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: 28.05.26	**TIME: 4.30pm**	**VENUE: Townhouse, Melrose and via Teams**

PRESENT: **In Person**
Ian McDonald - Chair (IMcD)
Matt Foreman – Board Member (MBF)
Philippa Brosnan – Board Member (PB)
Robin Dodyk – Board Member (RD)

Virtually via Teams
Melissa Fogwill – Board Member (MF)

IN ATTENDANCE: Peter Freer - Allia C&C – (PF) for part

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)
Susan McDonald – Director of Customer Services (DCS)
Rachel Dickson – Head of People (HoP)
Catriona Notman - Governance Officer (GO) - *minute-taker*

The Chair opened the meeting at 4.37pm and welcomed all in attendance.

1.0 Apologies for absence

Apologies were received in advance of the meeting from Board Members: Michael Levack, Tracey Glover, Michael Grieve, David Bell and Rob Brittain

2.0 Declarations of Interest

Declarations of Interest were noted for SBHA team members at Item 3.4 & 5.0; and Board members MG, MBF and RB at Item 4.3 (ii).

3.0 Finance Report – Private and Confidential

3.1 Annual Treasury Management Strategy

Minute of discussion on this Agenda Item redacted

RECOMMENDATION: Board Members considered and approved the Annual Treasury Management Strategy.

The Chair thanked PF for the report and PF left the meeting at 5:08pm

3.2 Financial Performance Q4 2025-26

Minute of discussion on this Agenda Item redacted

RECOMMENDATION: The Board noted the draft Management Accounts as detailed in Appendices 4.1a-d of this report.

3.3 SBHA's 5-year Financial Return to the Scottish Housing Regulator

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS: The Board of Management reviewed the information set out in the updated cashflows and 5-year Financial plan and authorised that the return be approved by the Director of Finance, for submission to the Scottish Housing Regulator.

All SBHA Team members, except the CE and DoF, left the meeting at 5.25pm for discussion on the next Item.

3.4 *Minute of discussion on this Agenda Item redacted*

The minutes of discussion for this Item are held under separate cover.

All SBHA Team members rejoined the meeting at 5.34pm

4.0 Board Operational Report

4.1 Strategic Projects – Development Programme Update – Private and Confidential

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS: The Board of Management:

Minute of discussion on this Agenda Item redacted

4.2 Strategic Projects – 'Creating Growth' Strategic and Business Plan 2025-30 – Progress Update

The CO presented the report, confirming all Year 1 & 2 strategic projects identified in the Strategic Delivery Plan had been initiated, with three projects currently were being actively managed.

The Board sought assurance on the resourcing and delivery to maintain momentum across the strategic projects, and it was confirmed that this would be supported by the use of external support, consultants and interns where appropriate, provided for within existing budgets and the Transformation Fund.

RECOMMENDATION: The Board of Management noted and commented on the progress of the 2025-30 Strategic Delivery Plan.

4.3 General Governance Update Report

(i) Rule 48 – Quoracy Requirements

The CO presented the report and it was noted that the amended rule, approved by Shareholding Members on 6 May 2026 is now registered and active.

RECOMMENDATION: The Board noted the update.

(ii) Board Development Reviews

It was confirmed that the Board Member development skills assessment will be initiated with support from Altair and that forms will be issued directly and dates be proposed in due course.

RECOMMENDATION: The Board noted the arrangements for the first phase of the Board Development Review and agree to the proposed session, facilitated by Altaire, to consider collectively the findings of the Board skills appraisal.

(iii) Governing Member Recruitment and Succession Planning

The CO advised of the current Board Members who are approaching their end of term. Members agreed that MG, MBF and RB had made excellent contributions and unanimously agreed all were considered eligible to stand for election at the AGM. Board Vacancies were noted and it was confirmed that one tenant application was in progress and would initially be considered by the Chair and CE.

RECOMMENDATION: The Board of Management noted the potential vacancies at the AGM and that recruitment is being pursued and considered Matt Foreman, Michael Grieve and Rob Brittain effectiveness as a Board Members and agreed their eligibility to stand for election at the 2026 AGM.

(v) Applications for Shareholding Membership

One shareholding application was discussed and approved noting that the application related to a potential Board member application highlighted above.

RECOMMENDATION: Board Members are requested to approve the application for shareholding membership bringing the shareholding membership to 125.

(iv) Proposed Entitlements, Payments and Benefit

The Board considered the reported offer of tenancy approved by the Chair between meetings. Members noted the assurance provided that the allocation had been undertaken in accordance with policy and that there had been no involvement or influence from the related employee.

