

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
Held on Tuesday, 28 October at 6.00 pm in
423 London Road, Glasgow, G40 1AG
and remotely by Microsoft Teams**

Present: Linda Chelton, LC (Chairperson); Neve Beaton, NB; Julia Cheung-Buchanan, JCB; Abdifatah Hayde, AH; Ruth Hewitt, RH; Diane McCallum, DMCC; Anne McIver, AMI; Sandra Nolan, SN; Ann McGuire, AMG; Robert Kelly, RK (via Teams)

Attending: Barry Allan, BA; Eleanor Derbyshire, ED; Michael Byrne, MB; Michelle Fegan, MF; Nikita Watson, NW; and Lauren Little, LL (TC Young) (via Teams)

1. APPOINTMENT OF INTERIM CHAIR

Barry Allan opened the meeting at 17:50, noting that [REDACTED] [REDACTED] were on Leave of Absence and an interim Chairperson would need to be appointed. Linda Chelton nominated herself, and this was supported by the attending Board Members.

2. APOLOGIES

Apologies were received from Jim McEwan and Derek Quinn. Jacqueline Dickson had not submitted apologies, and her absence was noted.

NOTED

3. DECLARATIONS OF INTEREST

There were no declarations of interest.

NOTED

4. MINUTE OF PREVIOUS MEETING HELD ON 09 SEPTEMBER 2025

LC noted that an amendment to the minute had been circulated by email on behalf of Pauline Casey, seeking to amend the last sentence of section 4. Appointment of Co-optees to reflect the discussion that Co-optees were not full board members, and the clauses around the 9-year rule therefore did not apply. The Board could coopt anyone it chooses as long as the total did not exceed 15. It was mentioned that this had previously been clarified in a note from TC Young. There was no undertaking to go back to them again.

[REDACTED] stated that the current minute was not an accurate reflection of the point she raised regarding Rule 42.2, particularly in relation to the current co-options and the Association Rules. She also noted that she had not yet received clarification from the Chairperson on this matter.

BA advised that discussions were ongoing with the Scottish Housing Regulator (SHR) concerning the co-options and the Association Rules. A meeting with our Regulation Manager had been arranged for 13 November 2025.

LC noted this update and agreed that the provision of clarification would be tabled until the next Board Management Meeting on 18 November 2025. She further confirmed that the previous advice from TC Young on the matter would be circulated to Board members prior to that meeting.

ACTION

██████████ clarified that ██████████ had previously sought legal advice from the solicitor regarding the process of appointing co-optees. The advice provided at that time confirmed that the process being followed was appropriate, and this should have been minuted at an earlier meeting.

██████████ asked whether that advice referred to members' first co-option or their second, as her query specifically related to their second appointment. BA confirmed that the original advice would be recirculated and that further clarification would be sought following the upcoming meeting with the SHR.

The minute was approved, subject to the amendment regarding co-optees.

Proposed by: Neve Beaton

APPROVED

5. MATTERS ARISING FROM THE PREVIOUS MEETING HELD ON 09 SEPTEMBER 2025

There were no matters arising from the previous meeting of 09 September 2025.

NOTED

6. MINUTE OF EMERGENCY MEETING HELD ON 27 OCTOBER 2025

LC advised the attending members that this item was not listed on the agenda due to the urgency of the meeting; however there were decisions that required to be ratified and invited those who attended the meeting to raise any points on the minute.

RH requested an amendment to recommendations one and five. Under recommendation one, the minute provided states there was a consensus to the decision taken; however, RH did not agree with that decision and voted against it.

██████████
██████████

JCB noted that she left the meeting before the decision on recommendation five, and this should be pointed out in the minutes.

LC raised recommendation seven

██████████
██████████ noted that it was a detailed discussion that took place, and this is not reflected in the minute and would prefer more information on the points discussed to be included.

7.

