

TRUST HOUSING ASSOCIATION LIMITED

Minutes of the Board Meeting held on Wednesday 28 May 2025 At Norton House Hotel, Newbridge, EH288LX.

PRESENT:

Board Members

Dr Norval Bryson	Ali Ross
Ian Mitchelmore	Paul McFarlane
Sharron Elsdon	Kyle Ruparelia
Mary Niven	Laura Bornatici
Graham Curran	Steve McGowan
Gordon Laurie	David Knight

Officers in Attendance

Rhona McLeod, Chief Executive
Zoe Purdie, Director of Finance & People
Neil Ferguson, Director of Business Development & Digital
Jackie McIntosh, Director of Assets and Sustainability
Jenny Wallace, Director of Customer Experience
Annette Brown, Company Secretary & Minute Taker
Monica Banks, Financial Controller - Strategic Projects (for item 8 only)

DR NORVAL BRYSON IN THE CHAIR

Agenda Item	Detail
1.	Chair's Opening Remarks
1.1	Dr Norval Bryson welcomed Board Members and the Executive Team to the meeting. Norval thanked Claire Mottram, Energy Lead, for the Heat with Rent training session that took place prior to the meeting.
1.2	Norval apologised for the slightly longer meeting than usual which was due to the Annual Return of the Charter and the Rent and Service Charge Review.
1.3	It was noted that Kyle Ruparelia would be leaving the meeting at 4.30pm.
2.	Chair of Audit & Performance Committee Remarks
2.1	Ali Ross, Chair of the Audit & Performance Committee advised that 3 additional Board Members attended the Audit & Performance Committee as observers – Steve McGowan, Laura Bornatici and Mary Niven – as they had expressed an interest in joining the Committee.
2.2	Ali commended the team for an excellent set of operational results and commended the work of the internal auditors, TIAA, stating that their reports are excellent, their contributions are knowledgeable and they understand how Trust operates which allows the committee to focus on real risks and issues.
2.3	The auditors provided reasonable assurance for Trust's first Damp & Mould audit which is a positive outcome. There were 3 findings in the report but the Executive Team advised that all 3 will be resolved by developments in Rubixx.

2.4	The Follow Up Audit looked at 16 actions from the previous auditors and out of the 16 actions 10 have been implemented and 6 are planned. The committee discussed the possibility of closing the remaining 6 actions and replacing them with actions on smaller issues. The auditors were impressed with the number of actions that have been closed.
2.5	The committee discussed the current issues with cyber attacks in the media and reviewed the timing of the cyber security audit. Further to discussion it has been agreed that the audit will now take place in Q3 as opposed to Q4.
2.6	Neil Ferguson informed the Board of the work that is ongoing in the background with regards to cyber and a more detailed paper will be presented to the July Board meeting.
2.7	Ali advised that the residual risk score for cyber will also be reviewed as the committee felt it was too low – it is currently sitting at 9.
3.	Chief Executive's Open Remarks
3.1	Rhona McLeod, Chief Executive, provided an update on a commercially sensitive matter, which the Board will receive a further update on at the July Board meeting.
3.2	In addition Rhona informed the Board that Trust have received £1.2M from Scottish Government for medical adaptations for 2025/26. Trust has also been shortlisted for 2 awards at the Scottish Home Awards on the 19 th June in Glasgow. The awards are – <ul style="list-style-type: none"> • Social Housing Development of the Year (under 100 units) – Langlands Road • Housing Regeneration Project of the Year – Langlands – Trust Housing Association
3.3	As the Chair has a prior appointment on the evening of the awards dinner Board Members were asked to contact Annette by Monday 2 June 2025 if they wished to attend in Norval's place.
3.4	Similarly the Executive Team will be visiting a new development at Reema Road in Bellshill on the 3 rd June alongside councillors, Scottish Government and Contractors and an invite was extended to any other Board Members who wished to attend.
3.5	Steve McGowan indicated that he would be interested in attending the Reema Road site visit.
4.	Declaration of Interests
4.1	Rhona McLeod declared an interest in item CEO Objectives and Appraisal and Mary Niven, Board Member, declared an interest in the Rent & Service Charge Review.
5.	Apologies
5.1	No apologies were noted.

