

CORDALE HOUSING ASSOCIATION LTD

MINUTES OF THE MANAGEMENT COMMITTEE MEETING HELD ON TUESDAY 19 AUGUST 2025 AT 6.30pm BY VIDEO CONFERENCE AND IN CORDALE OFFICE

Present	Margaret McCallion (Chair) Veronica Hamilton Thomas Ewing Douglas Fairley Anne Culley Derek Robertson (Teams) Margaret McLay (Teams)												
Apologies	Sharon Murray												
Not Present	Eric Farren Sheena Wain												
In Attendance	<table><tr><td>Barry Johnstone</td><td>Executive Director of People & Governance, Caledonia HA</td></tr><tr><td>Kevin Nixon</td><td>Regional Manager, Caledonia HA</td></tr><tr><td>Alec Drain</td><td>Asset Team Leader, Caledonia HA</td></tr><tr><td>Cameron Lyall</td><td>Finance Manager, Caledonia HA</td></tr><tr><td>Peter Broad</td><td>Development Manager, Caledonia HA (Teams)</td></tr><tr><td>Maura Elliott</td><td>Governance Officer, Caledonia HA, Minutes</td></tr></table>	Barry Johnstone	Executive Director of People & Governance, Caledonia HA	Kevin Nixon	Regional Manager, Caledonia HA	Alec Drain	Asset Team Leader, Caledonia HA	Cameron Lyall	Finance Manager, Caledonia HA	Peter Broad	Development Manager, Caledonia HA (Teams)	Maura Elliott	Governance Officer, Caledonia HA, Minutes
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Maura Elliott	Governance Officer, Caledonia HA, Minutes												

[Post meeting note – Eric Farren submitted his apologies]

The Executive Director of People and Governance (EDoPG) opened the meeting and welcomed Douglas Fairley to the meeting. Staff and Committee members introduced themselves.

42.25 Interim Chair and Committee Appointments

The EDoPG presented the report to the members and highlighted that the purpose of the report was to note the end of Margaret McCallion's (MMcC) leave of absence with MMcC returning as Chair and approve the appointment of Margaret McLay (MMcL) as Vice Chair.

The EDoPG provided background to the report adding that in May 2025, MMcC was granted a leave of absence, which was approved by the Committee. He added that it was positive and encouraging that MMcC was now able to return earlier than anticipated and resume the role of Chair. During MMcC absence, MMcL served as Interim Chair.

At Item 49.25, Cordale Governance and Appraisal Outcome Report, the recent skills assessment highlighted that there was limited experience among current Committee

members in chairing Committees and Boards. MMcL, however, brings extensive leadership and governance experience. Accordingly, it was recommended that MMcL be appointed as Vice Chair, to support MMcC and provide support during any future absence.

The EDoPG added that Paul Hillard's Cordale report highlighted a lack of integration and absence of trust which highlights the importance of rebuilding and strengthening the integration between Cordale and Caledonia, recognising the mutual interests and the success of both organisations.

The Chair recommended the appointment of MMcL which would help strengthen governance.

The Committee **NOTED** and **APPROVED** the following:

- Noted the end of Margaret McCallion's leave of absence, with Margaret McCallion returning to the Committee and resuming the role of Chair; and
- Approved the appointment of Margaret McLay as Vice -Chair.

43.25 Apologies

Apologies were received from Sharon Murray (SM).

44.25 Declaration of Interest

There were no Declarations of Interest.

45.25 Draft Minutes of Cordale Management Committee Meeting held on Tuesday 20 May 2025

Committee members **AGREED** that the minutes were a true and accurate record of the meeting. **APPROVAL** of the minutes was proposed by Veronica Hamilton (VH) and seconded by Anne Culley (AC).

46.25 Matters Arising

The EDoPG advised that, following quality assurance of the ARC figures presented to the Management Committee in May, one minor revision was required at indicator 28 - average annual management fee per factored property, and advised that the number of factored properties was 22 and the annual management fee was £45.68.

