

CLYDESDALE HOUSING ASSOCIATION LIMITED

Minute of the Management Committee meeting held via Video Conferencing on Wednesday the 10th of December 2025 at 18:30

Present: Agne Zasinaite, Vice Chairperson
Brian McNally
Deborah Hay
Gabrielle McElhinney
Hazel Galbraith, Chairperson
Iona Taylor
Jacqueline McCutcheon
Jonathan Main, Secretary
Ken Greenshields
Lesley McDonald
Ruth McElhinney
A quorum was achieved.

In Attendance: The Chief Executive Officer (CEO)
Depute Chief Executive (DCE)
Housing Manager (HM)
Finance Manager (FM)
Douglas Gold, Gold Consultancy Ltd
Elizabeth Miller, Corporate Services Officer (CSO) - minute.

1. Apologies

Apologies were received from Claire McGraw, John Lockhart and Ross Gowland.

The Chairperson advised Committee that Gillian Anderson had submitted their resignation due to increased family commitments. The Chairperson said they were very sorry to lose Gillian but fully understand that they have a great deal to manage at this time and feels unable to give the role the time and commitment it requires.

Both the Chairperson and the CEO expressed their sincere thanks for all of Gillian's hard work noting they will be greatly missed.

2. Approval of Previous Meeting Minutes & Matters Arising

The minute of the Committee meeting held on the 26th of November 2025 was checked for accuracy and was approved by the Management Committee.

As per section 62 of the Association's rules, the Chairperson authorised the CSO to insert their electronic signature as conclusive evidence that the minute of the meeting held on the 26th of November 2025 are a true record of the proceedings at that meeting.

Matters Arising.

There were no matters arising.

Agreement on Items for A.O.C.B.

The Chairperson asked Committee and staff if they had any other competent business to discuss at agenda item 16. Committee had no AOCB to be discussed.

3. Conflicts of Interests

There were no conflicts of interest.

4. Tender Report: Gas & Air Source Heat Pump Service Maintenance Contract

The DCE introduced the report which advises the Committee of the outcome of the tender process for the Association's Gas & Air Source Heat Pump (ASHP) Services with follow on Repair Works & Replacements, Voids, Reactive Repairs and Ad hoc Boiler and Full System Renewal Contract 2025/26 – 2028/29 (with 2 x single year extension options).

Douglas Gold told Committee that a tender exercise was completed for:

- gas and air-source heat pump (ASHP) servicing, repairs, replacements, and void works.
- ad hoc boiler and fuel-system works were added to the scope to provide additional flexibility.
- the proposed contract term was three years with two optional one-year extensions.

A single-stage process was carried out via Public Contracts Scotland. The contract specification included comprehensive reactive maintenance for gas systems and time-and-materials arrangements. Five tenders were received, and all passed the Single Procurement Document stage. Evaluation was weighted at 60% cost and 40% quality due to market conditions. Several tender clarifications were required to correct errors within the original submissions. Appendix 1 of the report set out the schedule of rates, and Appendix 2 outlined time-and-materials costs.

The outcome of the quality-in-place assessment ranked BRB first. Approval was sought for BRB to be awarded the gas servicing, air-source heat pump, and following repairs contract. Questions from Committee members were invited regarding the tender process and outcome.

Douglas Gold noted that three contractors had submitted competitive bids, which provided assurance that BRB's pricing was reasonable. He also highlighted that BRB had consistently addressed clarifications correctly and had achieved a high-quality assessment score, supporting confidence in their ranking as first.

Mr Gold added that robust key performance indicators (KPIs) were built into the contract, with determination clauses in place to manage performance.

The CEO sought clarification on whether reactive work previously undertaken under contract would leave the Association vulnerable. Vicky Rogers confirmed that the new contract did not create any contractual risk, noting that previous reactive work was not guaranteed under the prior arrangement.

No further questions were raised. Hazel Galbraith confirmed agreement with the recommendations.

- | | |
|-----|--|
| i) | Committee agreed there was sufficient information presented to consider the contract costs. |
| ii) | Committee approved the appointment of BRB Electrical Limited for the Gas & Air Source Heat Pump (ASHP) Services with follow on Repair Works & Replacements, Voids, Reactive Repairs and Adhoc Boiler and Full System Renewal Contract 2025/26 – 2028/29 (with 2 x single year extension options) based on the Quality/Cost assessment process. |

Douglas Gold left the meeting at 18:44.

5. Notifiable Events

The CEO presented the report to Committee and advised that the purpose of reporting notifiable events is a positive step and a key part of Committee being responsible and accountable for the running of the Association.

The CEO noted that they had nothing further to add to the report content.

