

## AGENDA ITEM 3.1

### MINUTE OF BOARD OF MANAGEMENT MEETING

Meeting being held on Tuesday, 24 February 2026 at 6pm via Microsoft Teams

#### In Attendance:

##### Board Members:

Gavin Waddell  
David McIndoe  
Stephen Boag  
Dr Ata Rahmani (left the meeting at 19:53)  
Karen Dyson  
Sonia Smith  
Nick Jardine  
Michelle Donnelly (left the meeting at 19:15)  
Tolu Falade

##### Staff/Advisor(s):

Anne Marie Brown, Chief Executive  
Carla Cameron, Finance & Corporate Services Manager  
Arlene Dickson, Care Services Manager  
Dougie Wilson, Customer Services Manager  
Graeme Bruce, Finance Agent  
Jennie Cameron, Senior Customer Services Officer (**Agenda item 10.1 only**)

##### Also in attendance:

Gail Sherrif, Sherrif Development Consultants (**Agenda items 8.1**)

##### Observer(s):

Colin McCulloch, Incoming Chief Executive  
Graham Burns, potential new Board member

Board meeting minute prepared by **Anne E Smith, Corporate Services Officer** from the meeting recording.

ITEM	NOTE	ACTION
	<p><b>WELCOME AND ORDER OF BUSINESS</b></p> <p>Chair welcomed all to the meeting and confirmed that an interim pack went out Tuesday 17 February 2026, with full meeting pack was issued to members on Wednesday 18 February 2026.</p>	

Chair welcomed observers Colin McCulloch and Graham Burns.

Chair welcomed attendee Gail Sherriff, Sherriff Development Consultants.

Members **approved** the following items to be brought forward for discussion - Agenda items: 8.1 and 10.1.

<b>1.0</b>	<b>APOLOGIES</b>
	No apologies were received from members. Apologies received from staff member Anne Smith, Corporate Services Officer.
<b>1.1</b>	<b>Approved Leave of Absence</b>
	<b>Ronnie Docherty</b> is on an approved leave of absence from 8 January 2026 for 3-months.
	No other LOAs were requested.
<b>1.2</b>	<b>Non-Attendance</b>
	None.
<b>2.0</b>	<b>DECLARATIONS OF INTEREST</b>
	No declarations of interest were noted.
<b>8.1</b>	<b>Asset Management Strategy (Review)</b> Agenda Item 8.1 was discussed at this point. This item has been minuted as per its original position on the agenda.
<b>10.1</b>	<b>Performance Report: 3<sup>rd</sup> Quarter</b> Agenda Item 10.1 was discussed at this point. This item has been minuted as per its original position on the agenda.
<b>3.0</b>	<b>Minutes</b>
<b>3.1</b>	<b>Board Meeting (27.01.2026) – For Approval</b>
	The minutes were <b>approved</b> on a proposal by D McIndoe and seconded by S Boag.
<b>3.2</b>	<b>Audit &amp; Risk sub-committee (10.02.26) – For Noting</b>
	Members noted the minute.
<b>3.3</b>	<b>Business Planning Session (20.01.26)</b>
	Members noted the minute.
<b>4.0</b>	<b>Recommendations for approval from Audit &amp; Risk Sub-Committee Meeting (10.02.2026)</b>
<b>4.1</b>	<b>Management Accounts – 3<sup>rd</sup> Quarter to 31<sup>st</sup> December 2025</b>
<b>Report Summary</b>	C Cameron presented the Management Accounts to 31 December 2025 (Q3) and highlighted the following key points:
<b>Discussion</b>	<ul style="list-style-type: none"><li>Income to the end of December had totalled £3.4m, with expenditure of £3.2m, resulting in an overall surplus of £173k.</li><li>Spending on housing properties had been just over £1.3m, including £558k on component replacements.</li></ul>