The Regional Manager (RM) highlighted an error in the previous minutes in relation to the charge for the hire of skips from WDC. He advised that the minute should read '...this invoice was on hold'.

47.25 Executive Director of People Update

The EDoPG's report provided members with updates/information on significant strategic or operational matters that impacted the Association and the broader Caledonia Housing Group.

The EDoPG highlighted the key points to note from the report:

- Item 3 – progress on the development of the Annual Assurance Statement, to be considered by Cordale Committee in October;
- Item 4 – update on recruitment for the post of Executive Director of Finance and interim arrangements;
- Item 5 – update on development of Environmental, Social and Governance reporting framework;
- Item 6 - review of the Group Health, Safety and Wellbeing Policy;
- Item 7 – as requested at the Committee meeting in May, an update on the Cordale Community Garden; and
- Item 8 – review of Cordale and Caledonia West Dunbartonshire Allocation Policy

The EDoPG added that, in relation to Item 3, Annual Assurance Statement, a Working Group had been established in recent years to undertake a checklist on how the Group complied with regularity standards which also included an extensive, thematic analysis of areas the Scottish Housing Regulator (SHR) had identified as a key risk to the sector. This year, the Working Group thematic reviews consist of cyber security, stock investment and service delivery, tenant engagement and tenant and resident safety.

The next Working Group meeting was scheduled for September and as the Cordale Committee was not currently represented, a Cordale member was invited to participate. The EDoPG added that it was a good opportunity for members to deepen their understanding of the legal and regulatory environment Cordale operate within.

It was agreed Thomas Ewing would attend the next meeting to represent Cordale.

Members discussed the WDC Allocations Policy and the RM discussed progress with the development of a Common Housing Register and advised that a new common application form was in place. The RM added that with the new form, applicants can specify where they want to live, which would help reduce refusals.

The Management Committee **DISCUSSED** and **NOTED** the contents of the report.

48.25

Annual Governance Report

The EDoPG presented the report and provided an overview of what had taken place in the past financial year regarding the following:

- Policies, Procedures and Registers
- Governance Calendar
- Management Committee Appraisals
- Caledonia and Cordale Service Level Agreement
- Annual General Meeting (AGM) arrangements
- General Governance Monitoring Information

The EDoPG commented that four Committee members had resigned since the last AGM in September 2024 while sadly the former Chair had recently passed away. He also noted that attendance rates at Committee meetings required improvement (64% Committee attendance over the past year). These challenges highlighted the need to strengthen Committee membership and ensure new members had the relevant skills and experience.

AC commented on the low number of Association members given the number of properties. Members discussed the decline in membership, importance of continuing to promote membership at new tenant sign-ups and current AGM arrangements. The Chair added that it would be beneficial in 2026 to reinstate face to face AGM's to improve engagement.

The EDoPG added that previous membership numbers were artificially high due to a campaign around SGM's, with a subsequent decline.

The RM added that staff promote membership at new tenant sign-up however uptake remains a challenge, additionally there was a promotional campaign two years ago, where all tenants were written to, but the response was minimal.

The Management Committee **DISCUSSED** and **NOTED** the contents of the report.

49.25 Cordale Governance & Appraisal Outcomes

On recommendation of the Chair, Committee agreed that this item should be advanced up the agenda, and it was taken after item 46.25.

The EDoPG presented the report to the members and advised that as Committee were aware Paul Hillard Consultancy (PHC) was appointed in February 2025 to support the appraisal process and facilitate a session with the Cordale Committee to explore how members' aspirations could inform future governance options. The EDoPG added that two appraisals were still to be scheduled and these would be arranged.

The facilitated sessions held on 8 and 29 July informed the report prepared by PHC. The report highlighted that the appointment of three Caledonia Board members was appropriate and necessary to ensure that Cordale continued to meet its constitutional and regulatory requirements. There was an adequate number of local members on the Committee, however there was a gap in business expertise and experience. Therefore, a priority was to move forward with recruitment and focus on individuals with professional skills to strengthen governance.

