

## CALEDONIA HOUSING ASSOCIATION LTD

### MINUTES OF THE MANAGEMENT BOARD MEETING HELD ON TUESDAY 28 OCTOBER 2025 AT 6 P.M. VIRTUALLY ON MICROSOFT TEAMS

<b>Present:</b>	Allan Jones	Chair
	Derek Robertson	Vice Chair
	Katherine Burke	
	Anne Culley	
	Gary Grigor	
	Amy Ingham-Waite	
	Murdo Mackay	
	Douglas McLaren	
	Keri-ann Osfield	
<b>Apologies:</b>	Margaret McLay	
<b>In Attendance:</b>	Julie Cosgrove	Chief Executive
	Jill Fraser	Executive Director of Operations
	Barry Johnstone	Executive Director of People & Governance
	Angela Murphy	Interim Finance Director
	Jenny Dalton	Governance Officer (Minute Taker)

#### 79.25 Apologies

Apologies were **NOTED** from Margaret McLay. The Chair advised that Keri-ann Osfield (KAO) was running late and would join the meeting as soon as she could.

#### 80.25 Declaration of Interest

Katherine Burke (KB) declared an interest in Agenda Item 88.25 – Planned & Cyclical Maintenance Update. Members **AGREED** that a decision would be made as to whether Katherine should remain in the meeting if the planned maintenance project in her neighbourhood were discussed.

#### ITEMS for DISCUSSION and/or APPROVAL

#### 81.25 Draft Minutes of the Caledonia HA Management Board Meeting held on Tuesday 16 September 2025

Board members **AGREED** that the minutes were a true and accurate record of the meeting. **APPROVAL** of the minutes was proposed by Katherine Burke and seconded by Derek Robertson. The Governance Officer would arrange for the minutes to be signed by the Chair.

## 82.25 Matters Arising

### *Agenda Item 71.25 – Chief Executive's Report – Recruitment of Executive Director of Finance*

The Chief Executive apologised for not sending out details of the new Executive Director of Finance to members and advised that the successful candidate, Ross Carlin, was due to start on Monday 3 November 2025. She advised that Ross was a chartered accountant by profession, with a wealth of experience in finance, strategic leadership and transformation and was very interested in the values of the social housing sector. The Chief Executive explained that a full induction programme had been prepared for Ross and that he would be attending the Business Strategy Event on Tuesday 18 November 2025.

*Rosebank Road, Dundee*

*This section of the minutes is confidential as it is commercial sensitive and publication would harm commercial interests.*

*KAO joined the meeting at 6.10 p.m.*

## 83.25 Chief Executive's Report

### HACT – A Roadmap for Collaborative Innovation and Social Housing

The Chief Executive advised that the Housing Association's Charitable Trust (HACT) had launched a programme to drive strategic collaboration in social housing, based on research, feedback and examples of collaboration in practice within the sector and beyond. The Chief Executive explained that the item was for information as it was relevant to the discussions the Board had been having around the future direction of the organisation, particularly around collaboration.

The Chief Executive advised that although there was no systemic approach to collaboration, Scottish housing associations appeared to be open to the concept and to have discussions on how it might work. The Chief Executive stressed that it was early days, and we would have to wait and see how this progressed.

Gary Grigor (GG) observed that collaboration between Registered Social Landlords (RSLs) was common in England and offered to approach a colleague who dealt with joint ventures to ask him to brief the Executive Team and potentially the Board on the collaboration models that had emerged and where collaboration had been beneficial between organisations. The offer was welcomed by the Chief Executive and the Chair, and it was agreed that GG would contact the Chief Executive and the Executive Director of People & Governance (EDoPG) to agree arrangements.

### Cordale –Future Governance

The Chief Executive provided an update on the agreed improvement actions, as follows:

- Response to the recruitment advert for new Cordale Committee members had been limited, with only one candidate formally submitting a CV; however, the search consultant had identified a further four potential candidates with the necessary skill set. The applications would now be reviewed with a shortlist of candidates then being interviewed in conjunction with the Cordale Chair and Vice Chair.
- Provisional training dates had been agreed, with sessions due to commence at the end of November 2025.
- Four Cordale Committee members were interested in attending the strategy event on 18 November 2025, with three likely to be present at the dinner the evening before.

Following a query from a Board member, the Chief Executive advised that the Cordale Committee member interested in attending a Caledonia Board meeting would be invited to attend the December meeting.