	<ul style="list-style-type: none"> <li>• DOSCG had shown a deficit of £38k, though the budget for next year was expected to bring this to break-even or a small surplus.</li> <li>• Staff costs to the end of December had been just over £1.1m, with overheads just over £1m.</li> <li>• Cash and bank balances stood at £4.6m, and the Association remained compliant with Unity Trust Bank covenants.</li> </ul> <p>After a question was raised regarding component failures, C Cameron confirmed that the data is captured at year end and staff monitor it and update the life cycle plan.</p>
<b>Decision</b>	<p><b>The Board:</b>  <b>Approved</b> the Management Accounts to 31 December 2025 Quarter 3</p>
<b>4.2</b>	<b>Internal Audit Plan 2026/2027</b>
<b>Report Summary</b>	AM Brown presented the Internal Audit Plans for 2026/2027 and members were asked to note that the plans had been discussed in great detail at the last Audit and Risk sub-committee meeting on 10 February 2026.
<b>Discussion</b>	Key points were highlighted to Board Members and they were advised that five areas were scheduled to be audited between April and December. It was noted that one of these areas—Damp and Mould—was a repeat audit from 2025/26, as it had previously received a weak assurance rating. All corresponding actions had since been completed, and the audit was being repeated with the aim of achieving a stronger assurance rating.
<b>Decision</b>	<p><b>The Board:</b>  <b>Approved</b> the Internal Audit Plans.</p>
<b>4.3</b>	<b>WBG Internal Audit Reports – Factoring, Follow Up</b>
<b>Report Summary</b>	C Cameron presented the Internal Audit Reports on Factoring and Follow Up for approval.
<b>Discussion</b>	<p>Members noted that the Factoring audit had received a strong assurance level, with two low-level recommendations and six areas of good practice identified. The follow-up review, which had been carried out in December, had received an overall assurance level of substantial.</p> <p>The follow-up review reported:</p> <ul style="list-style-type: none"> <li>• one low-level not implemented recommendation</li> <li>• three low-level partially implemented recommendations</li> <li>• one low-level not yet due recommendation</li> <li>• one medium-level fully implemented recommendation</li> <li>• five low-level fully implemented recommendations</li> </ul> <p>Members were directed to page 7 of the Wylie Bissett Group report for a full breakdown of the recommendations and the areas covered in the follow-up review.</p>

Decision	<b>The Board:</b> <b>Approved</b> the Internal Audit Reports on Factoring and Follow-up.
<b>4.4</b>	<b>ACS Health &amp; Safety Audit Report</b>
Report Summary	Carla Cameron presented the ACS H&S audit report to Board for approval.
Discussion	It was highlighted that the audit report was discussed in detail at the Audit & Risk sub-committee. Members were asked to note that although it was a good audit, there were several part conforms that the H&S working group would be working on to complete.
Decision	<b>The Board:</b> <b>Approved</b> the H&S audit report.
<b>5.0</b>	<b>MATTERS ARISING SCHEDULE</b>
Report Summary	<b>AM Brown</b> presented the matters arising schedule to the Board.
Discussion	Members were advised that out of the four actions two were completed and two were ongoing.
Decision	<b>The Board:</b> <b>Noted and approved</b> the matters arising schedule.
<b>6.0</b>	<b>CHIEF EXECUTIVE'S MONTHLY UPDATE REPORT</b>
Report Summary	AM Brown presented the Chief Executive's update report.
Discussion	<p>Members were asked to note the following additions to the report:</p> <ul style="list-style-type: none"> <li>• Work on the Customer Services Team review had remained ongoing, with continued communication and progress being made with staff.</li> <li>• Recruitment for the two new Heads of Service posts was progressing. A.M. Brown planned to meet with R Fairley later in the week to finalise timescales.</li> <li>• For Head of Housing, an internal advert is expected week commencing 2 March; interviews anticipated week commencing 30 March.</li> <li>• For Head of Assets, an external advert is expected by the end of the current week or early next week; interviews likely during the week of 30 March or the following week.</li> <li>• Potential new Board Members:- One candidate, <b>Graham Burns</b>, had attended the meeting as an observer. A Smith would follow up with him after the meeting. Discussions were ongoing with another prospective member.</li> </ul> <p>AM Brown informed members of progress on key work priorities since the covering report was written:</p> <ul style="list-style-type: none"> <li>• The Wellbeing Strategy would now be presented directly to the Board at the end of March instead of to the People and Policy Sub-Committee.</li> <li>• Work on staff role profiles had slipped due to limited time; R. Fairley would take this forward.</li> <li>• Job titles within the Leadership Team would be aligned to "Head of..."</li> </ul>

terminology to ensure consistency ahead of recruitment.

