

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

Philippa Brosnan – Board Member (PB)
David Bell – Board Member (DB)
Robin Dodyk – Board Member (RD)
Rob Brittain – Board Member (RB)

Virtually via Teams

Ian McDonald - Chair (IMcD)
Michael Levack – Board Member (ML)
Matt Foreman – Board Member (MBF)
Tracey Glover – Board Member (TG)
Michael Grieve – Board Member (MG)
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)
David Chalmers – Director of Development (DoD)
Rachel Dickson – Head of People (HoP)
Catriona Notman - Governance Officer (GO) - *minute-taker*
Via teams: Susan McDonald – Director of Customer Services (DCS)

The Chair opened the meeting at 5.37pm and welcomed all in attendance. Congratulations were passed on behalf of the Board to CO on successful appointment to Chief Executive Designate and a warm welcome was extended to DoD to attendance at his first Board Meeting.

1.0 Standard Items

1.1 Apologies for absence

There were none.

1.2 Declarations of Interest

Declarations of Interest were noted for SBHA team members on item 3.0 and 7.0.

1.3 Shareholding Membership – Private and Confidential

A declaration of interest was noted by RB for this item; RB was not involved in discussions.

The CO presented one shareholding application for membership (Rule 7.4).

RECOMMENDATION: The Board of Management approved the application for shareholding membership as noted.

Chair congratulated RB on joining the Board and welcomed him to his first full Board Meeting.

2.0 NEC Enterprise Assets Project Update – Private and Confidential

Minute of discussion on this Agenda Item redacted

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

3.0 Minute of discussion on this Agenda Item redacted – Private and Confidential

Minute of discussion on this Agenda Item redacted

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

4.0 Finance Report – Private and Confidential

4.1 Financial Performance Q3 2026-27

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS: The Board of Management:

- a) noted the Management Accounts as detailed in Appendices 4.1 of the report;
- b) approved the write-offs in Appendix 4.1h.

4.2 SBHA Business Plan & Budget 2026-27

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS: The Board considered and approved:

- a) SBHA's 2026-27 Budget in Appendix 4.2a1-7;
- b) SBHA's 2026-27 30-year Business Plan in Appendix 4.2b1-5.

4.3 Strategic Risk Review

The DoF presented this report and gave an overview of the Strategic Risk Scoring Heatmap and an overview of the changes since the last report. It was confirmed that there were no major changes.

Members discussed risk appetite and it was agreed that a follow up session on risk appetite would be arranged and further work undertaken with the Audit & Compliance Sub-Committee to review wording of the risk categories to ensure they remain fit for purpose and include new risks such as the use of Artificial Intelligence (AI) and this led to a broader discussion on the management of risks around AI.

Members were advised that Scottish Government guidance in relation to Awaab's Law is still in progress.

RECOMMENDATION: The Board considered and approved SBHA's Strategic Risks as detailed in Appendix 4.3a.

4.4 SBBS Ltd - Closure

The DoF presented an overview of the background and the explanation why this dormant company was being presented to Board to obtain approval for its closure. An explanation of the floating charge was advised and that following the successful completion of the closure, a Notifiable Event would be submitted to the Scottish Housing Regulator.

RECOMMENDATIONS: The Board approved that:

- a) the floating charge can be marked as satisfied; and
- b) SBBS be wound up and the appropriate Companies House forms be electronically signed by the Chair and Company Secretary the Chair sign a minute reflecting this decision, which will be prepared by *Minute of discussion on this Agenda Item redacted*

5.0 Review of Rule 48 – Quoracy Requirements

The CE presented this report confirming that a review had previously been requested from Members on mitigation of the quoracy risks encountered by the Board. Legal advice was obtained and six potential options were presented to Members.

Members discussed the current quoracy risks that had required appointed members to observe meetings and that this risk had occurred on many occasions previously. It was unanimously agreed that this was a complex matter and all members fully supported the removal of the membership category requirements as detailed in option 1.

Discussions continued into the recruitment of more Tenant board members and the longer-term approach to expanding remuneration and it was agreed this would be explored in the future.

RECOMMENDATION: The Board of Management considered the options for addressing the quoracy rules for Board Meetings in Rule 48 and the associated risks. Board Members confirmed their preferred option as Option 1 - Remove the membership category quoracy requirement at Rule 48 and authorised the Chief Executive to progress appropriate action.

6.0 Development Programme 2026-27 – Private and Confidential

Minute of discussion on this Agenda Item redacted

7.0 People Update

7.30pm – GO left the meeting

7.31pm The Chair advised that the meeting had reached two hours and the Board of Management agreed to continue.

Minute of this item is held under separate cover

7.43pm – GO returned to the meeting

8.0 Buy Back, Property, Land – Purchase and Sale Policy

DoP confirmed that individual members had confirmed approval by email and the meeting was requested to ratify that approval.

RECOMMENDATION – Board of Management ratified the decision to approve the revised Property & Land – Purchase & Sale Policy

9.0 Minutes of the Board of Management meetings

4 December 2025 - The minutes of the Board of Management meeting held on the 4 December 2025 were approved as a true and accurate record, proposed by DB and seconded by RD

11 February 2026 - The minutes of the Special Board of Management meeting held on the 11 February 2026 were approved as a true and accurate record, proposed by MG and seconded by PB

9.1 Matters Arising

There were no matters arising.

10.0 Minutes of the Chairs Group meetings

The minutes of Chairs Group meetings on 16th December 2025, 13th and 29th January 2026 were noted.

11.0 Board reflection

There were no discussions for this item.

12.0 Any Other Competent Business

The CE advised that the handover to CO as the new Chief Executive was now in progress and more formal transition arrangements would take place from mid-April onwards.

13.0 Date of Next Meeting – 19 March 2026

The Chair thanked all Members for their attendance and contribution. The meeting was closed at 7.48pm.