

## AGENDA ITEM 3.1

### MINUTE OF BOARD OF MANAGEMENT MEETING

Meeting being held on Tuesday, 24 March 2026 at 6pm in person or via Microsoft Teams

#### In Attendance:

##### Board Members:

Gavin Waddell  
David McIndoe  
Karen Dyson  
Sonia Smith  
Nick Jardine  
Michelle Donnelly  
Tolu Falade

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

Anne Marie Brown, Chief Executive  
Colin McCulloch, Chief Executive  
Carla Cameron, Head of Finance & Corporate/Depute Chief Executive  
Dougie Wilson, Head of Customer Services  
Arlene Dickson, Head of Care  
Graeme Bruce, Finance Agent  
Anne E Smith Corporate Services Officer  
Jennie Cameron, Senior Customer Services Officer **(Agenda Item 4.3 & 4.4 only)**  
G Earl, Senior Finance Officer **(Agenda Item 10.2 only)**  
Skye Thomson, Corporate Services Assistant

##### Also in attendance:

Ewan McDonald, McDonald Cameron Development Consultants **(Agenda Item 8.1 only)**  
Olwyn Gaffney, SHARE **(Agenda Item 7.4 only)**

##### Observer(s):

Graham Burns, Potential New Board Member  
Thomas McGowan, 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<sup>th</sup> February, with full meeting pack was issued to members on Thursday 19<sup>th</sup> February 2026</p> <p><b>Chair welcomed observers Graham Burns and Thomas McGowan</b></p> <p><b>Chair welcomed attendees</b> Olwyn Gaffney, SHARE Ewan McDonald, McDonald Cameron Development Consultants</p> <p><b>Agenda item 8.1</b> – Chair sought and received approval from members to include Agenda item 8.1 in the agenda as per standing orders. The report was <b>sent out on Monday 23/03/26</b></p> <p>Members approved the following items to be brought forward for discussion - <b>Agenda items: 8.1 &amp; 7.4, 10.2.</b> It was also noted that these items would be minuted in the correct order of the agenda.</p>	
8.0	<b>Strategy</b>	
8.1	<b>Development Opportunity Report &amp; Financial Appraisal</b>	
	<p>Agenda Item 8.1 was discussed at this point. This item has been minuted as per its original position on the agenda.</p>	
7.4	<b>Board Annual Appraisal/Performance Review Report</b>	
	<p>Agenda Item 7.4 was discussed at this point. This item has been minuted as per its original position on the agenda.</p>	
10.2		
	<p>Agenda Item 10.2 was discussed at this point. This item has been minuted as per its original position on the agenda.</p>	
1.0	<b>APOLOGIES</b>	
	<p>Apologies received from <b>Dr Ata Rahmani and Stephen Boag</b></p> <p>Staff members apologies – <b>Dougie Wilson</b></p>	
1.1	<b>Approved Leave of Absence</b>	
	<p>Ronnie Docherty is on an approved leave of absence from 8 January 2026</p> <p>No other LOA were requested</p>	
1.2	<b>Non-Attendance</b>	
	<b>None</b>	
2.0	<b>DECLARATIONS OF INTEREST</b>	
	<p>No declarations of interest were noted. However at agenda item 7.4 G Burns was asked to leave the meeting at this point as he omitted to declare an interest at the start of the meeting. He returned to the meeting after the items was discussed and approved.</p>	