- C Cameron’s role would be formally updated to Head of Finance & Corporate/Depute Chief Executive to reflect her position within the organisation.
- Notifiable Events: A notifiable event relating to D Wilson’s retirement had been submitted to the Scottish Housing Regulator due to his role within the Leadership Team.
- No further notifiable events had arisen since the report was issued.

After a question was raised in relation to 3.5.1 of AM Brown’s report, it was confirmed that there was no feedback as to why the funding application wasn’t successful. The application was robust and had the backing of Community Links Scotland.

A Rahmani, board member enquired why there was two different recruitment methods were used for the positions of Head of Housing and Head of Assets. AM Brown confirmed that Head of Housing was being advertised internally due to a possible redundancy situation. In relation to Head of Assets, there was no internal candidate within the staff team who held the required skills needed for this role.

**Decision**

**The Board:**

**Noted** the contents of this report, especially: **Appendix 1 - Chief Executive’s Work Objectives and progress update.**

**7.0**

**GOVERNANCE**

**7.1**

**Election of New Office Bearers**

**Report Summary**

AM Brown delivered the report for the Board to nominate and elect a new Chairperson and potentially new Vice Chair from the 1 April 2026 up to the AGM, which is being held on the 1 September 2026.

**Discussion**

AM Brown confirmed that discussions took place between Board meetings amongst members, to establish a new Chairperson.

Members were informed that after checking the Rules of the Association, it was confirmed that an appointed member of the Board, could be an office bearer and in this instance Chair of the Association.

An election of Chairperson took place and N Jardine was proposed by D McIndoe and seconded by S Boag. No other nominations were received.

N Jardine was asked if he accepted the nomination and confirmed that he did.

N Jardine was unanimously elected as Chairperson.

Members were asked to note that because of the election of a new Chairperson, D McIndoe would remain as vice-chair and an election for this role was not needed.

**Decision**

**The Board:**

**Approved the Election** a new Chairperson from the 1 April 2026 up to and

including the 1 September 2026, the date of our next AGM.

## 7.2 Strategic Risk Register – 6 monthly Review Report

**Report Summary** AM Brown provided the Board with a 6-month update report on the Strategic Risk Register for 2025/26.

**Discussion** Members were asked to note that the Strategic Risk Register was discussed and reviewed at length at the recent session facilitated by Wylie Bisset Group on 20<sup>th</sup> January 2026. All updates had been added to the register.

She highlighted the updates were in blue type.

It was also noted that there is a direct link between the Asset Management Strategy and the Strategic Risk Register. If any issue required escalation in relation to the Asset Management Strategy, it would be presented to the A&R Sub-Committee or included in the Chief Executive's Report.

Members were assured that the processes in place would identify and flag any risks in a timely manner.

It was acknowledged by G. Waddell that he was satisfied to see Risk 5.2 remaining on the register due to the ongoing organisational changes.

**Decision** **The Board:**  
**Noted** the contents of this covering report.

**Approved** the updated Strategic Risk Register as attached at **Appendix 1**, including the amendment to risk area 5.2.

**Agreed** the Association's Risk Maturity Assessment continues to be defined as 'managed'.

## 7.3 Strategic Delivery Plan

**Report Summary** AM Brown provided the Board with an update on implementing the actions contained within the Strategic Delivery Plan for Year 2, 2025/2026.

**Discussion** Members were advised that the wellbeing strategy would now go straight to Board on 24<sup>th</sup> March 2026 instead of the sub-committee. It was also confirmed that the KPIs included were updated for Quarter 3.

It was confirmed to members that the Medicash Health Care plan usage and stats would be included in the HR report.

