

**Meeting of the Board of Management to be held at 6pm
on Tuesday 11 March 2025 either in person at 423 London Road
or remotely via Microsoft Teams**

AGENDA

	Lead Person	Decision or information
1. Apologies	Pauline Casey	
2. Declaration of Interests	Pauline Casey	
3. Minute of previous meeting held on 4 February 2025	Pauline Casey	For approval
4. Matters arising from meeting of 4 February 2025	Pauline Casey	For information
5. DPO (GDPR) Action Plan	Diane Litherland	For information
6. Chief Executive's Report (Mears, Crudens, Recruitment Salaries)	Gary Naylor	For information
7. 7.1 2025/30 Business Plan 7.2 Our 5 Year Strategy – Review (Summary Report & Strategy document) 7.3 People & Wellbeing Strategy – (Presentation & Strategy document)	Gary Naylor	For approval
8. Quarterly performance 8.1 Quarterly performance report 8.2 Management Accounts 8.3 Loan Portfolio report 8.4 2025/26 Final Budget	Gary Naylor Barry Allan Barry Allan Barry Allan	For information and approval
9. Insurance Renewal Report for 2025/26	Barry Allan	For approval
10. Development Update	Eleanor Derbyshire	For information
11. Subsidiary Companies and Sub-Committee Minutes: 11.1 Audit & Risk Committee 28 January 2025	Pauline Casey	For approval and information
12. Any other competent business	Pauline Casey	
13. Résumé of meeting	Pauline Casey	
14. Date of next meeting Tuesday 22nd April 2025		To note

THENUE HOUSING ASSOCIATION LTD

Minute of the Board of Management meeting held on Tuesday 11 March 2025 at 6.00pm within 423 London Road, Glasgow, G40 1TG

Present: Pauline Casey (Chairperson), Neve Beaton, Linda Chelton, Julia Cheung-Buchanan, Ruth Hewitt, Robert Kelly, Bryan McMahon and Howard Mole

Observing: Maureen Dowden

Attending: Gary Naylor, Barry Allan, Michael Byrne, Eleanor Derbyshire and Ray Macleod
Diana Litherland, Data Protection Officer, RGDP

1. APOLOGIES

Apologies were received from Abdifatah Hayde.

NOTED

2. DECLARATIONS OF INTERESTS

There were no declarations of interests noted.

NOTED

3. MINUTE OF THE PREVIOUS MEETING HELD ON 04 FEBRUARY 2025

The minute of the previous meeting held on 04 February 2025 was approved a correct and accurate record of the proceedings. Proposed by Linda Chelton and seconded by Robert Kelly.

APPROVED

4. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 04 FEBRUARY 2025

Gary Naylor gave a brief update on 35 Tureen Street and the progression of various meetings with Glasgow City Council concerning the ongoing safety of the adjacent building. Following storm damage our insurance company had processed our claim to enable works to commence once safe to do so. Gary will keep the Board of Management updated.

NOTED

5. DATA PROTECTION OFFICER (DPO) – GDPR ACTION PLAN

Pauline Casey welcomed Diana Litherland from RGDP who provides Thenue's Data Protection Officer services.

Diana Litherland gave a presentation and advised a copy of the slides will be sent for distribution. Diana's presentation outlined the following:

- The legal framework, detailing the various data protection laws.
- Freedom of Information (FOI) and Environmental Information Regulations (EIR) and the relevant legislation.
- The Scottish Information Commission's key requirements and adoption of the approved "Model Publication Scheme" Public Authorities and Social Housing.
- GDPR (General Data Protection Regulations 2018) Jargon Buster.

- Descriptions and examples of the 6 Data Protection Principles and the requirement for the Data Controller's responsibility for accountability and able to demonstrate compliance of the principles.
- Summary of GDPR terminology.
- Breaches – what they are, what to do, when, how and where to report a breach, avoiding breaches.
- Thenue's compliance – action plan, audit, data protection impact assessments, data processing reviews, sharing agreements with third parties, staff training, responding to issues/incidents/requests, tracker/register to monitor, review and action.
- Aim to avoid being taken to court, the next media headline and damage to reputation.