The PHC report also highlighted that following a review of the minutes there was a tendency to focus on detailed operational activities and tenancy matters rather than key strategic governance matters such as risk, finance, and performance management.

The members expressed a strong desire to continue as a Management Committee and acknowledged the need for a comprehensive learning and development programme.

The EDoPG added that Committee members were required to actively participate in Group Committees, which are a key part of the governance framework and the Group structure, as well as strategy sessions, while this would be helpful in rebuilding trust.

VH raised concerns about the tone of the report, particularly in relation to the comment that that Committee members were focused on tenancy matters which she felt could have been worded better. The EDoPG acknowledged the concerns raised and explained that the consultant was commissioned to produce an honest, objective report. He also acknowledged that it was an uncomfortable read however, the report highlights the significant risks in terms of the need for expertise and greater strategic focus. The commitment from members was fully acknowledged and appreciated.

The EDoPG advised he would support the Chair ensure agendas were focussed on strategy, finance and risk.

Following a query from Thomas Ewing (TE) in relation to training, the EDoPG advised that following the Caledonia Board meeting next week a training programme would be developed to support Cordale Committee members in understanding their governance responsibilities within a Group structure. He added that engagement from Committee members was essential as the programme would require time and resources and its success was dependant on active participation.

Douglas Fairley (DF) raised a question about how Cordale compared with Caledonia in terms of attendance, capabilities' and expertise. The EDoPG advised that Caledonia Board members had a wide range of professional skills, attendance at meetings was significantly higher and that Cordale's focus was on local issues whereas Caledonia's was strategic.

Following discussion, the Management Committee:

- **APPROVED** a recruitment campaign to attract new Committee members with the leadership, strategy and business skills identified as limited through the appraisal process;
- **AGREED** to and committed to attending a comprehensive learning and development programme;
- **AGREED** to ensure that Cordale members were represented on all Group Committees;
- **AGREED** to work in partnership with Caledonia to establish opportunities for open and transparent dialogue vital to strong relations; and
- **AGREED** that a framework of actions with timescales and outcomes would be implemented, with a review in March 2026 to review improvements.

50.25 Audited Financial Statements and Audit Findings for the Year Ended 31 March 2025

The Finance Manager (FM) advised members of the financial statements detailing Cordale HA's financial activity for the year ended 31 March 2025. The FM advised that the accounts showed favourable results despite a challenging operating environment and added that all lenders financial covenants were comfortably met.

The Audit Findings Report highlighted there were no unadjusted errors relating to Cordale's accounts, with one very minor control recommendation, which was not considered to be significant.

The report and the financial statements were reviewed in detail by the Audit & Risk Management Committee at their meeting on 12 August 2025 when the Committee had confirmed that it was satisfied with the Financial Statements and recommended that they be formally approved by the Cordale Management Committee at its meeting on 19 August 2025.

Letter of Representation - RSM confirmed to the Audit & Risk Management Committee that the letter of representation submitted for approval and signature was in standard form and that no additional or exceptional representations were being sought.

DF queried the claim submitted by the contractor. The Development Manager (DM) advised that the contract administrator has reviewed the claim and determined it was not valid based on contract terms. The contractor had not responded since. The FM added that this had not been included in the accounts as it was not considered probable while adding that there would be sufficient funds to cover the claim if it were to be paid. The DM confirmed that if the claim was to be deemed valid, the cost would likely be shared between Cordale, the contractor and government funding.

The Management Committee **APPROVED** the Annual Financial Statements for 2024/25 as recommended by the Audit & Risk Management Committee and **AUTHORISED** the Chair to sign the Letter of Representation and **ENDORSED** its contents.