#### Bellsmyre Regeneration Visit

The Chief Executive advised that the Cabinet Secretary for Housing's site visit to Bellsmyre on 1 October 2025 had gone very well. The day had been well organised with staff doing an extremely good job. The feedback from those attending had been very positive, despite the bad weather, with the Cabinet Secretary appearing genuinely impressed and interested in the work of the organisation. The visit had also generated a lot of good publicity, with trade and local press taking up the story as well as social media.

The Chair and Anne Culley (AC), who attended the event, endorsed the Chief Executive's comments and thanked all staff involved for their contribution to the success of the visit.

#### Authorised Signatories

The Chief Executive explained that following the recent appointment of Ross Carlin as Executive Director of Finance (EDoF), he was required to be added to the list of authorised signatories for banking and lending facilities. The Board was requested to **APPROVE** the inclusion of Ross Carlin (EDoF) in the list of authorised signatories for the following facilities:

- Royal Bank of Scotland for the operation of bank accounts and lending facilities and their future operation.
- GBSH lending relationship as set out in the loan agreement and future documentation associated with or ancillary to the loan agreement.
- Private Placement with Pension Insurance Corporation (PIC) and Sun Life Assurance Company of Canada and Sun Life Assurance (Canada) Limited, to assist in the future operation of the issuer/investor relationship as set out in the Note Purchase Agreement (NPA) and all future documentation associated with or ancillary to the NPA.
- Bank of Scotland for all future documentation associated with the facility agreement.

Following discussion, Board members agreed that, to provide further flexibility, the EDoPG should also be added as an authorised signatory and subsequently **APPROVED** Ross Carlin and Barry Johnstone as authorised signatories for the aforementioned facilities.

Board members also **APPROVED** the recommendation that the Chair sign the extract minute for the private placement.

#### Awards Ceremonies

Board members **HOMOLOGATED** the purchase of a table of 10 at the Chartered Institute of Housing Award Ceremony and the purchase of 6 seats at the HR Network event as approved previously by the Chair and one other Board member via email on 6 October 2025.

#### Scottish Federation of Housing Associations (SFHA) - New CEO Richard Meade

The Chief Executive explained that the new CEO of the SFHA, Richard Meade, had a strong background in public policy, legislation and lobbying with a focus on health, social care and welfare and saw housing as being central to public policy.

The Chief Executive noted that the Scottish parliament elections were due in 2026 and suggested that it would be useful for the Board to meet with Richard Meade prior to the elections in order to convey its thoughts, ideas and priorities for the sector. Although Richard Meade's diary was already quite full, it was hoped that a meeting could be organised in the New Year.

#### Sustainability Reporting Standard for Social Housing

The Chief Executive advised that this was the first year the organisation had adopted the Sustainability Reporting Standard (SRS) and explained that it provided a framework to demonstrate the organisation's Environmental, Social and Governance (ESG) credentials to a host of stakeholders, including tenants, lenders, regulators and the government. The SRS was also increasingly being used by housing associations in both Scotland and England and would therefore be a good benchmark tool by providing comparative performance insight.

The standard consisted of 12 themes, with 46 criteria aligned to United Nations Sustainable Development Goals and principles established in the financial markets. RSL's adopting the framework were required to report against all criteria. The SRS report would streamline current annual reporting by incorporating equality, diversity, and inclusion, as well as climate change and net zero reports into one annual report.

Whilst the framework was voluntary, there was a reporting schedule based on the 12 months to financial year end, with reports being published in October. There was no formal submission, but it was expected that reports would be published e.g. website, and data shared with Sustainability for Housing (SfH).

The Chief Executive explained that the report was being finalised and would be shared with Board members on completion, however some of the high-level information in the

report had been extracted and shared with members to give them a flavour of what was in the report.

A Board member queried whether the data in the report had been externally verified and the EDoPG confirmed that much of the data had been subject to external review by internal audit. The EDoPG also advised that the Group Audit & Risk Management Committee (ARMC) had agreed that an internal audit of our approach to ESG would be undertaken once the process had been embedded.

The Chief Executive advised that the Annual Development Committee Report would be issued to Board members with the SRS report.

