

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday 09 September at 7.00pm after the Annual General Meeting
in 423 London Road, Glasgow, G40 1AG and remotely by Microsoft Teams**

Present: Pauline Casey (Chairperson), Linda Chelton, Abdifatah Hayde, Robert Kelly, Julia Cheung-Buchanan, Neve Beaton, Ruth Hewitt, Jim McEwan, Jacqueline Dickson, Anne McIver, Sandra Nolan, Ann McGuire, Diane McCallum, Maureen Dowden and Derek Quinn

Attending: Alex McGuire, Michael Byrne, Barry Allan, Eleanor Derbyshire and Ray Macleod

1. APOLOGIES AND WELCOME TO NEW BOARD MEMBERS

Until the Chairperson was elected Alex McGuire Chaired the meeting and gave a warm welcome to the newly elected Board members.

Board members and staff introduced themselves.

There were no apologies received.

NOTED

2. DECLARATIONS OF INTERESTS

There were no declarations of interest.

NOTED

3. SELECTION OF OFFICE BEARERS

a. Chair

Clarification was sought concerning the proposed co-optees being present and it was agreed to discuss once the selection of Office Bearers had been concluded and noted co-optees were unable to participate.

There was a proposal from Ruth Hewitt and seconded by Neve Beaton for Pauline Casey to be re-elected.

There was a proposal from Diane McCallum for Anne McIver to be elected. Anne McIver advised she was not in a position to accept as it had been several years since she last served on Thenue's Board of Management and had catching up to do with business. However, Anne did intimate her interest and willingness to serve as Vice-Chair and Dianne McCallum as Joint Vice-Chair.

There was a point of clarification on the reasoning for not appointing a Vice-Chair and concern about what would happen in the absence of a Chairperson. Pauline Casey confirmed the Board of Management at a previous meeting had decided the Vice-Chair position remain vacant until the succession planning programme was in place and that any Board member is able to step in if required. There was a proposal for this to be discussed at another time and noted a Vice Chair can be elected at a later date. This was agreed.

DECIDED

The Board of Management approved the appointment of Pauline Casey as Chairperson. Proposed by Ruth Hewitt and seconded by Neave Beaton. Pauline Casey accepted the appointment of Chairperson and chaired the meeting from this point onwards.

DECIDED

b. Secretary

The Secretary is normally by default the Chief Executive and included in the job description.

DECIDED

4. APPOINTMENT OF CO-OPTES

Alex McGuire advised that the maximum number for the Board of Management was 15 and following the Annual General Meeting there are 2 vacant places for co-optes. Alex explained the specific reasoning for the proposed co-options of:

- Derek Quinn who will represent Thenue on the review of the local drug consumption facility, attend meetings and report directly to the Board of Management. Derek has vast local knowledge of the area and with the loss of experienced staff is well positioned to represent Thenue.
- Maureen Dowden is well experienced specifically in regulation and the Board of Management had already agreed to retain Maureen's services for a further year and she has intimated this will be her last.

There were questions raised concerning Thenue's Rules and co-options of Board members who had already served their 9 years and if required in exceptional circumstances 1 further year. The Rule Book was presented and there was differing opinions of the interpretation of the Rules 39; 43.1.8; 37.6; 42.2, etc. It was queried whether this interpretation related to a person's first co-option or their second. Following discussion Board members agreed previous advice from Thenue's solicitors would be followed on the eligibility of the co-optes. It was noted that legal advice had previously been sought on the eligibility of co-optes and this would be circulated for members.

DECIDED AND REMIT TO STAFF

5. APPOINTMENT FROM BOARD OF MANAGEMENT TO SUB-COMMITTEE, SUBSIDIARY COMPANIES AND EXTERNAL BODIES:

Pauline Casey requested decisions and approvals of the composition to the Sub-Committee, subsidiary companies and external bodies as follows:

5.1 Audit and Risk Sub-Committee

Confirmed members: Robert Kelly, Abdifatah Hayde, Ruth Hewitt and Linda Chelton. Robert Kelly accepted the proposal to continue as Chair of the Audit and Risk Sub-Committee.