<b>3.0</b>	<b>Minutes</b>
<b>3.1</b>	<b>Board Meeting (24.02.2026) – For Approval</b>
	The minutes were <b>approved</b> on a proposal by S Smith and seconded by K Dyson
<b>3.2</b>	<b>People &amp; Policy Sub-Committee (10.03.2026) – For Noting</b>
	Members noted the minute
<b>4.0</b>	<b>Recommendations for approval from People &amp; Policy Sub-Committee Meeting (10.03.2026)</b>
<b>4.1</b>	<b>Business Continuity Plan</b>
<b>Report Summary</b>	Anne E Smith presented the Business Continuity Plan to Board and asked them to note the contents.
<b>Discussion</b>	<p>Members were informed that this Plan was based on the model SFHA policy, the old DPHA one, and compared with another RSL. The policy was adapted to remove operational matters, which were included as appendices. This would enable easier use of appendices, especially if the Association was faced with an incident.</p> <p>The appendices will be reviewed and updated annually, with the policy itself being subject to a full review every three years. It was agreed that a mock test scenario would be run in the coming months to test the policy.</p>
<b>Decision</b>	<p><b>The Board:</b></p> <p><b>Approved</b> the Business Continuity Plan.</p>
<b>4.2</b>	<b>Entitlements, Payments and Benefits Policy</b>
<b>Report Summary</b>	Anne E Smith presented the Entitlements, Payments and Benefits Policy and highlighted key areas.
<b>Discussion</b>	<p>Members were advised that it was based on the SFHA model policy and is linked to the code of conduct and annual declarations.</p> <p>Significant updates related to the procurement of services and connected people, taking into account procurement legislation.</p> <p>Thresholds for gifts and hospitality were updated, ranging from £70 to £120 per person. A table was included explaining declarations and entitlements.</p> <p>Members were advised that DPHA model clauses had been included.</p> <p>After a question was raised, it was confirmed that an electronic declarations register was kept and updated as and when someone advised a change in their circumstances. Examples of declaring an interest were given and Board were advised to reach out if in doubt. It was also confirmed the onus was on staff and Board to declare an interest.</p>

<b>Decision</b>	<b>The Board:</b> <b>Approved</b> the Entitlements, Payments and Benefits Policy.
<b>4.3</b>	<b>Customer Engagement Strategy</b>
<b>Report Summary</b>	<b>J Cameron</b> presented the Customer Engagement Strategy and asked them to note the contents.
<b>Discussion</b>	<p>It was confirmed to Board that it had been presented to People and Policy on 10 March and discussed extensively. Board were advised that the complete strategy had been reviewed by the Tenants Panel along with the support from TPAS to ensure it met statutory and regulatory requirements in respect of customer engagement.</p> <p>Members were informed that the plan aligned with the business plan and strategic aims, aiming to broaden and strengthen engagement while maximising opportunities.</p> <p>It was noted that an annual action plan was included, to be refreshed yearly, outlining customer engagement aims for the year.</p>
<b>Decision</b>	<b>The Board</b>  <b>Approved</b> the Customer Engagement Strategy.
<b>4.4</b>	<b>Estate Management Policy</b>
<b>Report Summary</b>	<b>Chair invited J Cameron</b> to present the Estate Management Policy.
<b>Discussion</b>	<p>The policy was discussed at length at the People and Policy Sub-Committee.</p> <p>Members were informed that it strengthened the Association's stance on tenant health and safety, in respect to fire risk assessments and changes to electrical safety obligations for DPHA as Landlords.</p> <p>The policy update strengthened the position on waste management, introduced a zero-tolerance approach to fire risks in closes, and removed pet-related information (now covered in a standalone pet policy).</p> <p>J Cameron confirmed that a staff procedure note had been added at appendix one as per the request from People &amp; Policy sub-committee.</p> <p>A question was raised regarding the timing of the proposed inspections within the estate. J Cameron confirmed that the inspection frequency should be described as a minimum of quarterly, with hotspot areas inspected every fortnight as part of the close-inspection programme</p>
<b>Decision</b>	<b>The Board:</b>  <b>Approved</b> the Estate Management Policy.

*J Cameron left the meeting at this point 1909hrs*

## 5.0 MATTERS ARISING SCHEDULE

**Report Summary** Chair invited AM Brown to present any updates to the Board

**Discussion** There were no updates to the schedule that were not already noted.

**Decision** The Board:

**Noted and approved** the matters arising schedule.

## 6.0 CHIEF EXECUTIVE'S MONTHLY UPDATE REPORT

**Report Summary** Chair invited AM Brown to present the Chief Executive's update report.

Members were informed that the notifiable event with the SHR was now closed. It was also brought to the Boards' attention that the SHR engagement plans had been released and DPHA remains compliant.