6.	Financial Update – Draft Year End Position 2024/25 - see <i>private minutes</i>*
7.	Annual Return on the Charter (ARC) 2024/25
7.1	Neil Ferguson, Director of Business Development & Digital, presented the Annual Return on the Charter (ARC) summary slides, which had been shared with the Board in advance of the meeting.
7.2	It was noted that prior to the meeting the Leadership Team approved the contents of the ARC submission on the 8 May 2025 and further to that Rhona approved the submission on the 20 May 2025.
7.3	Throughout the course of the year the numbers are scrutinised by the Audit & Performance Committee in the form of quarterly performance packs and in August the results will be shared on the Scottish Housing Regulator website.
7.4	With regards to the ARC Return there has been an increase in stock numbers due to the Methodist Homes Acquisition and the Langlands development.
7.5	In relation to employees there has been a reduction in turnover due to a combination of improved employee satisfaction and a reflection of the wider employment market. Turnover in the Care & Support side of the business has also reduced which is expected to be due to the real living wage and employees feeling more content. Zoe advised the Board that it was difficult to benchmark Trust with the rest of the sector as most Housing Associations do not have Care & Support staff.
7.6	It was noted that the number of lets have increased compared to the previous year partly due to the new build development at Langside and the work of the voids task force. Norval queried the total lets in C2 & C3 (588) compared to the total of 534 in the next slides. Neil advised that the second number only includes re-lets and not new lets such as Langland [AB1]).
7.7	The satisfaction survey stats included in the return are the same as last year as a new satisfaction survey is only required every 3 years. The next one is scheduled to take place in summer 2025.
7.8	The results for emergency repairs are excellent and this is mainly driven by a change of contractors and better internal processes.
7.9	With regards to complaints the Executive Team acknowledge that Stage 2 complaints are close to the target of 20 days but this is being monitored. The principle is to get outcomes of the complaints right and in more complex cases this may mean that the deadline is not met.
7.10	A very small number of complaints have been referred to the SPSO but Rhona assured the Board that the SPSO have always responded in Trust's favour.
7.11	Jenny advised that the 2 evictions that took place were due to the condition of the property and an individual living in the property of a relative.
7.12	Jackie assured the Board that the aim is to get through as many medical adaptations as the new funding allocation will allow. It was noted that there is a waiting list with continued demand.

7.13	Gordon queried the low figure of section 5s (23%). Jenny explained that this figure is due to the large proportion of Later Living stock has and in some cases it may not be an appropriate referral.
7.14	The Board noted the impressive rent arrears figure of 2.03% and commended the work of the welfare benefits team who have raised £3.9M for tenants, contributing to the lower rent arrears.
7.15	Gordon advised that the factored management fee seemed low compared to other RSLs. Zoe advised that this will be looked into in more detail when factoring is moved over to TEL.
7.16	Overall Board Members were delighted with the figures and noted that job satisfaction and employees feeling valued helps to contribute to the overall performance of the organisation.
7.17	Decision: The Board approved the ARC return, covering the period 1st April 2024 to 31st March 2025, for submission to the Scottish Housing Regulator by 31st May 2025 at the latest.
7.18	Coffee break at 3pm.
8.	Rent & Service Charge Review – see <i>private minutes</i>*
9.	Time is Now Update – see <i>private minutes</i>*
10.	Care and Support Update - see <i>private minutes</i>*
11.	Bank Mandates
11.1	Zoe Purdie, Director of Finance and People presented the bank mandates which requested changes to authorised signatories and the approval to close bank accounts with Virgin Money.
11.2	Decision: The Board approved the change to authorised signatories.
11.3	Decision: The Board approved the closure of banking facilities with Clydesdale Bank Plc, trading as Virgin Money, pending transfer of UC payments by the DWP.
12.	Eviction Policy
12.1	Jenny Wallace, Director of Customer Experience presented the Eviction Policy (CS005) to the Board for approval.
12.2	Norval referred to the Eviction Process (10.1) which states that formal approval must be sought from 2 Trust Board Members and the decision to evict would then be reported to the next scheduled Board meeting. Whilst the former process already happens the latter has not been observed. It was agreed that evictions would be reported to the Board in the Governance Updates moving forward.
12.3	Action: Evictions to be reported to the Board in Governance Updates.