- iii) Committee considered the report and agreed that the actions of the Association have been satisfactory in relation to Notifiable Events

6. Actions from Previous Meetings

The CEO presented the report to Committee. They advised that the purpose of the report is to ensure that items identified for action at Management Committee and Audit Sub-Committee meetings are a) followed up on, and b) reported to Committee to confirm the follow up.

The CEO told Committee they had nothing further to add to the report content.

- i) Committee considered the Actions from Previous Meetings Report and agreed progress is satisfactory.

7. Health & Safety Update

The CEO informed the Committee that the purpose of the report was to update the Management Committee on Health & Safety at Work activities and to present the Health & Safety Policy Statement for approval. The CEO advised that there were no updates to the content of the report.

- i) Committee considered the Health & Safety Update Report and agreed progress is satisfactory.

8. Management Accounts to 30 September 2025

The FM told Committee that the report summarises the Management Accounts for the period to 30 September 2025. The FM advised that there were no updates to the content of the report.

The FM confirmed that Appendix 8.5, relating to staff travel, reflected an over-accrual at the end of the previous financial year.

- i) Committee approved the Management Accounts for the period to 30 September 2025.

9. Quarterly Treasury Management Report

The FM told Committee that the report covers treasury management activities in the quarter and provided an update on the Association's borrowings and investments at the end of the quarter.

The DCE provided an update on the ongoing exercise carried out by DTP, who were performing a Treasury Management review. As part of this work, long-term financial plans were being reviewed to ensure that DTP's analysis was based on up-to-date figures, particularly in relation to long-term maintenance assumptions.

Lesley McDonald joined the meeting at 19:01.

Revised 30-Year Cashflow: The DCE highlighted that, following discussions at the October business planning day, the Technical Services team had updated the asset management system to reflect proposed upgrades, including high heat retention storage heaters and shower installations.

The DCE explained that updating storage heating costs to high heat retention levels had increased projected replacement costs, impacting cash flow projections. This formed a new base case for long-term planning purposes.

The FM provided an overview of the revised financial scenarios, noting that the updated high heat retention system costs, with and without showers, would result in additional costs compared to the previous assumptions. These figures had not yet been adjusted for inflation, which would further affect long-term cash flow. The FM confirmed that work was ongoing to integrate these figures with loan arrangements, interest rates, rent assumptions, and draft budgets, with a full update expected at the January Committee meeting. They reported that the financial consultancy, DTP, had reviewed the model and considered it fit for purpose, and that decisions to date had been based on reliable and robust information.

Committee members discussed the uncertainty surrounding future net-zero policy guidance and potential grant funding. The DCE, CEO, and other members emphasised that the Association's planning assumptions were based on current guidance and financial viability, noting the aspirational nature of potential standards and the importance of affordability for tenants. It was agreed that maintaining dialogue with similar-sized RSLs would be prudent to ensure the Association remained aligned with sector practices.

The Committee noted the work completed to date and expressed support for the ongoing review, recognising its importance in providing a realistic basis for long-term planning and decision-making. The Committee confirmed that it was satisfied with the quarterly Treasury report and the work being undertaken on the long-term financial plans, noting that the results would inform future strategic decisions.

i) Committee considered and discussed the content of the report.
--

10. Revised External Audit Engagement Letter

The FM presented the report to Committee giving details of the content of the Letter of Engagement (LoE) and asked Committee was asked to provide authority for the CEO to approve the auditor appointment via the portal on behalf of the Committee.

Committee raised a question regarding the auditor's limit of liability under their terms and conditions, noting that it appeared low relative to the level of sensitive information to which the auditors would have access, including financial data, staff contracts, and limited tenant information. The FM confirmed that auditors are granted full access to financial records to fulfil their statutory duties but typically do not access personal tenant information beyond basic account details. The auditors generally do not log into systems directly, with access provided via the Association's systems for audit purposes.

Committee members discussed the adequacy of professional indemnity (PI) and cyber liability coverage, noting that the limit should reflect the sensitivity of the information held and sector norms. It was agreed that the FM would confirm the auditors' PI and cyber insurance levels and check whether the limits were in line with previous arrangements under Alexander Sloan and industry expectations.

The Chairperson highlighted that larger organisations may face higher cybersecurity risks than smaller firms, supporting consideration of higher insurance coverage, and Committee noted that accounting standards typically require a minimum PI limit for auditors. The CEO emphasised ensuring that the proposed cover is no lower than the previous arrangement.

The Committee noted that securing an external auditor in the current market is challenging, with limited providers available and increasing costs. The Committee agreed that the FM would follow up with the auditors to clarify insurance coverage.

- i) The Committee agreed that, subject to satisfactory confirmation of professional indemnity and cyber insurance coverage, the CEO was authorised to sign the auditor appointment via the portal on behalf of the Committee.