Diana Litherland thanked the Board of Management for listening and invited questions and/or comments. There were no questions or comments noted and thanked Diana for her presentation. Diana left the meeting at this point.

NOTED

6. CHIEF EXECUTIVE'S REPORT

6.1 Crudens Dispute

Gary Naylor referred to the report intimating the need to resolve this dispute and conclude. Gary explained how with the services of a delay expert, the risks and costs had been weighed up to avoid going through a costly adjudication process. At a recent meeting Thenue made an offer with Crudens responding with their offer and our counter-offer which will enable both parties to move on. Gary concluded this was a good result.

Gary Naylor invited Board members to ask questions and/or make comment. The following was noted:

- Is there potential for the cost to reduce through adjudication? Eleanor Derbyshire explained the costs of legal fees alone could equal what has already been spent and no longer feasible. There is possibility of trying to recover legal costs through NRS.
- With reference to the sun pod defect completion, Gary Naylor advised this is a separate issue and the money is set aside.
- Are there any plans to be using Crudens for other builds? Eleanor Derbyshire advised there is no other work with them planned.

The Board of Management noted the update regarding the resolution of the dispute with Crudens.

NOTED

6.2 EVH Salary Negotiation and Consultation for 2025/26

EVH had issued a consultation letter to Association Members on the proposed salary negotiation and required a response by 5pm on 11 March 2025 as follows:

3 year rolling deal as follows:
01 April 2025 4%

- 01 April 2026 CPI (October) plus 1.5% with a floor of 1% and ceiling of 4%.
Renegotiations if outwith.
- 01 April 2027 CPI (October) plus 1.5% with a floor of 1% and ceiling of 4%.
Renegotiations if outwith.

The Board of Management had been emailed for agreement and feedback on the proposal. The Board of Management agreed the proposal on 11 March 2025 and EVH advised of Thenue's decision.

NOTED

6.3 Mears Update

Gary Naylor updated the Board on the communications with Mears which is continuing on the level of cost increase which will include an element of performance delivery, customer priority and integration with Homemaster.

Gary Naylor invited Board members to ask questions and/or make comment/s. The following was noted:

- In relation to staff liaising with solicitors Gary Naylor confirmed that the Contract allows to serve notice, there is a backup framework in place and staff to manage. Gary advised Mears can also give notice.
- Concern on the length of time to resolve the performance issues and have a solution. Gary Naylor re-iterated he was awaiting a response from Mears this week and if needed there is a temporary solution while a retender process takes place.

The Board of Management noted the update.

NOTED

6.4 Recruitment Update

Gary Naylor overviewed the retirement, management and structural changes with internal and external candidates being in post by the start of the new financial year.

The Board of Management noted the changes.

NOTED

7. BUSINESS PLAN

7.1 2025/2030 Business Plan

Gary Naylor referred to the document circulated within the papers indicating that the Business Objectives had been identified during the November Business Planning session. Risk assessment had been completed, approved by the Audit and Risk Sub-Committee with the highest risks detailed in the Plan. Asset management planning and delivery had been reviewed. The new Business Plan followed a similar format as the previous one which had been commended by the Scottish Housing Regulator as strong and robust with good links to our strategic themes. Gary introduced the visual tweak to our "Strategic Themes"; the addition of our "Enablers" and confirmation of our "Strategic Outcomes". He commented financial and income projections were healthy.

Gary Naylor invited the Board of Management to ask questions and/or make comments. The following had been noted:

- Digitalisation and older people, how we aim to be inclusive?
Gary Naylor referred to current funded projects to work with tenants; our specialised supported and retirement staff; the new APP and acknowledged the importance to find a balance and not lose connection with those who find digitalisation difficult.
Michael Byrne referred to the tenant satisfaction survey which identified a preference for older tenants looking for face to face connection and telephone services. There will be multiple options for communication and connection.
- Board of Management succession planning, can there be more of an emphasis on this particular strategy for recruitment of tenants which is crucial?
Gary Naylor advised that there were robust plans to action recruitment over the next few weeks and months which are not detailed in the Business Plan.
- The Business Plan is a very wordy and extensive document, can this be reduced in size or have a separate smaller document and the format reviewed? There was acknowledgment by several Board members that there is the need for a document detailing a Plan for the year, summarised accordingly and is an internal document.
Gary Naylor advised the Business Plan is summarised for publishing and sharing. The full plan is for staff, Board, lenders and the Scottish Housing Regulator to action. Gary agreed for the Executive Team to review the Plan and amend.
- Is there a difference between the APP and tenant portal?
Gary Naylor explained they were the same web based connection to our Homemaster system depending on the customers preferred device eg smartphone, desktop computer. Owners will also be able to use the APP.
- Asset Management and stock condition, where is this recorded?
Eleanor Derbyshire advised that stock conditions survey information will be integrated next year as the next stage of Homemaster.