DECIDED

5.3 Thenue Trust

Confirmed members: Chief Executive and Director of Finance, IT and Resources and Chairperson by virtue of office held and Jim McEwan

DECIDED

6.4 Thenue Housing Services

Alex McGuire confirmed himself, Barry Allan and Eleanor Derbyshire as Directors and requested one or two others. Alex explained the purpose of the subsidiary was to provide charged services to other housing associations which are outwith the core objectives of the parent company. As there has been little capacity for this type of work there may be uncertainty to continue. There was no interest from other Board members

DECIDED

6.5 Thenue Communities

Alex McGuire confirmed Thenue Communities approved their Board of Directors at their Annual General Meeting as Janice Johnstone, Margaret McMillan, Joan Soutar, Alex McGuire and Eleanor Derbyshire.

DECIDED

6.6 Employers in Voluntary Housing (EVH)

Alex McGuire invited Board Members to consider representing Thenue and attending the Employers in Voluntary Housing Executive Sessions. Currently no Board Members are attending the EVH meetings and staff are not invited. Alex explained meetings take place every 6-8 weeks and are held in person at EVH's main office. Ann McGuire agreed to be Thenue's representative.

DECIDED

6.7 Scottish Federation of Housing Associations (SFHA)

The Chief Executive will continue as representative to SFHA. However, concern had been raised if this is a conflict of interest and agreed that officers from other housing associations take on this role.

DECIDED

6. CODE OF CONDUCT, HEALTH AND SAFETY, AND EQUAL OPPORTUNITIES MONITORING

Alex McGuire overviewed the report and confirmed the following:

a. SFHA Code of Conduct for Governing Body Members

The SFHA Code of Conduct for Governing Body Members had been reviewed by the Scottish Federation of Housing Associations along with the Scottish Housing Regulator, adopted and approved by Thenue's Board of Management on 05 November 2024. There are no known changes to the Code of Conduct and Board members are required to sign their acceptance.

b. Health and Safety Responsibilities for Board of Management Members

Annually the Board of Management are required to approve and sign the Health and Safety Policy Statement. The Board of Management also requires a declaration of interests form confirming their understanding and responsibilities for Health and Safety be signed.

c. List of Authorised Suppliers

Thenue's Financial Regulations state that the list of authorised suppliers be approved by the Board on an annual basis. The number of authorised suppliers on 09 September 2025 was 313 (278 in November 2024). It was noted that the Association had procedures in place regarding the addition of new authorised suppliers to the list, to ensure that only legitimate suppliers were added.

- d. Declarations of Interest**
- e. Equal Opportunities Monitoring**
- f. Code of Conduct**

Board members were requested to sign their Code of Conduct, declarations and equalities forms at the meeting.

The Board of Management approved the annual SFHA Code of Conduct for Governing Board Members, Health and Safety Policy Statement, and the current list of authorised suppliers. The Board members completed and signed their forms.

DECIDED

7. MINUTE OF THE PREVIOUS MEETINGS HELD ON 19 AUGUST 2025

The minute of the meeting held on 19 August 2025 was approved a correct and accurate record of the proceedings. Proposed by Linda Chelton and seconded by Ruth Hewitt.

APPROVED

8. MATTERS ARISING FROM THE PREVIOUS MEETINGS HELD ON 19 AUGUST 2025

There were no matters arising from the previous meetings on 19 August 2025

NOTED

9. CHIEF EXECUTIVES REPORT

Alex McGuire gave a brief overview of:

Tuesday 28 October 2025

The next Board meeting will be held on Tuesday 28 October 2025 starting after the Business Planning and Risk Management events to be held earlier in the day. The day is expected to start at 1pm and finish after the Board meeting no later than 8pm. Board members if required are asked to book time off or make arrangements to attend. Once the programme is in place Board members will be able to mix and match sessions.

Proposal for Board Member Basic Disclosure Checks

Code of Conduct and declaration forms are annually signed however it has been identified there has been no checking or verification of eligibility to serve, therefore, it is proposed to start this process going forward.

Board Member Appraisals

These will be completed only for the current members. New members will be appraised next year.

Inductions

There will be a programme of induction for the 6 new members and existing members are welcome to join in as a refresher or need to know more about Thenue.

CEO Recruitment

The post has been advertised with a closing date of 29 September 2025.

