

FINAL Albyn Housing Society Board Meeting | MINUTES

Date: Tuesday 27 May 2025
Time: 6:00pm
Location: Teams

Members Present

Lesley McInnes,
Chair

Lynne Holburn,
Member

Fiona Mustarde,
Member (Teams)

Ian Fosbrooke,
Member

Niall Owen,
Member

Craig Levy,
Member

Carl Patching
Member

Scott MacLeod,
Member

In Attendance

Kirsty Morrison,
Chief Executive Officer,
(CEO)

Robert Buchanan,
Dir. of ICT & Business Services
(DIT&BS)

Caroline Madden,
Head of Property Services
(HPS)

Gayle Anderson,
Income Manager - Observer

Maureen Knight,
Executive Dir. of Operations
(ExDO)

Laurie MacLeod
Head of HR
(HHR)

Chris Ellis,
Head of Performance & Projects
(HP&P)

Andrew Martin,
Executive Dir. of Group Services
(ExDGS)

Jim Banks,
Head of Group Customer Services
(HGCS)

Laura Morgan,
Corporate Governance Manager
(CGM) - minute

ACTION

1. APOLOGIES & WELCOMES

- 1.1 Apologies had been received from Clea Warner, Jackie Bugden, and Niall Owen.
- 1.2 The Chair welcomed Chris Ellis, Caroline Madden, and Jim Banks to the meeting.
- 1.3 The Chair welcomed Gayle Anderson who joined the meeting as an observer.
- 1.4 It was noted that Craig Russell was on a leave of absence.

2. STANDING ITEM

- 2.1 Board Remit
- 2.2 The Chair confirmed that the meeting met the quorum as set out within the Board Remit.

3. CONFLICT OF INTEREST

- 3.1 None were noted.

4. PREVIOUS MEETING

- 4.1 Minute of Board Meeting: 25 March 2025
 - 4.1.1 The minute of the meeting was approved. This was proposed by Fiona Mustarde and seconded by Carl Patching.
- 4.2 Confidential Minute of Board Meeting: 25 March 2025
 - 4.2 The confidential minute of the meeting was approved. This was proposed by Fiona Mustarde and seconded by Carl Patching.
- 4.3 Matters Arising
 - 4.3.1 A written update on the action items had been provided and was reviewed. All actions were complete or in progress.

With regard to adaptations, the ExDO provided a short verbal update to Board. The Society had very recently now been notified of its funding award for adaptations and an analysis of how suitable this was in meeting the adaptation needs of customers would be presented to the June Board. The Board requested that this include any requirements for Albyn to earmark contingency funding to cover any shortfalls.

5. DECISION PAPERS

5.1 Annual Return on the Charter

- 5.1.1 The HP&R, HGCS, and HR&P delivered a presentation on the Annual Return on Charter (ARC) for 2024/25.
- 5.1.2 The CEO noted that staff understanding of how their day to day work impacts ARC figures was greatly improved.
- 5.1.3 There was a discussion about void day targets and the careful balance between improving this indicator and still offering quality homes to customers.
- 5.1.4 The Board enquired why the satisfaction survey was only completed every three years. The CEO advised that this was the regulatory requirement of the SHR, however, the Society did carry out other surveys on service delivery throughout the year. It was agreed that this would be a good area to explore at the next Board Strategy Day.
- 5.1.5 The Board enquired as to why some properties were outside of the Scottish Housing Quality Standard. The HPS advised that some properties were exempt due to their design and construction, which resulted in prohibitive costs and limited technical options for improvements being available.
- 5.1.6 The Board thanked all for presentation and the context that was provided for the ARC submission.
- 5.1.7 The Board approved the Annual Return on Charter for submission to the Scottish Housing Regulator (SHR). This was proposed by Carl Patching and seconded by Craig Levy.

5.2 5 Year Financial Plan

- 5.2.1 The ExDGS spoke to his paper and sought approval of the recommendations made within it.
- 5.2.2 The Board had no comments.
- 5.2.3 The Board approved the submission of the Five-Year Financial Plan to the SHR.. This was proposed by Fiona Mustarde and seconded by Craig Levy.

5.3 Bank of Scotland Funding Agreement

- 5.3.1 The ExDGS spoke to his paper and sought approval of the recommendations made within it.
- 5.3.2 The Chair advised the meeting that the Society's solicitors had been adjusting with the solicitors representing Bank of Scotland PLC (the "Bank"), the terms of loan agreement relating to the provision of loan finance of up to £10,000,000 (the "Loan Agreement").

A copy of the final form of the Loan Agreement had previously been circulated to members.

5.3.3 The Chair advised that agreement had been reached between the Society and the Bank and the purpose of the meeting was to consider the terms of the Loan Agreement and all related documentation and, if thought fit, approve and authorise the execution, delivery and performance of the latest drafts of the following documentation:

- a. the Loan Agreement;
- b. the form of standard security to be used to secure properties to the Bank in order to meet the applicable security cover requirements of the Loan Agreement (as the number and location of such properties will be determined and agreed with the Bank by any of the Authorised Signatories (as defined below); and
- c. an Officer's Certificate to be given by an authorised signatory of the Society in respect of the Loan Agreement;

(together, the "Documents").

5.3.4 It was reported to the meeting that in accepting and signing or authenticating the Documents and in borrowing the Facility (as defined in the Loan Agreement) in full, the Society would not breach its rules or any existing contractual or statutory obligations and that the Association is fully empowered to enter into the Loan Agreement and to perform its obligations thereunder.

