MINUTE OF THE ANNUAL GENERAL MEETING OF CALEDONIA HOUSING ASSOCIATION

HELD ON TUESDAY 23 SEPTEMBER 2025 AT 2 PM

Members Present:		
Allan Jones	Vice Chair	William McFarlane (Online)
Katherine Burke		Douglas McLaren
Mary Clark		Margaret McLay
Robert Cook	(Online)	Keri-ann Osfield
Anne Culley		Derek Robertson (Vice Chair)
Gary Grigor		Amy Waite
William Lorimer		Aileen Wallace
Murdo Mackay		
Members Present by Proxy:		
James Brunton	Maureen Fraser	Derek Shannan
Gordon Deuchars	Ian Gray	Frank Smith
Margaret Deuchars	Robert Henderson	Catherine Wild
Elizabeth Dickson	Malcolm Mackay	Colin Wild
Carol Ewing	Teresa McCabe	William Williamson
Jean Ferguson	Isobel McAulay	
Rose Ferguson	Catherine Reid	
Apologies:		
Meryl James	Ian McMillan	Robert Penman
James Marmion	Elizabeth Mitchell	Jenny Steele
Margaret Marmion	Stephen Mooney	Stewart Talbot
Joan McEwen	Alan Nairn	
Others Present:		
Thomas Bright	RSM UK Audit LLP	
Julie Cosgrove	Chief Executive	
Angela Murphy	Interim Finance Director	
Barry Johnstone	Executive Director of People & Governance	
Jill Fraser	Executive Director of Operations	
Stuart Robertson	Governance Manager	Meeting Moderator
Jennifer Dalton	Governance Officer	Minute Taker

The Chair welcomed the members who were attending in person and online to the Annual General Meeting and explained the process to be followed in respect of asking questions or making points of order. The Chair confirmed that the meeting was not being recorded.

1 Apologies

The Chair advised that eleven apologies had been received and that the names of those submitting apologies would be recorded in the minutes. The Chair advised that 19 proxy forms had been returned with 9 members appointing Murdo Mackay, 5 members appointing Katherine Burke, 2 members appointing Anne Culley, 1 member appointing Margaret McLay, 1 member appointing Barry Johnstone, and 1 member appointing Jill Fraser, to represent them and vote on their behalf should this be required. The names of those members appointing a proxy would also be recorded in the minutes.

The Chair advised that the meeting was quorate as more than the minimum number of members required (13 members being one-tenth of the membership) were either present or were represented by proxy. The meeting was therefore called to order.

2 Minutes of the Annual General Meeting held on Friday 20 September 2024

The Chair confirmed that no points or amendments regarding the minutes had been made in advance of the meeting and asked whether any member present wished to make any points or amendments. No points or amendments were raised and the minutes were **APPROVED** as a true and accurate record of the meeting. This was proposed by Derek Robertson and seconded by Margaret McLay.

3 Chair's Report

The Chair advised that it had been another significant year for Caledonia with the Association continuing to be driven by its mission to provide homes and services that make life better.

The Chair advised that the Association was acutely aware of the national housing emergency and the need for high quality, affordable housing and that it remained committed to delivering its ambitious development programme and regeneration activities. The Chair then noted the following highlights from 2024/25:

- 52 new homes completed with a further 114 under construction.
- New build expansion into our eighth local authority area.
- Commencement of Bellsmyre regeneration project – replacing 264 outdated tenement flats with 138 modern, energy efficient homes. Rapid progress and first phase due to complete in early 2026.

The Chair also acknowledged the importance of investing in existing homes to ensure they are safe, warm and well-maintained, whilst listening and responding to tenant feedback on what matters most to them. The Chair noted the following highlights from 2024/25:

- Over £8m spent on planned Improvements and essential repairs.
- The launch of a dedicated damp and mould team, providing timely interventions and resolution of complex cases.
- Maintaining the highest levels of compliance in relation to tenant safety obligations.

The Chair noted that the operating environment remained challenging, however, thanks to strong financial management and a clear long-term strategy, the Association remained resilient and focused on delivering value for money. Looking to the future, Caledonia would retain its focus on building and maintaining safe, sustainable homes and continue to invest in its services and support its tenants whilst progressing towards achieving its net zero ambitions.

In closing, the Chair thanked the CEO, Julie Cosgrove, the Executive Team and all colleagues across Caledonia for their commitment and dedication. He also thanked his fellow Management Board members for their continued dedication and the expertise that they provided.

4 Presentation on the Financial Statements, Balance Sheet and Auditor's Report

The Interim Finance Director invited Thomas Bright from External Auditors RSM UK Audit LLP to make a short statement on the accounts.

Thomas Bright highlighted the extensive testing that had been carried out during the audit process and advised that the audit findings confirmed that the financial statements presented a true and fair view of the affairs of the Caledonia Group. In conclusion, he thanked the Interim Finance Director and her team for their help in undertaking the audit.

The Chair then asked for comments or any relevant questions on either the Chair's Report or the Annual Accounts. No comments or questions were received.

5 Election of Management Board

The Chair explained that under Rule 39.1 of the Association's Rules, one-third of the Management Board was obliged to retire at the end of each AGM, as were those members who had been co-opted to the Board or filled a casual vacancy during the year. Currently, there were eight full Board members, three of whom were required to retire. Retiring members should be those who have served longest on the Management Board since the date of their last election. The three members who fell into this category were Anne Culley, Douglas McLaren and Keri-ann Osfield. They were required to seek re-election and, under Rule 39.4, were eligible to do so without nomination.

The Chair then advised that, taking account of the above, there remained two vacancies on the Management Board for elected members, in line with Rule 37.1 Gary Grigor had filled a casual vacancy during the year and Amy Waite had been appointed as a co-optee. Both Gary and Amy had noted their interest in becoming full Board members and had been nominated for the vacancies as follows:

Nominator	Nominee
Allan Jones	Gary Grigor
Allan Jones	Amy Waite

The Chair advised that under the Association's Rules, if the number of members standing for election was less than or equal to the number of vacant places, then these members could be elected without a vote. As this was the case with the aforementioned members, the Chair declared Anne Culley, Douglas McLaren and Keri-ann Osfield re-elected to the Management Board and Gary Grigor and Amy Waite elected to the Management Board.

6 Appointment of Auditor

The Chair advised that, earlier in the year, a procurement exercise had been undertaken to award a new external audit contractor. RSM UK Audit LLP had been the successful bidder and, in accordance with the Rules, the Chair asked for a proposer and seconder for the approval of the appointment of RSM UK Audit LLP as the Association's External Auditors. Douglas McLaren proposed the appointment of RSM UK Audit LLP and this was seconded by Anne Culley.

The Chair advised that the formal business of the AGM was concluded and thanked members for their attendance. The meeting concluded at 2.25 p.m.

Chair's Signature: ....