[Derek Robertson left the meeting at this point]

51.25 Quarterly Performance Reporting

51.25.1 Business Performance 2025-26 – Quarter 1 Update

The EDoPG presented the Business Performance Quarter 4 Update report, which covered the first quarter of the year. Seventeen of the quarterly Key Performance Indicators (KPIs), out of twenty, were within target with three KPIs out of target. An explanation and the actions being taken to mitigate were outlined in the report and the appendix.

The EDoPG highlighted the new indicator relating to Damp and Mould and added that the Committee would receive the Quarter 1 data for this KPI post-meeting.

The report also provided members with an update on progress over Quarter 1 with the strategic priority actions identified within the Business Plan Implementation Plan for 2025-26.

The Management Committee discussed tenancy sustainment and the reasons for tenancies ending within 12 months. MMcL added that the commentary in relation to tenancy sustainment noted that low stock turnover impacted the sustainment target, and added that it would be helpful to receive the reasons for end of tenancies and that

trend analysis would be also helpful. The EDoPG advised that future reporting would include trend and benchmarking analysis and KPIs outwith target would include detailed exception reporting.

The Chair asked if there were greater challenges in securing quick void turnaround times. The RM advised that turnaround of void properties can vary depending on demand, the condition of the property, type of property, contractor availability and utility reconnection issues.

The Management Committee **NOTED** the contents of the report.

51.25.2 Management Accounts for the period ended 30 June 2025

The FM provided an overview of the Management Accounts detailing Cordale's financial activity for the year period 30 June 2025.

The FM commented on the surplus for the period and added that turnover for the period remained constant. Operating costs had increased due to insurance costs, repairs and maintenance and overheads. Income had increased due to increased Stage 3 grants funding.

He added that the Association continued to maintain a strong overall financial position and all lenders covenants had been met.

AC queried whether the 25 new units were unencumbered. The FM advised that he would confirm the position to members.

The Management Committee **NOTED** the attached accounts and explanatory report.

52.25 Development Progress Update Report

The DM advised that the report was for information and welcomed any comments from members.

AC raised a query in relation to the potential opening of the lade, expressing concern about its proximity to the new properties and the possible impact on insurance coverage. The DM advised that the opening of the lade would not proceed until the Association had assurances in place from all relevant stakeholders.

The Management Committee **NOTED** the contents of the report.

53.25 Planned Maintenance and Cyclical Investment Programme Update

The Asset Investment Team Leader (ATL) advised that the paper was for information and welcomed any comments from members.

Following a query from AC, the ATL confirmed that EICR's for common areas would be carried out every 3 years and individual dwellings every 5 years.

The Management Committee **NOTED** the contents of the report.

54.25 Complaints Handling Report

The EDoPG advised that the Complaints Handling Report was for information and welcomed any comments from members.

AC commented on the importance of learning from complaints, welcomed the feedback and acknowledged that it was positive that the Association had recruited a team of Maintenance Inspectors to support the repairs and damp and mould service.

Following a query from DF, the ATL clarified the role of the Maintenance Inspectors.

The Management Committee **NOTED** the report.

55.25 Rule 68 Report

Rule 68 states that “At the last Management Committee meeting before the annual general meeting, the Secretary must confirm in writing to the Management Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. The Secretary’s confirmation or report must be recorded in the minutes of the Committee meeting”.

The purpose of this report was to provide confirmation to the Management Committee that these Rules had been followed.

The Management Committee **NOTED** the contents of the report.

56.25 Chief Executive’s Report to the Caledonia Management Board – Tuesday 27 May 2025

The Management Committee **NOTED** the report.

57.25 Draft Minutes of the Group Audit & Risk Management Committee Meeting (including Risk Map) – Tuesday 10 June 2025

The Management Committee **NOTED** the draft minutes.

58.25 Any Other Competent Business

There was no other competent business.

Date & Time of Next Meeting:

AGM – Tuesday 16th September 2025

Management Committee Meeting – Tuesday 16th September 2025 (immediately following AGM)

The meeting concluded at 20:15hrs.

Signed (Chair): -----

Date: _____