**Discussion**

It was noted that a health and wellbeing survey, carried out by Seamus Corry, had taken place with staff. Due to the current changes within DPHA, and some staff experiencing personal issues, the feedback indicated that it was a challenging time for the team. A number of recommendations were identified, and a meeting with the Leadership Team would be scheduled to discuss the health and wellbeing action plan

Members were informed that Investors In People accreditation would be taking place September 2026.

N Jardine noted that achieving compliance for the coming year was to be congratulated.

A thorough discussion took place regarding the additional public holiday by members and the impact it would have on the service and staff moral.

**Decision**

**The Board:**

**Noted** the contents of this report, especially:

- a. Appendix 1 - Chief Executive's Work Objectives: Progress update.
- b. The 6 new suppliers noted at section 3.2.5 above.
- c. SFHA Governing Body Conference, 21 April 2026 – Contact the Corporate Services Team if you would like to attend.

**Approved** the additional public holiday on the 15 June 2026, and the credit of 7 hours (pro-rata for part-time staff) for care staff who have to work on that date.

## 7.0 GOVERNANCE

### 7.1 Duty of Candour – Annual Report

**Report Summary** **Chair invited Arlene Dickson** to provide the Board with an overview of the statutory Duty of Candour requirements and approve the Association’s Duty of Candour Annual Report for 2025–2026.

**Discussion** Members were informed that Legislation requires the Association to be open and transparent when a serious impact, unexpected incident or accident happens

A robust system is in place for recording such events and training of staff.

It was reported that there were no Duty of Candour triggers for 2025–26.

The Board was advised that, if any further reports arose before the end of April, the Chief Exec had authority to include them prior to submission to the Care Inspector and publication on the website.

**Decision** **The Board:**

**Noted** the contents of the covering report.

**Approved** the Annual Report on Duty of Candour for 2025-2026 at Appendix 1 of this report.

**Agreed** that the Chief Executive be authorised to approve the inclusion of any additional Duty of Candour information in the report, if required.

**7.2 Shareholders Membership Update Report**

**Report Summary** Anne E Smith presented the report to the Board and asked them to note the contents.

**Discussion** Three new applications were received for Shareholder membership. There were no removals this month. The total number of shareholding members on the register increased to 86 in total.

**Decision** **The Board:**

**Approved** the proposed three new Shareholder memberships at 3.1.

**Noted** the summary of Shareholders at section 3.3.1.

**7.3 New Board Member Application : G Burns**

**\*\* G Burns left the meeting at this point in order for the agenda item to be discussed \*\***

**Report Summary** Anne Smith presented the report on the new potential board member and recommended that the board appoint Graham Burns as a Board Member with immediate effect.

**Discussion** Members were informed of his skills and his professional background and why he was a good fit for the Board. They were also advised that a meeting on his suitability had been carried out by Depute Chief Executive and the Corporate Services Officer.

**Decision** **The Board:**

**Noted** the contents of this report.

**Approved** the Appointment of G Burns onto the Board until the next AGM, which is taking place on 1 September 2026.

**Noted** that the Appointment will result in 4 Appointed members being on the Board, which is in compliance with Rule 37.1.

**\*\* G Bruce rejoined the meeting at this point 1932hrs \*\***

**7.4 Board Annual Appraisal/Performance Review Report**

**Report Summary** Chair invited Anne E Smith/Olwyn Gaffney to present the Board with the draft annual Board appraisal report published by Share in March 2026

**Discussion** Olwyn Gaffney presented the draft annual Board appraisal report, highlighting key successes and minor recommendations. She took the Board through the report, emphasising key areas and advised that it was a positive report with only two minor recommendations against four last year.