5.3.5 It was resolved that:-

- a. the Society's entry into the Documents is in the best interests of the Society and that the Society enter into the Documents;
- b. the Society delegate authority to any one of Andrew Martin, Kirsty Morrison, Lesley McInnes, Clea Warner, Carl Patching, Ian Fosbrooke (the "Authorised Signatories"), to negotiate, finalise, approve and accept the whole terms and conditions of, and the transactions contemplated by, the Documents and any other document which they consider necessary or desirable in connection with the Documents;
- c. any one of the Authorised Signatories be and are hereby authorised to execute or authenticate the Documents on behalf of the Society and to execute or authenticate any other document which they consider necessary or desirable in connection with the Documents on behalf of the Society;
- d. any one of the Authorised Signatories be and are hereby authorised to sign and/or authenticate and/or despatch all documents, certificates and notices to be signed and/or authenticate and/or despatched by the Society under, or any other document which they consider necessary or desirable in connection with, the Documents; and
- e. that the execution or signing or authentication of any of the Documents or any other documents referred to in this paragraph 5 may be by electronic means including, without limitation, by DocuSign.

This was proposed by Lynne Holburn and seconded by Craig Levy.

5.4 Staff & Board Codes of Conduct

5.4.1 The CGM spoke to her paper and sought approval of the recommendations made within it.

5.4.2 The Board approved the updated Board & Staff Codes of Conduct, and the updated protocol for managing alleged breaches of the Board Code of Conduct. This was proposed by Carl Patching and seconded by Scott MacLeod.

5.5 Annual Governance Review

5.5.1 The CGM spoke to her paper and sought approval of the recommendations made within it.

5.5.2 The Board noted the findings of the Annual Governance Review.

5.5.3 The Board approved the Albyn Group Succession & Recruitment Plan for the 2025/26 AGM Year and the Annual Governance Review Improvement Plan. This was proposed by Fiona Mustarde and seconded by Lynne Holburn.

5.6 Annual Assurance Timetable

5.6.1 The CGM spoke to her paper and sought approval of the recommendations made within it.

5.6.2 The Chair advised Members interested in joining the Annual Assurance Short Life Working Group to contact the CGM.

5.6.3 The Board approved the timetable for the annual assurance process for 2025 and the Terms of Reference for an Annual Assurance Short Life Working Group. This was proposed by Scott MacLeod and seconded by Lynne Holburn.

5.7 Homologation of Chair & Vice Chair Approvals

5.7.1 The CGM advised the Board that since the last Board meeting in March, the Chair and Vice Chair had approved the following items:

- ICT Working Party Terms of Reference
- Two allocations to persons closely connected to an Albyn Group staff member.

In accordance with the Board Standing Orders, these approvals were being brought to the Board for homologation.

5.7.2 The Board homologated all three approvals. This was proposed by Fiona Mustarde and seconded by Lynne Holburn.

6. POLICY & STRATEGY

6.1 None.

7. INFORMATION ITEMS

7.1 OSCR Updates

7.1.1 The CGM presented a paper on upcoming changes to Charity legislation to the Board for its information.

7.1.2 The Chair requested that any Members who might be impacted by the changes to Trustee disqualification contact her to discuss this.

7.1.3 The Board noted the updated.

8. APPROVED MINUTES OF COMMITTEE MEETINGS FOR NOTING

8.1 None.

9. AOB

9.1 Nationwide Banking Mandate

9.1.1 The ExDGS spoke to his report and sought Board approval of the recommendations made within it

9.1.2 The mandate would be amended as follows and was attached in the appendix to the paper:

Authorised Signatories -

- Lesley McInnes – Chair of the Board
- Carl Patching – Chair of Audit and Risk Management Committee
- Ian Fosbrooke – Company Secretary
- Kirsty Morrison - Chief Executive
- Andrew Martin - Executive Director of Group Services

9.1.3 The mandate amendment requires that the Board pass a resolution setting out the following Board approval recorded as an approved minute of the meeting at which the mandate changes were approved:

9.1.4 It was resolved that the Authorised signatories in the current mandate, for accounts detailed in section 3.3, be changed in accordance with section 'Authorised Signatories'. And the current mandate will continue as amended. This was proposed by Fiona Mustarde and seconded by Lynne Holburn

Fiona Mustarde left the meeting at this point.

9.2 ICT Working Party Update

9.2.1 The DIT&BS provided a verbal update on the progress made by the ICT Working Party.

9.2.2 The tender for the managed service provider had been published and applications were currently being considered, with a view to conclude this exercise by the end of July 2025. The tender for a new HR portal had also been published.

9.2.3 CX Assets implementation was progressing well and the CX Customer Portal was due to be demonstrated to CISMG shortly. Highland Residential (Inverness) Ltd sales and lettings had also been moved to CX, and this build was currently in testing.

9.2.4 It was agreed that the ICT Working Party was proving a useful tool to ensure accountability for the completion of actions. The Chair of Audit & Risk Management Committee added that the Working Party was establishing a framework to track the completion of actions that would provide Board with the assurance it needs in this area.

9.2.5 The Chair added that assurance and increasing the profile of the ICT agenda within the organisation was important and welcomed the project management approach that was being applied.

10. CONFIDENTIAL ITEMS

Chris Ellie, Caroline Madden, Jim Banks, and Gayle Anderson left the meeting at this point.

10.1 Confidential Item 1

10.2 Confidential Item 2

11. DATES OF FUTURE BOARD COMMITTEE MEETINGS

11.1 The dates of future meetings were noted. The Chair requested that Members advise the CGM if they wish to attend any meetings in person two weeks in advance of the meeting, otherwise it would be assumed that they would attend via Teams.

The meeting ended.