Controls, and whilst it had been challenging, he felt the Board & the Organisation had come a long way. RH reiterated it was very clear the team are committed to the success of SBHA, and especially to the Tenants. RH thanked the CE and gave best wishes to all for the future.

CE on behalf of the Executive team thanked RH for his incredible support and dedication.

8.0 Any Other Competent Business

9.0 Date of the next meeting: 11 September 2025

The Chair thanked all Members for their attendance and contribution and thanked LMck and KG for observing the meeting this evening. The meeting was closed at 7.36pm.