There were questions noted regarding the Interview Panel and as there are newly appointed tenant Board members would it be beneficial to review who will be interviewing as there was concern on the appropriateness of an un-elected Board member? It was also asked, what is the reasoning for not using an external recruitment agency as previously done?

- Alex McGuire advised external recruitment agencies are costly and depending on the outcome would only be needed if the calibre of candidate is not matching our requirements.
- Alex confirmed the Interview Panel will consist of the Chairperson, Pauline Casey, Chair of the Audit and Risk Sub-Committee, Robert Kelly, Linda Chelton and Maureen Dowden.

Trade Union Grievances

The contents of the grievance concerning the removal of the reception desk screen are being investigated by two Board members who will report back in due course.

Tureen Street

The letter of comfort has been received and the October Board meeting will report on the tender process and provide proposed building images.

Calendar of meetings and topics

Contains key topics for reporting at specific times of the year.

The Board of Management agreed the proposal for the Board Member Disclosure Checks and the arrangements for Board member appraisals. They noted the remaining contents of the report.

APPROVED**10. SUBSIDIARY ANNUAL ACCOUNTS**

Barry Allan advised Consolidated Accounts for the Thenue Group were no longer required as the levels of finances for the subsidiary companies is immaterial. The accounts will be issued for signing through Docusign. Barry confirmed, the parent company still requires to approve the individual accounts.

10.1 Thenue Communities

Barry Allan intimated the Directors of Thenue Communities approved their accounts at their meeting on 11 August 2025. There has been a slight deficit for the year attributed to several significant one off repairs to maintain the Community Centres.

The Board of Management approved Thenue Communities annual accounts for the year ending 31 March 2025.

DECIDED**10.2 Thenue Housing Services Ltd**

Barry Allan reported the Directors of Thenue Housing Services Ltd approved their accounts at their meeting on 08 September 2025. There had been a slight deficit due to no income received during the year and expenditure to cover bank charges and audit costs.

The Board of Management approved Thenue Housing Services Ltd annual accounts for the year ending 31 March 2025.

DECIDED**10.3 The Thenue Trust**

Barry Allan advised the Trustees approved their accounts at their meeting on 08 September 2025. There had been a slight deficit due to no income received during the year and expenditure to cover bank charges and audit costs.

The Board of Management approved The Thenue Trust annual accounts for the year ending 31 March 2025.

DECIDED

11. LENDERS FINANCIAL COVENANTS

Barry Allan explained the purpose of the report to overview the position of the loans and their terms and conditions. All are compliant with their covenants. Barry confirmed THFC is The Housing Finance Corporation.

The Board of Management approved the lenders financial covenants.

DECIDED

12. AFS ANNUAL RETURN TO THE SCOTTISH HOUSING REGULATOR

Barry Allan advised the AFS Return was due to be submitted to the Scottish Housing Regulator by 30 September 2025 and also a copy of the Annual Financial Statements for the year ending 31 March 2025.

The Board of Management approved the AFS Annual Return to the Scottish Housing Regulator.

DECIDED

13. SCOTTISH HOUSING ASSOCIATIONS PENSION SCHEME (SHAPS)

Barry Allan explained this was another regulatory return for Thenue's pension provider and confirmed our financial assessment is low risk.

The Board of Management approved the SHAPS Risk Assessment Return.

DECIDED

14. SUBSIDIARY COMPANIES AND OTHER MINUTES

14.1 Thenue Communities AGM 11 August 2025 – Draft

14.2 Thenue Communities Board Minute 11 August 2025 – Draft

Pauline Casey advised the minutes are for information only and any questions or comments directed to the relevant Chair or Officer.

NOTED

15. ANY OTHER COMPETENT BUSINESS

There was no other competent business.

NOTED

16. DATE OF NEXT MEETING TUESDAY 28 OCTOBER 2025

The next meeting will be held on Tuesday 28 October 2025 at 6.00pm after the Business Planning and Risk Management sessions.

NOTED

The meeting concluded at 8.10pm

17. EXECUTIVE SESSION

Following the Board meeting there was an Executive Session and staff with the exception of the Interim Chief Executive were asked to leave.

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

Pauline Casey
Chairperson

Date: 28 October 2025