**Decision** **The Board:**

**Noted the** report of the draft Annual Board Appraisal Report attached at Appendix 1

**Approved** the report with the two minor recommendations.

**Olwyn Gaffney left the meeting at 1847Hrs**

**8.0 Strategy**

**8.1 Development Opportunity Report & Financial Appraisal**

**Report Summary** Ewan McDonald provided the Board with a progress update on Auld Street, a new-build development opportunity, and sought permission from the Board to secure grant funding from the Scottish Government to facilitate site acquisition and to progress discussions on the negotiation of the construction contract.

**Discussion** The Board received an update on the opportunity to acquire the 32-unit Auld Street development site. The site already had planning consent, which the developer would amend to meet the Association’s requirements.

Funding support had been confirmed in principle by the Local Authority and the Scottish Government, with formal feedback on the grant application expected shortly.

Total development costs were estimated at £8.495m, which was in line with current market conditions. The Association's proposed contribution was £50,500 per unit, following a financial assessment.

The Board was asked to approve acquisition of the site, subject to full development-stage funding being awarded. A one-year buy-back clause was in place, allowing the Association to return the site at the original purchase price if negotiations or planning amendments were unsatisfactory.

Risks at this stage were considered low due to the buy-back protection. Further work on the construction contract and financial appraisals would continue as the project progressed.

Following a question, it was confirmed that the developer typically undertook two developments per year.

Members discussed the position on front-funding and were advised that the Association would only proceed with the site acquisition once satisfactory development-stage funding had been confirmed. If the Scottish Government required the Association to contribute an unaffordable amount, the project would not proceed.

Retention levels were also discussed; while higher retention could offer protection, excessive withholding could restrict the contractor's cash flow and increase risk. Retention would therefore be monitored closely as the project progressed.

The Board noted that the urgency related to the need to record settlement by 31 March to secure available grant underspend in the current financial year.

Members were advised that the Scottish Government had prioritised assessment of the grant application, which was a positive indication, although the high grant request might still prompt scrutiny.

**Decision**

The Board also discussed contractor risk and agreed that further due-diligence checks should be undertaken.

**The Board :**

Noted the contents of the report.

Approved the following recommendations:

- a. To progress and complete the acquisition of the site, subject to obtaining a satisfactory Offer of Grant from the Scottish Government.

b. To progress the development opportunity towards a site start and construction contract signing, subject to obtaining satisfactory amendments to statutory consents and negotiation of the construction contract within the parameters of the approved budget.

***Ewan McDonald left the meeting at this point – 1831hrs***

***Graeme Bruce left the meeting at this point – 1832Hrs***

**9.0 FINANCE – COMMERCIALY CONFIDENTIAL**

**9.1 Final 2026/27 Budget – Version 4 & 30 Year Financial Projections**

**Report Summary**

**C Cameron/G Bruce** presented the Board with the final version 4 of the 2026/2027 draft Budget and the first draft of the 30-year financial projections.

C Cameron discussed this version of the draft budget, highlighting a key change which was identified since the last meeting in February 2026.

**Discussion**

It was reported that a major works were required to Beardmore House, relating to roof repairs totalling £220k along with structural issues with the fire escape which is attached to the building.

Members were advised that there was a contingency included in the costs for the repairs to the fire escape totalling £50k.

As a result, the draft budget showed a projected deficit of £547k and a reduction in bank balances of £965k.

It was noted that the deficit was primarily driven by increased stone repair works, however Board were informed that a loan was drawn down in 2021 for planned maintenance, in particular stoneworks.

Members were reminded that cost-saving measures would continue to be pursued during the year, and that the draft budget remained compliant with Unity Trust Bank covenants.

G Bruce presented to the Board the draft 30-year financial projections, with Year 1 reflecting the draft budget and subsequent years based on current available data and assumptions.

The projections did not include the proposed Auld Street development and would be updated should the project proceed.

The Board was advised that there was a high level of confidence in the projections for Year 1, with reasonable confidence for Years 2–5.

It was noted that projections beyond this period were increasingly uncertain due to the long-term nature of the assumptions and potential external factors.