**Decision** **The Board:**  
**Noted** the contents of this covering report.

**Approved** the updates to the Strategic Delivery Plan, Year-2 for 2025/2026 as at **Appendix 1**.

8.0	STRATEGY	
8.1	Asset Management Strategy	
Report Summary	<p>D Wilson/G Sherriff presented the revised Asset Management Strategy to the Board for approval.</p> <p>G Sherrif delivered her presentation to Board, highlighting key areas to Board for discussion. Due to time constraints a number of the slides were presented as bullet points.</p>	
Discussion	<p>Feedback was that the Strategy was comprehensive and covered most topics.</p> <p>D. McIndoe highlighted the following points: there was no reference to Development, or Auditors, and Appendix 2 did not include RAAC. It was noted that procurement was only briefly referenced in the document. It was suggested a paragraph explaining how reactive works</p> <p>He advised that a summary of the investment programme and associated spend should be added, along with a summary of the key risks within the plan.</p> <p>It was agreed that a summary of the investment programme should be added.</p> <p>After a question was raised, D Wilson confirmed that stock condition survey results would be added to the housing management system, once the system was enabled to do so.</p> <p>G Waddell believed that Appendix C Key Challenges content should be in the main body of the Strategy document. No other member objected.</p> <p>AM Brown confirmed that developing a traffic-light performance system would be an important future project.</p>	<p>DW</p> <p>DW</p> <p>DW</p>
Decision	<p><b>The Board:</b>  <b>Noted</b> the contents of this covering report.</p> <p><b>Approved</b> the Asset Management Strategy, 2026 to 2029 and accompanying Appendices relating to A. Stock Condition, B. Tenant Safety Key Challenges. It was agreed by members that Appendix C would be integrated into the main body of the document.</p> <p><b>Noted</b> that the data tables and appendices contained in the Strategy will be updated on an annual basis.</p> <p><i>G Sherriff left the meeting at 18:48.</i></p>	
9.0	OPERATIONS & CARE	
9.1	Draft 2026/27 Budget – version3 and draft 30yr projections	
Report Summary	<p>C Cameron/G Bruce presented to the Board with version 3 of the 2026/2027 draft Budget and the first draft of the 30-year financial projections</p> <p>C Cameron talked through Version 3 of the draft budget.</p>	

It was noted that Members had asked for a bit more scrutiny around the proposed deficit, so the Board spent some time looking at this.

## Discussion

A detailed discussion took place with key points highlighted to members.

C Cameron then handed over to G Bruce to take members through the 30-year projections.

G Bruce gave members an overview of the first draft of the 30yr financial projections.

He advised that the projections maintained a minimum cash balance of £1m and continued to meet all loan covenant requirements.

He confirmed that a more detailed review would be carried out before the end of March, focusing on the investment programme and potential rent increases.

G Bruce noted that, as expected with long-term forecasting, the projections included a range of assumptions and dependencies.

He highlighted significant spend in Years 1–11, with over £9.5m allocated to component renewals, and advised that the cash balance was expected to reduce by around £3m over that period, with spend reducing slightly thereafter.

Overall, the first draft gave the Board an early picture of the long-term investment requirements and pressures.

It was noted by members that the stoneworks cost is a concern even though it had been discussed previously at Audit & Risk sub-committee.

After a question was raised on the cost of the proposed stoneworks, members were advised it was discussed extensively at Leadership team and the costs shown were indicative. Should costs show a significant increase, then it would be spread over 2years.

D Wilson confirmed that the procurement of this project would be published the following day.

C Cameron reminded members that there was a health and safety implication and it may be that the stonework project could be spread across two years.

After a question from members, C Cameron confirmed that no covenants or regulatory requirements were being breached with a deficit budget.

## Decision

### **The Board:**

**Reviewed and commented** on the 2026/2027 draft Budget (version 3) and supporting papers (**Appendices 1 to 5**).

Reviewed and commented on the first version of the revised 30-years Financial Projections at Appendix 6.

Noted that the final 2026/27 draft Budget and final draft 30-Year Financial Projections Will be presented to the Board in March 2026 for approval.

## 10.0 OPERATIONS & CARE

### 10.1 Performance Report – 3<sup>rd</sup> Quarter to December 2025

**Report Summary** J Cameron presented the progress against our Key Performance Indicators (KPIs) in Q3 and the year to date for 2025 - 2026.