#### Update on the Scottish Social Housing Charter Self-Assessment

The Chief Executive explained that the annual self-assessment considered progress in meeting the outcomes and standards detailed in the Scottish Social Housing Charter and in turn formed the basis of the Annual Charter Performance Report, due for publication by the end of October each year. An updated, streamlined format was adopted for this year's assessment to ensure both it and the Report were accessible to a wide readership.

The 14 Charter outcomes and standards that Caledonia was required to achieve in delivering homes and services were grouped into five themes: The Customer / Landlord Relationship; Housing Quality and Maintenance; Neighbourhood and Community; Access to Housing and Support; and Getting Good Value from Rents and Service Charges.

The Chief Executive advised that, overall, there had been good performance across a number of indicators and comparatively against the Association's peers; however, the time to complete adaptations in 2024-25 had been longer than that taken by our peers. This was for a number of reasons, including increasing demand for adaptations, the need for more complex and costly adaptations and insufficient funding to meet the demand, which led to delays. The Chief Executive advised that there had been a massive turnaround in 2025-26 and the Association had managed to clear all outstanding adaptations primarily through reinvesting a significant proportion of the proceeds from the sale of Northwood House, the former office into adaptation work. There had also been a robust focus from staff on clearing the adaptations and the Chief Executive thanked in particular the Customer Services Manager, Robert Williams, for his diligence and commitment to prioritising the completion of adaptations.

The Chief Executive also noted that the number of homeless refusals was also higher than our peers and advised that the Association remained focussed on enhancing the role it played with local authorities to prevent homelessness. Satisfaction with the factoring service was also lower than the peer average and the Chief Executive advised that the service was currently under review and that improvements would be made.

Board members noted the number of homeless refusals and queried how the team was working with Councils to address this issue. The Executive Director of Operations (EDoO) confirmed that her team worked with Local Authorities to try to deal with the various challenges around homelessness; however in some cases we were dealing with

the Association's hardest to let stock and also the fact that many people experiencing homelessness required support and were unwilling or unable to accept housing more than a few streets away from family or their support group. The EDoO explained that the Operations Team was currently working on the Tenant Participation Strategy to provide a clearer idea of tenants' needs and requirements which may assist with some of these challenges. It was also the intention to engage with communities, i.e. potential future tenants and people seeking housing, to try to establish their requirements.

Board members congratulated the Chief Executive on the layout and style of the Charter self-assessment report.

#### **84.25 Annual Assurance Statement 2025**

The EDoPG presented the report and highlighted the change in format, which was aligned to Board members request to streamline reports and make them more accessible and engaging. The EDoPG invited members feedback on the format change, which could be provided either during or post meeting.

The Working Group established by the Management Board to oversee the delivery of the annual assessment, comprising Murdo Mackay as Chair, Amy Ingham-Waite, Gary Grigor and, for the second meeting, Thomas Ewing, member of the Cordale Management Committee, met on 31 July and 24 September to oversee the annual assessment of compliance and regulatory standards

The Working Group undertook thematic reviews of four key risk areas agreed by the Board in May 2025, namely, Tenant and Resident Safety, Customer Engagement, Cyber Security and Stock Investment and Service Delivery. The Working Group acknowledged that the Regulatory Framework, which was revised in 2024, had an increased emphasis on listening and responding to tenants. Although there were no material weaknesses in complying with legal and regulatory standards, in the context of continuous assurance and improvement, the thematic review of Customer Engagement identified minor weakness. It was recognised that the review of the Tenant Engagement Strategy would enhance further performance engaging, listening, and responding to tenant feedback.

The Working Group also reviewed an Annual Assurance Checklist. The Checklist confirmed the Group was compliant with the Regulatory Framework, being fully compliant with 68 regulatory standards and requirements, with 5 requirements or standards requiring minor improvement. The identification of only 5 minor weaknesses was an improvement from performance in 2024.

The AAS exercise had resulted in an improvement plan of actions, a copy of which was included with the report for approval. Similar to previous years, the improvement plan would be monitored as part of the quarterly business performance update report provided to the Management Board.

The Annual Assurance Statement 2025 confirmed compliance with the regulatory requirements and standards. This year, the Statement incorporated additional information regarding compliance in Tenant and Resident Safety, including additional detail highlighting the work of the Health, Safety and Wellbeing Committee, which comprises of governing body members and staff reviewing performance and

improvement plans on a quarterly basis. The Statement also detailed how tenant feedback has been sought on the thematic reviews and how this informed continuous improvement.