The Board of Management requested the Business Plan be reviewed prior to final approval by 31 March 2025.

DECIDED

7.2 Our 5 Year Strategy – Review

Gary Naylor intimated it had been 2 years since the strategy had been published and proposed in light of evolvement of our Customer First and digitalisation it be reviewed. Gary advised an external consultant had assisted with a proposed reduction in Strategic Themes from 5 to 4: Customer, Homes, People and Communities.

Gary Naylor invited the Board of Management to ask questions and/or make comment/s. The following was noted:

- Board members agreed it was good to review, however, expressed concern that the introduction was outdated with spelling, grammar and format errors

throughout the document. The language used requiring clarity rather than trigger words. The preferred use of the word “collaboration” instead of “togetherness”. Define the audience in the People section.

Gary Naylor noted the comments and agreed to review the document with the Executive Team.

The Board of Management agreed to the review of the document.

DECIDED

7.3 People & Wellbeing Strategy

Gary Naylor commented the Business Plan is our main overarching document of which there are various strategies to detail our delivery and operating of our vision, the People and Wellbeing Strategy is for our people who work for Thenue. The strategy outlines:

- Leadership of Operational Managers and the Executive Team.
- Culture enabling an enjoyable work environment.
- Digital transformation for pro-active working and staff support.
- Investors in People (IiP) continuous learning and development.
- Objectives.
- Outcomes.
- Measuring and embedding.

Gary Naylor invited the Board of Management to ask questions and/or make comment/s. The following was noted:

- Why was “Customer First” not at the forefront of the strategy?
Gary Naylor explained there is a specific “Customer First” strategy that details outcomes for “Customer First”.

The Board of Management approved the People and Wellbeing Strategy.

DECIDED

8.1 QUARTERLY PERFORMANCE

8.1 Quarterly Performance Report

Gary Naylor indicated there were 3 red areas of concern mainly linked to the repairs performance, however, there has been improvement during Quarter 4 and commented it was a positive report.

Gary Naylor invited the Board of Management to ask questions and/or make comments. The following was noted:

- Board members welcomed the good performance of KPIs and asked how we measured tenant satisfaction?
Gary Naylor confirmed tenant satisfaction and feedback was sought, and anticipated the new Homemaster system will assist in collecting this information.
- Is there an option for the arrears figures to be more understandable and meaningful?
Gary Naylor advised the presentation on the Annual Return on the Charter (ARC) submission and Quarter 4 results will assist with this.

- In relation to the surplus being better than expected, what was the reason and should commentary identify delays out with our control and timings without referring to other reports?

Barry Allan explained this was due to timings eg delayed in the stonework tenement improvements programme commencing and providing for adequate headroom in budgeted bad debts and loan interest paid, confirming there was a process of constant checking and review. Barry intimated the next report on the Management Accounts will give a more thorough explanation.

The Board of Management approved the Quarterly Report.

DECIDED

8.2 Management Accounts

Barry Allan gave an overview of the Management Accounts for the period ending 31 December 2024 highlighting the operating surplus was an overperformance against Budget and there had been several lower than anticipated costs. Barry confirmed the loan covenants were satisfied.

Barry Allan invited the Board of Management to ask questions and/or make comments. The following was noted:

- Will the underspend in major repairs be caught up on by the end of March?
Barry Allan explained the programme will not have progressed to use up the Budget due to delays. Barry indicated the variances against budget at the year end is not expected to be significant and noted the suggestion to clarify reasons for delays and timings within notes.
- With discussion around the importance of Board members knowing what to expect, there was a suggestion for regular cashflow updates?
Barry Allan offered to provide more information and there was agreement that the Executive Team would report back with recommendations.