MATTERS ARISING FROM MEETING HELD ON 27 OCTOBER 2025

Implementation of Recommendation Five

RH asked whether Recommendation Five had been implemented and action taken.

BA confirmed that [REDACTED]

[REDACTED] confirmed that he would keep the Board updated on progress.

[REDACTED] Following further discussion—

[REDACTED]—LC advised that the Board would hold an Executive Session to discuss the matter further.

Investigative Subcommittee Composition

BA then moved on to the remaining items from the meeting, including the composition of the Investigative Subcommittee.

[REDACTED] LC clarified that the protocol was for the Company Secretary to support the Subcommittee in facilitating its remit, not to take part in the investigation itself.

CEO Recruitment

BA confirmed that all interviewees had been informed of the decision to suspend the CEO recruitment, [REDACTED]

Director of Finance Recruitment

[REDACTED] LC noted that interviews were scheduled for Monday and highlighted that Director of Finance roles are typically challenging to recruit for, given the qualification requirements.

RK emphasised the importance of consistency across both recruitment processes, given the involvement of the same members. The Board discussed the need for consistent treatment of both roles, as well as the operational impact of postponing recruitment.



LC invited members to vote on whether to:

1. Suspend recruitment for both the CEO and Director of Finance roles pending the outcome of the investigation, or
2. Reschedule the interviews for both positions as soon as possible.

Votes in favour of suspending recruitment: RH, NB, AMcG, SN, AMcl, DM, RK

Votes in favour of rescheduling interviews: JC, LC, AH

Outcome: The motion to suspend both recruitment processes until the outcome of the investigation was carried.

DECISION

Discussion on Recommendation Eight: Explore interim measures to cover roles



BA informed the Board that, when he had submitted his notice, he had undertaken an initial review to assess the potential for availability of candidates for the role. While there had been limited options at that time, he confirmed he could undertake a further review to explore this again.

DM reiterated her preference for the post to be filled internally, where possible. NB acknowledged this position but highlighted that the Director of Finance role requires specific professional accounting qualifications, which may make it challenging to fill internally.

LL left the meeting at 18:46.

Timing of Investigation and Recruitment Impact

AH asked whether the investigation could be concluded earlier to minimise the impact on the recruitment process. BA advised that, while the protocol recommends a six-week timeframe, the actual duration would depend on the availability of independent investigators and panel members.

LC further noted that a senior officer could be required to give a notice period of between three to six months, which could result in additional delay.

Executive Session

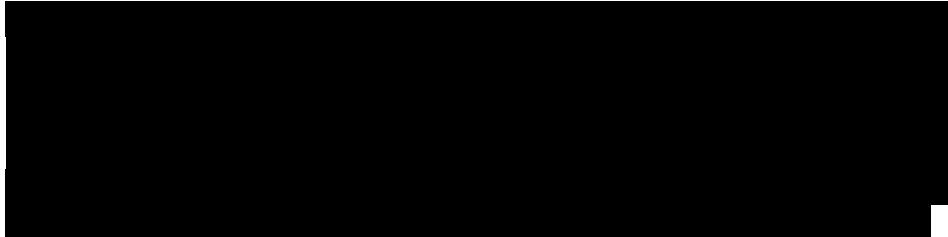
At this stage, members agreed to enter Executive Session and requested staff to leave the meeting.

Staff left the meeting at 18:49 and returned at 19:10.

8.

ITEM 5: INTERIM CHIEF EXECUTIVE'S REPORT

BA presented the report, noting that Sections 1, 2, and 3 had been the subject of discussion during the investigation and that no decisions were being sought on those items.

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BA reminded members that the section of his report under discussion related only to the employee currently on suspension and not to the appointment of a CEO.



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BA then returned to his report, providing an update on the implementation of the new telephone system and on the SHAPS pension contribution.

LC invited questions. None were submitted.

NOTED

9.