Following an observation from a Board member, the EDoPG agreed that, although higher than in 2024, the response rate to the tenant consultation was low compared to the proportion of total tenants. The EDoPG advised that 80% of responses had agreed with the Association's priorities and that specific tenant feedback themes had been discussed by the Working Group. These related to the importance of local communication and providing regular informed updates, especially if there were changes to planned and cyclical maintenance programmes. The Chief Executive added that the Association needed to consider different ways of obtaining feedback, not just through surveys and that hopefully this would be addressed in the Tenant Participation Strategy.

A Board member noted that the evidence bank had not been updated this year and suggested that it should be fully updated before presenting it to the Management Board. The EDoPG acknowledged the comment and advised this was informed by the Board decision at its meeting in May 2025 to take a "lighter touch" approach to this year's Annual Assurance Assessment.

A Board member enquired if the appointment of Caledonia members to the Cordale Committee should be referenced. Following discussion, it was agreed that the assessment processes had concluded Cordale was compliant with regulatory standards and therefore it should not be included.

The Management Board **APPROVED** the Annual Assurance Improvement Plan, the Annual Assurance Statement and **AUTHORISED** the Chair to sign the Statement on behalf of the governing bodies of Caledonia and Cordale prior to the Statement being submitted to the SHR by 31 October 2025.

The Chair thanked the Working Group members and staff team for their input into the assessment process.

## **85.25 Membership Review**

The EDoPG explained that the purpose of the report was to manage and review the membership of the Association on an annual basis in accordance with the Association's Rules. Membership of the Association currently stood at 131. Removing the members listed at 11.1 and 11.2 would reduce membership to 102.

The EDoPG advised that Governance staff had reviewed the members attendance prior to the AGM in September 2025 and had contacted several members and that this exercise would be carried out prior to next year's AGM, with particular focus on those members who had not attended previous AGM's to encourage their attendance or to submit apologies. The EDoPG added that membership was promoted by Neighbourhood Officers when signing up new tenants and at settling in visits. Members discussed various ways that membership could be encouraged but noted the difficulty in making it engaging for tenants.

The Board **APPROVED** the recommendation that the members listed in sections 11.1 and 11.2 have their membership withdrawn and their shares cancelled.

#### **86.25 Lisdén Court, Kirriemuir**

*This report is confidential as it is commercially sensitive and publication would harm commercial interests.*

#### **87.25 Factoring Service for Owners – Wholly Owned Blocks**

*This report is confidential as it is commercially sensitive and publication would harm commercial interests.*

### **ITEMS for INFORMATION**

#### **88.25 Planned and Cyclical Investment Update**

The EDoO advised that the purpose of the report was to update the Management Board on asset related activities and that the key points to note were:

- Planned Maintenance and Major Repairs actual and committed currently totalled £3.054m with a further £500k commitment expected by the end of October 2025.
- At this point in the year, 79% of all identified projects for the financial year had been procured.
- Most of the remaining unprocured project work related to the 5-year Kitchen and Bathroom contract; however, the procurement exercise for this was well underway.
- Renewable Replacement spend was tracking lower than budget due to the time of year. Previous trend analysis indicated that this would increase over the winter months.
- The Major Component Catch Up spend was tracking lower than budget; however, we would continue to work closely with the housing team to identify priorities and key areas of work.
- Planned Contingency was tracking higher than anticipated due to coding anomalies that would be corrected.

With regards the British Iron and Steel Federation (BISF) properties at Bellsmyre, the EDoO advised that the Building Warrant was awaited but that it was anticipated that work on the first tranche would begin in January 2026.

Board members **NOTED** the report.

#### **89.25 Minutes of the Cordale HA Management Committee Meeting held on Tuesday 16 September 2025**

The minutes were **NOTED**.



**90.25 Any Other Competent Business**

The Chair referred to SHR’s attendance at the August Board meeting and apologised for not providing feedback before now. He advised that feedback had been very positive and that there had been nothing of concern to report, however the letter would be circulated to Board members for information.

The Chair advised that he was due to return from holiday on Tuesday 16 December, the date of the next Board meeting, and that it was likely that the Vice Chair would chair the meeting in his absence.

Lastly, the Chair advised that information on arrangements for the Strategy event on Tuesday 18 November would be issued shortly and that there would be a short discussion during the event to agree the meeting schedule for 2026.

There being no other competent business, the meeting concluded at 8 p.m.

Chair’s Signature: .....