The projections assumed inflation would reduce towards the Bank of England target of 2% and would be subject to stress testing, including scenarios such as higher voids and bad debts, although current performance levels were significantly better than those assumptions.

It was confirmed to members that the Association would strive maintain a bank balance of no less than £1m.

It was also recommended that the lifecycle of components should be reviewed on a regular basis.

Members were assured that cost cutting would be looked within our overheads.

The Board was advised that around £400k in the SOCI relates to non-cash items, in particular depreciation and grant amortisation, which reflected the cost of past investment being spread over the life of the assets. It was noted that this did not result in a direct cash cost to the Association.

#### Decision

A member highlighted that the rent increase was relatively low in comparison to other RSLs within the area.

#### The Board:

**Reviewed and Approved** the 2026/2027 draft Budget (version 4 & Final) and supporting papers (Appendices 1 to 5).

**Reviewed and Approved** on the final version of the revised 30 years Financial Projections at Appendix 6.

### 9.2 Value for Money – Annual Statement

#### Report Summary

**C Cameron** presented the Board with details of how Value for Money (VFM) was achieved within the draft 2026/2027 Budget.

#### Discussion

Members were advised that Value for Money was achieved by basing it on the draft budget and the Association started from scratch and each budget holder, which is essentially each member of the Leadership Team, start from scratch to build the budget on a zero based budgeting approach.

#### Decision

#### The Board:

**Noted** the contents of the covering report.

**Approved** the VFM Review for 2026/2027 attached at Appendix 1 in terms of evidence to demonstrate VFM in preparing the draft final Budget for 2026/2027.

### 9.3 Bad Debt Write Off's

#### Report Summary

**C Cameron** presented the report and sought approval from the Board to write off bad debt where there was no prospect of recovering the debt.

**Discussion** Members were advised that approval was being sought to write off bad debts of £4,909.69, which has arisen due to 9 cases of former tenant arrears and one write off of £40.00 from one former tenant which was in line with Write Off policy where Chief Exec has delegated authority to write it off. Members were referred to Appendix 1 for further details of the write offs.

Members were advised that former tenants arrears details are kept on file should they re-apply to DPHA for housing and the arrears would be written back.

The Chair referred to the Appendix 1 and asked why there was a delay of 8 months between attempts to contact former tenants. Members were informed that this would be looked into and reported back.

DW

**Decision** **The Board:**

**Noted** the contents of this covering report.

**Approved** the debt write off contained in Appendix 1 to the sum of £4,909.69.

**Noted** the debt write off of £40.00 (former tenant arrears) in relation to balances of less than £100 has been written off in line with the Write Off Policy.

## 10.0 OPERATIONS & CARE

### 10.1 Beardmore House Refurbishment Report

**Report Summary** C Cameron presented the Board with a proposal to refurbish Beardmore House with a view to ensuring a fit for purpose building for the future.

**Discussion** C Cameron presented a detailed report on the proposed refurbishment of Beardmore House. The report outlined plans to expand the working environment to accommodate additional staff, install a lift to ensure full accessibility for staff and members of the public with disabilities and mobility issue, and create a community space to the rear of the building.

Members were advised that the current layout is not accessible for people with disabilities, which impacts compliance with the Equality Act 2010. The proposed refurbishment would make the building fully accessible and therefore compliant with the Act.

It was noted that the proposed community space could be used by local groups, reinforcing the Association's commitment to its community investment plan.

The cost analysis, noted at section 3.14, indicated estimated initial costs of approximately £531k including VAT. C Cameron also advised that a contingency of £100k had been included in the budget for 2026/27. However, repairs to the building would need to take priority before any refurbishment works could commence. The estimated start date was around Quarter 4 of 2026/27.

**\*\* Standing Orders were suspended at 19:58 hrs to allow the Board to consider the remaining agenda items \*\***

The Board was assured that service delivery would be minimally affected, as staff had the option to work from home.

**Decision**

**The Board:**

**Noted** the contents of this report and Appendices 1 and 2.

**Approved** the proposed refurbishment of Beardmore House, noting that a full comprehensive procurement process will be carried out and reports will be brought to the Board at a future meeting.