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

(vi) SHR Engagement And Notifiable Events

Board members acknowledged three SHR Notifiable Events had been reported.

RECOMMENDATION: The Board noted the update.

4.4 Tender Approvals – Private & Confidential

(i) Heating Repairs and Servicing

Minute of discussion on this Agenda Item redacted

RECOMMENDATIONS - The Board of Management:

Minute of discussion on this Agenda Item redacted

(ii) NEC Housing Platform Support & Maintenance

The Board considered the proposed support agreement and noted the operational and technical rationale for the recommended approach.

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

4.5 Legal Claims Update – Private and Confidential

Minute of discussion on this Agenda Item redacted

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

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4.6 ARC Return 2025-26

The CO presented the report highlighting the 5-year trends in performance. It was noted that 12 indicators had achieved their best performance over the last 5 years. Members welcomed progress, especially with empty homes and stock condition surveys and the increase on overall satisfaction.

RECOMMENDATION: The Board commented on the proposed 2025-26 Annual Return on the Charter (ARC) as summarised in *Appendix 4.6* and approved this for submission to the SHR.

4.7 Key Performance Indicator Report Quarter 4 2025-26

The KPI report was reviewed with positive progress in complaints handling noted and absence management remaining an area for continued focus. It was highlighted that Damp and Mould benchmarking would be reviewed as soon as available for these new indicators.

RECOMMENDATION: The Board commented on the Key Performance Indicator outcomes for Quarter 4 2025-26.

4.8 Policy Register Update

The CO confirmed 22 policies are due for review in the current year for approval by the Executive Team, Board and sub-committees. Revised review dates were proposed for a number of policies.

RECOMMENDATION: The Board considered the extract from the Policy Register and approved the revised review dates proposed.

(i) Governance Appraisal Policy

The CO provided an overview of the changes to the policy which strengthen alignment with current governance good practice and regulatory expectations.

(ii) Governance Recruitment & Succession Planning Policy

The CO explained this policy review supports a planned approach to Board and Sub-Committee vacancies, helping ensure continuity, skills balance and effective succession.

(iii) Equality, Diversity and Inclusion Policy

The CO summarise the minor changes to the policy which reinforce SBHA's commitment to fairness, inclusion and equal opportunity in service delivery, employment and governance.

(iv) Whistleblowing Policy

It was confirmed this policy has been approved through the policy portal.

RECOMMENDATION: The Board approved the proposed revised policies of Governing Appraisal; Governance Recruitment & Succession Planning; Equality, Diversity and Inclusion and ratified the decision to approve the Whistleblowing Policy.

6.37pm – GO left the meeting for discussion on to be held on the next item.

5.0 People Update – Private and Confidential

The minute of discussion on this item is held under separate cover.

6.46pm – GO rejoined the meeting

6.0 Minutes of the Board of Management meetings

The minutes of the Board of Management meeting held on the 19 March 2026 were approved as a true and accurate record, proposed by IMcD and seconded by MBF

The minutes of the Board of Management meeting held on the 9 April 2026 were also approved as a true and accurate record, proposed by IMcD and seconded by RD

6.1 Matters Arising: There were no matters arising.

6.2 Minutes Held Under Separate Cover 19 March 2026: The minutes held under separate cover of the Board of Management meeting held on the 19 March 2026 were approved as a true and accurate record, proposed by IMcD and seconded by MBF

7.0 Minutes of the Chairs Group – 6 May 2026

The minutes of Chairs Group meeting on 6 May 2026 were noted

8.0 Draft Minutes of the Audit & Compliance Sub-Committee – 4 March 2026

The Board noted the draft minutes of the Audit & Compliance Sub-Committee meeting held on 4 March 2026.

9.0 Draft Minutes of Customer Board – 14 May 2026

The draft minutes of the Customer Board meeting held on 14 May 2026 were noted.

10.0 Minutes of Special General Meeting – 6 May 2026

The minutes of the Special General Meeting held on 6 May 2026 were noted.

11.0 Board Reflection

The Board recognised the quality of the year-end reports and commended the team for the progress and performance demonstrated across the year.

12.0 Any Other Competent Business

The Board formally expressed their sincere thanks to Julia for all her dedication and commitment as Chief Executive over the years, noting the significant progress and transformation journey of the organisation as key achievements throughout her leadership.

13.0 Date of Next Meeting – 27 August 2026

The Chair thanked all Members for their attendance and contribution. The meeting was closed at 6.51pm.