11. Equalities Action Plan Review

The DCE presented the report to Committee, advising that its purpose was to provide details of the outcome of the annual review of the Equalities Action Plan and to assure Committee of progress made over the last six months. The DCE confirmed that there were no further updates to the report content.

- i) Committee agreed there was sufficient information contained within the Equalities Action Plan to assure Committee of progress.

12. Draft Audit & Risk Sub-Committee Minutes

The CEO advised that the draft minutes of the Audit & Risk Sub-Committee were presented to Committee for information. It was noted that these minutes were unapproved at this stage but were being shared to ensure early visibility for the Management Committee. Committee members were invited to raise any questions. No questions were raised, and Committee members confirmed they were content with the contents, noting that the minutes would require formal approval at the next Audit Subcommittee meeting.

- i) Committee noted the report content.

13. Referral from Audit & Risk Sub-Committee:

13.1 Review of Sub-Committee Terms of Reference

The CEO presented a draft revised Terms of Reference (ToR) for the Audit & Risk Sub-Committee (ARSC) in order to ensure that greater Committee scrutiny of CHA's assurance arrangements is formalised in CHA's governance policies.

The CEO confirmed that there were no further updates to the report content.

- i) Committee considered the report and the revised Terms of Reference for the Audit & Risk Sub-Committee.
- ii) Committee agreed the final version of the Terms of Reference for the Audit & Risk Sub-Committee and approved them for inclusion in CHA's Standing Orders without amendment.

13.2 Annual Risk Management Review

The CEO advised that the purpose of the report is to present the outcome of the Audit & Risk Sub-Committee's annual risk assessment for consideration and approval by Management Committee.

The CEO confirmed that there were no further updates to the report content.

- i) Committee considered the Strategic and Operational Risk Maps and approved them in final form without amendment.

14. Strategy Items:

14.1 Business Plan Progress

The CEO told Committee that the report provides details on the progress made against the Strategic Objectives contained in the 2025/28 Business Plan (BP).

The CEO advised that the covering report summarised the overall position, with colour-coded timelines illustrating the delivery periods for each business plan theme. The accompanying action plans provided detailed breakdowns of activity under each strategic heading.

The CEO highlighted that the narrative summary on page two of the report set out the key work undertaken during the period. It was noted that delivery of the Business Plan continued to follow a bottom-up approach, with staff working in small groups to progress individual actions. The DCE and HM had been supporting staff to maintain momentum and ensure ongoing progress.

The first year of the Plan had focussed on planning and research work, with emerging assumptions now informing next year's budget and preparation for activities scheduled from the following year onward.

The Chair invited questions from Committee. No questions were raised, and Committee confirmed they were satisfied with the reported progress against the Plan.

- i) Committee considered the Business Plan Progress Report and agreed it provided sufficient information for assurance and oversight purposes.
- ii) Committee agreed progress against the 2025/28 Business Plan is satisfactory.

14.2 Workforce Planning Update

The CEO advised the report provides an update on workforce planning actions designed to support service delivery and implementation of the 2025/28 Business Plan.

Committee were advised that staff absence figures had improved significantly and were now back within the organisation's expected range, with absenteeism sitting at around 2%.

The CEO highlighted ongoing staffing activity across the organisation, noting that several internal movements had taken place to provide short-term cover for maternity leave and other temporary needs, with additional recruitment undertaken to backfill resulting gaps.

Committee was advised that these movements had contributed to higher-than-anticipated recruitment costs, as noted in the Finance Report, but overall staffing levels and capacity remained stable.

A member queried minor omissions in sections 7.22 and 7.31 of the report. The CEO confirmed that section 7.22 should have stated that the temporary postholder had assumed full duties, and section 7.31 should have referenced the date of 31 May 2025. These omissions were acknowledged as a formatting oversight during finalisation of the report.

No further questions were raised, and Committee confirmed they were satisfied with progress on workforce planning.

- | | |
|----|---|
| i) | Committee noted the content of this report and agreed progress in workforce planning has been satisfactory. |
|----|---|

15. Committee Training Update

The CSO confirmed that the purpose of this report is to provide Committee with a summary of training activities undertaken between 1 April 2025 and 30 November 2025, as well as details of upcoming and planned training.

The CSO confirmed that there were no further updates to the report content. Committee was reminded that the online Sexual Harassment and Equality & Diversity training remained ongoing for members who had not yet completed it. Members were advised to contact the Corporate Services Team if they required support or a new link to access the training.

A member raised an issue regarding non-receipt of the Cyber Security training module issued via Kubnet. The CEO undertook to contact Kubnet to investigate the issue and ensure that the training invitation had been issued correctly.

- | | |
|----|---|
| i) | Committee agreed that progress has been made in relation to Regulatory Standard 6 – Guidance 6.2. |
|----|---|

The Chairperson thanked everyone for attending. The meeting ended at 19:30.