**10.2**

**DPHA's Community Investment Plan Update Report**

**Report**

**Summary**

**Chair invited Gary Earl, Senior Finance Officer** to present to the Board the Association's Community Investment Plan (Wider Role) Progress Report (Appendix 1) for information and noting.

**Discussion**

Members were asked to note that the report was brought to this meeting ahead of schedule at the request of the CEO. It was recorded that an update report would be brought to members May and November in the future.

It was pointed out that the report focused on a lot of the key services delivered by the Customer Service Team

Members were informed that the CEL Group had been re-introduced. Partnership working had been established with Clydebank Football Club in conjunction with Trafalgar Housing Association to promote health and wellbeing of our tenants, where we will receive three season tickets for the coming year.

With the support of Community Links, funding had been applied for to support the delivery of Summer Fest and Winter Fest.

It was also reported that a productive meeting took place with another Housing Association regarding Out of School Care Group which touched on funding sources for the group.

After a question was raised by members regarding the Beardmore Trust, they were advised that a decision on the structure and future of the Trust had to be made, formalising the connection to DPHA or not.

The Chair acknowledged the Community work carried out by the Association and how the tenants of Dalmuir of benefited from it

**Decision**

**The Board:**

**Noted** the contents of this covering report.

**Noted** the projects highlighted in DPHA’s Community Investment Plan Progress Report (Appendix ).

**Noted** that a progress report update will be presented to the Board every 6 months as outlined in 4.2

**Noted** that a review of Beardmore Trust’s Governance Structure will be carried out during 2026.

**Gary Earl left the meeting at this point 1858hrs**

<b>10.3</b>	<b>Out of Schools Care Services Development Interim - Update Report</b>
<b>Report Summary</b>	<b>Arlene Dickson, Head of Care</b> provided the Board with an overview of current progress, key achievements, and planned actions relating to the development and delivery of Out of School Care Services across our area of operation.
<b>Discussion</b>	Members were informed that work continued to increase usage of the summer and term-time play schemes, with ongoing engagement with local schools, induction days, parent events, and wider promotional activity. Early indications showed strong uptake for the April play scheme compared with the previous year.  Engagement also continued with Gavinburn Primary School, although low turnout at local meetings meant any new provision remained a financial risk. A transition model was being explored to support children from Gavinburn PS to access DOSCG. Work with Radnor Park School Care Group was ongoing, and the P1 intake across schools was reported to be strong.  Engagement with schools and nurseries was ongoing to raise DOSCG’s profile. An options appraisal for DOSCG is being developed, with a report scheduled for Board consideration in August.
<b>Decision</b>	<b>The Board:</b>  <b>Noted</b> the content of this Interim Project Update Report and Project Plan attached at Appendix 1. 9.1.2  <b>Noted</b> that a recommendation will be brought to the Board no later than August 2026 on whether it is financially viable for DPHA to take over ROSCG.
<b>11.0</b>	<b>People and Culture</b>
	<b>Nothing to report</b>
<b>12.0</b>	<b>Health and Safety</b>
	<b>Nothing to report</b>
<b>13.0</b>	<b>Use of Delegated Authority</b>
	<b>Nothing to report</b>
<b>14.0</b>	<b>Chair to ask for any AOCB</b>
<b>14.1</b>	<b>Correspondence – nothing to report</b>

**14.2 Board/Sub-committee Workplan** – members were advised that the sub- AS  
committee plans were omitted and would be sent out after the meeting

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**14.3 Community Spirit Award**

Nick Jardine presented Gavin Waddell with the Community Spirit Award in recognition of his dedicated service to the Association, marking the occasion of his resignation from the Board.

**15.0 DATE OF NEXT MEETINGS**

**The date of the next meetings:**

People & Policy Sub-Committee: **9 June 2026**

Board Meeting: 28 April 2026 (**in-person**)

**Board Meeting:**

The meeting closed at 2025hrs

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

(Chairperson)