

TRUST HOUSING ASSOCIATION LIMITED

Minutes of the Board Meeting held on Thursday 18 September 2025 At New Mart Road, Edinburgh, EH12 4RL.

PRESENT:

Board Members

Dr Norval Bryson
Ian Mitchelmore
Mary Niven
Graham Curran
James Black
Katherine Wainwright
Sharron Elsdon

Paul McFarlane
Kyle Ruparelia
Laura Bornatici
Steve McGowan
David Knight
Laura Cameron

Officers in Attendance

Rhona McLeod, Chief Executive
Zoe Purdie, Director of Finance & People
Jackie McIntosh, Director of Assets and Sustainability
Jenny Wallace, Director of Customer Experience
Annette Brown (Company Secretary & Minute Taker)

ANNETTE BROWN IN THE CHAIR FOLLOWED BY DR NORVAL BRYSON

Agenda Item	Detail
1.	Appointment of Office Bearers
1.1	Annette Brown, Company Secretary, welcomed Board Members and the Executive Team to the meeting. Further to the AGM held earlier in the day Annette requested that Board Members appoint office bearers to take on the roles of Chair of the Board, Vice Chair of the Board, Chair of Audit & Performance Committee, Vice Chair of Audit & Performance and Chair of the TEL Board.
1.2	Board Members agreed that Dr Norval Bryson be appointed as Chair of the Board. This appointment was proposed by David Knight and seconded by Graham Curran.
1.3	Board Members agreed that David Knight be appointed as Vice Chair of the Board. This appointment was proposed by Paul MacFarlane and seconded by Ian Mitchelmore. It was noted that David will remain on the A&P Committee but as a member only.
1.4	Board Members agreed that Ali Ross be appointed as Chair of the Audit and Performance Committee. This was proposed by Laura Bornatici and seconded by Mary Niven.
1.5	Board Members agreed that Ian Mitchelmore be appointed as Vice Chair of the Audit and Performance Committee. This was proposed by Steve McGowan and seconded by Graham Curran.
1.6	Board Members agreed that Ian Mitchelmore be appointed as Chair of the TEL Board. This was proposed by Paul MacFarlane and seconded by David Knight.
1.7	Decision: Dr Norval Bryson was appointed Chair of Board
1.8	Decision: David Knight was appointed Vice Chair of Board

1.9	Decision: Ali Ross was appointed Chair of Audit and Performance Committee.
1.10	Decision: Ian Mitchelmore was appointed Vice Chair of the Audit & Performance.
1.11	Decision: Ian Mitchelmore was appointed as Chair of TEL
2.	Chair's Opening Remarks
2.1	Dr Norval Bryson, Chair, welcomed Board Members and the Executive Team to the meeting. He extended a special welcome to the newly elected Board Members James Black, Katherine Wainwright and Laura Cameron.
2.2	Norval advised that he had recently attended an Employee Forum meeting which he found interesting and very enjoyable.
3.	Chief Executive's Opening Remarks - see <i>private minutes</i>*
4.	Declaration of Interests
4.1	Mary Niven declared an interest in the Rent & Service Charge Review.
4.2	The Executive Team and Annette Brown declared an interest in the pay discussion under item 7.
5.	Apologies
5.1	Apologies were noted for Ali Ross and Neil Ferguson.
6.	Q1 Financial Review – 2025/26 - see <i>private minutes</i>*
7.	Approach to 2026/27 Rent Setting, Budget and 30 Year Plan - see <i>private minutes</i>*
8.	Rent & Service Charge Review – Harmonisation and Implementation Update- see <i>private minutes</i>*
9.	Annual Risk Management Update – see <i>private minutes</i>*
10.	Audit & Performance Committee – Annual Report to the Board 2024/25
10.1	Zoe Purdie, Director of Finance & People, presented the Audit & Performance Committee Annual Report to the Board.
10.2	It was recommended that the 'date of the last review' be added to the review cycle of policies.
10.3	The Board noted the report.
11.	Governance Update

11.1	Annette Brown, Governance & Business Support Manager, presented the Governance Update to the Board outlining the following governance matters.
11.2	Proposed Board and Committee Meeting Dates 2026 Proposed dates for 2026 board and committee meetings were reviewed and approved, with adjustments to accommodate the new Chief Executive and to maintain effective governance cycles.
11.3	Board Induction – 1 October Plans were outlined for a board induction session on 1 October, including introductions to teams and the establishment of a mentor/buddy system to support new Board Members
11.4	Board Away Day – 8 & 9 October 2025 Rhona provided a run through of the agenda for the upcoming away day which includes various external speakers such as the CEO of the Chartered Institute of Housing, the CEO of the Disruptive Innovators Network and Andy MacIver from Message Matters, in addition to many others.
11.5	The Board were advised that a photographer will be in attendance to take new profile photos for the Trust website.
11.6	The Board requested pre reading in advance of the strategy sessions so that they can come better prepared to answer questions they may be asked to consider.
11.7	Board Member Development Visits Board members were encouraged to participate in Board Development visits, with arrangements to pair new members with experienced colleagues and Leadership Team members.
11.8	TEL Board Members The Board were asked to formally appoint Laura Bornatici and Steve McGowan to the TEL Board.
11.9	Update on changes to the Charities (Regulations and Administration) Act (S) 2005 Board members were advised that a declaration form will be shared with all Board Members to declare that they do not meet any of the automatic disqualification criteria outlined in the amendments to the Charities Regulations and Administration Act or the requirements outlined in the Trust rules. The form is currently being developed and will be shared soon.
11.10	The Board approved the proposed board and committee dates and the appointment of Steve and Laura to the TEL Board.
11.11	Action: Executive Team to provide pre-reading in advance of the Board away day to allow Board Members to be better prepared.
12.	Board Meeting Minutes Approval
12.1	Minutes from the Board meeting held on 24 July 2025 were proposed by Paul Macfarlane and seconded by Ian Mitchelmore

12.2	Decision: The minutes were approved as a true and accurate record of the meeting.
13.	Action Tracker
13.1	The Board noted the action tracker.
13.2	It was agreed that the action from the 4 December 2024 regarding a new finance system be removed as the scoping for a new system is underway.
13.3	Decision: Remove the action from 4 December 2024.
14.	AOB
14.1	Membership of the association The Board discussed the low numbers at the AGM held earlier in the day and considered ways in which membership figures could be increased.
14.2	Membership application for approval A membership application from a tenant at Elder Park was reviewed and approved.
14.3	Scottish Housing Act - Damp & Mould The Board discussed the anticipated inclusion of damp and mould in the Scottish Housing Act and the need for board members to be aware of new responsibilities arising from legislative changes.
14.4	Decision: The Board unanimously approved the membership application received.
15.	Date of next meeting
15.1	The next scheduled Board meeting will take place on 8 & 9 October 2025, Norton House Hotel, 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***