The report's key points were highlighted to members with a detailed discussion taking place.

A Dickson confirmed there was no further updates to her report.

**Discussion** J Cameron confirmed there were two stage 1 complaints and one stage 2 complaint received and were dealt within the standard reporting timescales.

A question had been raised regarding one missed gas safety check. J. Cameron confirmed that the property had been a sharing-owner buy-back and, on the day of completion, the owner had been taken to hospital, meaning access had not been possible. The owner had returned home the following day, access had been granted, and the gas service was completed.

S. Boag had posed a question to the Board regarding the Common Housing Register and the high volume of applications the Association had been receiving. Members were advised that discussions were taking place at a strategic level with WDC to explore solutions to the volume of applications the Association is receiving.

J Cameron confirmed to members that there was a double payment of Housing Benefit falls around February/March time. This reduces the technical arrear for the year.

She also confirmed that the team would monitor rent accounts after the rent increase was implemented in order to offer assistance if need be.

**Decision**

**The Board:**

**Noted** the contents of this report.

**Noted** the content/updates within the Q3 Performance Report, 2025/26.

**Noted** Appendix 1, summary of Q3 KPIs.

**Noted** Appendix 2, Satisfaction Survey Results.

*J Cameron left the meeting at 19:08.*

<b>11.0</b>	<b>PEOPLE &amp; CULTURE</b>
<b>11.1</b>	None.
<b>12.0</b>	<b>HEALTH AND SAFETY</b>
<b>12.1</b>	<b>Health &amp; Safety updates and annual statement (including H&amp;S declarations for Board)</b>
<b>Report Summary</b>	C Cameron provided the Board with an update on actions being taken to ensure the Association complies with its Health and Safety legal obligations as an employer and landlord.
<b>Discussion</b>	<p>Members had been advised that ACS provided regular updates to the Health and Safety Manual through EVH, with updated versions held both digitally and in hard copy. Fifteen updates were made across all seven sections, and staff signed off to confirm understanding.</p> <p>The Health and Safety Working Group meet regularly to review actions, monitor audit needs, and address staff queries, supporting a strong safety culture.</p> <p>Incidents relating to Beardmore House had been noted in the report, with care-related incidents reported separately through the Care Services Manager.</p> <p>Recent health and safety training had been completed, and staff had access to wellbeing support through the Mental Health Charter, EVH counselling services, and the organisation's wellbeing consultant.</p> <p>Health and safety declarations had been issued to Members on 17 February and responses were being collected. The Health and Safety Policy Statement, included in Appendix 1, would be signed and displayed once approved.</p> <p><b>** Standing Orders were suspended from this point 8pm **</b></p>
<b>Decision</b>	<p><b>The Board:</b></p> <p><b>Noted</b> the general updates provided in this report.</p> <p><b>Noted</b> the H&amp;S Policy Statement as attached at Appendix 1.</p> <p><b>Noted</b> that the Chair and Chief Executive will sign the Health &amp; Safety Policy Statement which will be displayed in the appropriate locations.</p>
<b>13.0</b>	<b>Use of Delegated Authority</b>
	None
<b>14.0</b>	<b>AOCB</b>
<b>14.1</b>	<b>Correspondence</b> – nothing to report.
<b>14.2</b>	<b>Board/Sub-committee Workplan</b> – AM Brown confirmed the change of timing to the Wellbeing strategy.

**14.3** | **Board Meeting Arrangements** – it was agreed the meeting on 24 March 2026 would be an in-person meeting due to it being the last for AM Brown, G Waddell and D Wilson and the first for C McCulloch.

**14.4** | **Annual Board Appraisals** – C Cameron advised Board that only one 121 was outstanding and that the process was on track to be presented to Board at the end of March.

**15.0** | **DATE OF NEXT MEETINGS**

**Chair advised the date of the next meetings:**

**People & Policy Sub-Committee:** 10 March 2026

**Board Meeting:** 24 March 2026 (In Person)

**The Board meeting closed at 2015hrs.**

Signed \_\_\_\_\_ Date \_\_\_\_\_

(Chairperson)