The Board of Management approved the Management Accounts for the period ending 31 December 2024.

DECIDED

8.3 Loan Portfolio Report

Barry Allan outlined the contents of the report and indicated the annual review of the Treasury Management Policy will take place in April 2025.

Barry Allan invited the Board of Management to ask questions and/or make comment/s. The following was noted:

- With reference to cashflow, Barry Allan advised that the year end accounts and reporting will provide information.

The Board of Management noted the contents of the report.

NOTED

8.4 2025/26 Final Budget

Barry Allan reported that the main change was due to the actual grounds maintenance and estates and environmental costs being confirmed following tender approval at the last meeting.

Barry Allan invited the Board of Management to ask questions and/or make comment/s. There were none noted.

The Board of Management approved the Budget for 2025/2026.

DECIDED

Pauline Casey, Chairperson, at this point suspended Standing Orders and asked the Board of Management to agree to continue the meeting for another 20 minutes and finish the business. The Board of Management approved the suspension of Standing Orders.

DECIDED**9. INSURANCE RENEWAL REPORT FOR 2025/2026**

Barry Allan intimated insurances require annual review, explained the process for tendering and referred to the supporting market review report. Barry advised there was a proposed renewal increase of 3.98% (£11k) and enhanced renewal terms to extend the current contract to March 2028. Barry confirmed that he had spoken with two other insurance companies who intimated they could not provide such rate guarantees and would struggle to match the offer. Barry considered the offer to be best value with limited providers in the market.

Barry Allan invited the Board of Management to ask questions and/or make comment/s. The following was noted:

- Where does this stand with procurement compliance?
Barry Allan advised that specialised circumstances meet legislative requirements.
- Was there scope to extend and test the market?
Barry Allan confirmed the insurance company had made the offer to extend and with limited organisations currently in this market they advised they would be unable to match the offer.

The Board of Management:

- Noted the premium level for the insurance cover for 2025/2026.
- Approved the level and scope of insurance cover required by the Thenue Group for 2025/26.
- Approved the acceptance of a new 3-year long term agreement (April 2025 to March 2028) and the 5% reduction in this year's proposed terms.

DECIDED

10. DEVELOPMENT UPDATE

Eleanor Derbyshire explained that last year development funding had stopped, we managed to continue some projects and was happy to announce funding was now available. Eleanor overviewed the report which updated the progress of the current programme, detailed the future programme that can now be progressed and the pipeline programme. Eleanor focussed on the French Street, Dalmarnock project which required approval of the rents.

Eleanor Derbyshire invited the Board of Management to ask questions and/or make comment/s. The following was noted:

- Board members acknowledged the cost per unit was increasing, core inflation is not reducing and grant funding reduced making projects unsustainable without charging higher rents. Suggested action for the Audit and Risk Sub-Committee to consider risks.

The Board of Management noted the contents of the report and approved the French Street project rent levels.

DECIDED

11. SUBSIDIARY COMPANIES AND SUB-COMMITTEE MINUTES**11.1 Audit and Risk Sub-Committee 28 January 2025**

Pauline Casey intimated the minute was for information and any questions to be directed to the relevant Chair and/or lead officer.

There was discussion concerning the outcome of recommendations to be delivered and the naming of reports within the minute. However, there had been Board acknowledgement of previous audit report experience on trivial issues.

Gary Naylor accepted responsibility, advised there was a timing issue and would be preparing action to be reported to the next Audit and Risk Sub-Committee meeting.

NOTED

12. ANY OTHER COMPETENT BUSINESS

There was no other competent business.

NOTED

13. RESUME OF MEETING

There were no comments noted.

NOTED

14. DATE OF NEXT MEETING

The next meeting will be held on Tuesday 22 April 2025.

NOTED

The meeting concluded at 8.25pm.

I certify that the above meeting has been approved as a true and accurate record of the proceedings.



Pauline Casey, Chairperson

Date: 22 April 2025