13.	Whistleblowing Policy
13.1	Zoe Purdie, Director of Finance and People presented the Whistleblowing Policy (HR021) for approval advising that no significant changes had been made.
13.2	Norval requested that the reference to the media be removed from section 3.2.
13.3	Action: Director of Finance and People to remove the reference to the media in section 3.2
13.4	Decision: The Board approved the Whistleblowing Policy (HR021) subject to 3.2 being updated
14.	CEO Appraisals & 2025/26 Objectives - see private minutes*
15.	Governance Update
15.1	Annette Brown, Governance & Business Support Manager, presented the Governance Update to the Board outlining the following governance matters.
15.2	Board recruitment process
15.3	4 candidates were interviewed for the Board Member vacancies and it is proposed that 3 are put forward for election at the AGM in September. Norval advised that all 3 candidates are excellent and will be good additions to the board. One candidate has legal experience which is a skills gap we have been looking to fill.
15.4	Norval advised that in terms of succession planning it is proposed that David will step into the role of Vice Chair as Gordon's successor. Ian Mitchelmore will step into the role of TEL Chair and Paul MacFarlane will extend his time on the Board to provide continuity and stability in a period of change.
15.5	It is also hoped that the observers that attended the Audit & Performance Committee will formally join committee to increase the membership and to reduce the risk of the committee not being quorate.
15.6	Changes to Charities (Regulations & Administration) (Scotland) Act 2023
15.7	The Board noted the upcoming changes to the Charities (Regulations and Administration) (Scotland) Act 2023 and Gordon recommended asking all Board Members to complete a declaration to confirm that they do meet any of the criteria in the 'automatic disqualification' section of the Act.
15.8	2025 AGM The Board approved that the AGM be held on the 18 th September via Teams.
15.9	Allocation The Board noted the allocation to a relative of a Trust employee at Dunrobins Gardens.
15.10	Decision: The Board approved that the 3 successful Board Member applicants be put forward for election at the AGM as per our rules.

15.11	Decision: The Board approved that 2025 the AGM be held virtually.
15.12	Noted: The Board noted the upcoming changes to the Charities (Regulations & Administration) (S) Act and how it will affect Board Members.
15.13	Noted: The Board noted the allocation declared at Dunrobin Gardens.
15.14	Action: Governance & Business Support Manager to introduce a declaration form for Board Members to declare that they do not fall within the automatic disqualification criteria being introduced in the Charities (Regulations & Administration) (S) Act.
16.	Board Meeting Minutes Approval
16.1	Minutes from the Board meeting held on 3 April 2025 were proposed by Ian Mitchelmore and seconded by Ali Ross.
16.2	The private minutes from the Board meeting held on 3 April 2025 were proposed and seconded by Ian Mitchelmore and Ali Ross.
16.3	Decision: The minutes were approved as a true and accurate record of the meeting.
17.	Action Tracker
17.1	The Board noted the action tracker.
18.	AOB – N/A
19.	Date of next meeting
19.1	The next scheduled Board meeting will take place on Thursday 24 July 2025, Board Meeting - (in person, 12 New Mart Road, Edinburgh)

****Items marked private have been excluded from these minutes due to at least one of the following reasons:***

- ***Confidentially sensitive information***
- ***Discussion on commercial interests***
- ***Person specific information***