ITEM 6: ANNUAL ASSURANCE STATEMENT

BA presented the report and advised the Board that this Annual Assurance Statement was the Association's seventh annual submission. The statement had been reviewed by the Audit and Risk Sub-Committee, which recommended it for Board approval.

BA confirmed that, at the time of approval, the Association was compliant, with no issues of material non-compliance identified. While no issues were reported, several areas for improvement had been noted.

BA further advised that the Annual Assurance Statement must be signed by the Chair. As the Chair is currently on a leave of absence, a member of the Board will

be required to sign in their place. LC volunteered to do so and will arrange with BA to sign the document electronically.

LC invited questions from members; none were submitted.

The Board of Management approved the content of the Association's 7th Annual Assurance Statement, as recommended by the Audit & Risk Sub-Committee.

DECISION

10. ITEM 7: STRATEGIC PARTNERSHIP

ED presented the report and acknowledged the delay in bringing it back to the Board. ED provided an overview, advising that the proposal represents a draft collaboration with local development partners, CCG Scotland and Clyde Gateway, and is not a legally binding document.

LC invited questions.

NB queried the rationale for a direct award to CCG given the value involved. ED

[REDACTED]

[REDACTED]

The Board of Management approved that Thenue enter into a Strategic Partnership with CCG Scotland and Clyde Gateway to deliver a programme of new build homes for rent.

DECISION

11. TUREEN ST TENDER REPORT

ED presented the report and advised the Board that it had not been feasible to carry out a full conversion of the buildings. Planning permission has now been granted for a façade conversion, and the project team is currently awaiting confirmation of grant funding.

JCB queried whether the [REDACTED] vacant [REDACTED] land costs would cover abnormal costs and asked how much Housing Association Grant (HAG) was expected to be. ED confirmed that the build cost is high, with HAG anticipated to be approximately [REDACTED]. BA confirmed that he had approved the appraisals.

ED further advised that the project will include training and site visits facilitated by Glasgow Heritage Trust, and members will be kept informed when these opportunities become available.

The Board of Management approved acceptance of the Tender from CCG Ltd in [REDACTED], plus Acquisition, Planning, and Legal fees, giving a total project value of [REDACTED], subject to a satisfactory tender grant offer from GCC NRS Housing Investment Team.

12. ITEM 9: FINANCE POLICY HANDBOOK REVIEW

BA presented the Finance Policy Handbook to the Board as part of its 3-year review, noting that it had been reviewed by the Audit and Risk Sub-Committee and was being recommended for approval.

BA advised that the updates were primarily cosmetic, including amendments to job titles and other minor adjustments. The section on delegated expenditure had also been updated in line with Homemaster allowances and previous approvals by the Board. The Treasury Management Policy had been updated to reflect market conditions and changed to more flexible wording to allow the Association to take advantage of changing market conditions. The Fraud Policy had also been strengthened to refer to the Economic Crime and Corporate Transparency Act 2023.

The Board approved the updates to our Finance Policy Handbook as part of our full 3-year review, as recommended by the Audit & Risk Committee.

DECISION

14. ITEM 10: EXTENSION TO ALLOCATION POLICY

MB presented the report, noting that the Allocation Policy was originally due for review in September 2025. However, the new Housing Services Manager had undertaken an initial assessment and identified the need for a more substantial review of the policy. Accordingly, an extension of six months was requested to allow sufficient time for this work to take place.

LC queried whether a six-month extension would be adequate, given the importance of the policy and the requirement for tenant consultation. LC suggested that a 12-month extension may be more appropriate.

The Board of Management approved a 12-month extension to the review of the Allocation Policy.

DECISION

15. ITEM 11: PERFORMANCE REPORTS

MB presented the Write-Off of Bad Debts report, drawing members' attention to section 4.1 and criterion 5, and advised that there is no trace of the former tenant and all steps to recover the debt have been pursued. MB further noted that, for the final criterion, the person is deceased, and it is unlikely that payment will be recovered from the estate.

LC invited questions.

RH asked where the Debt Write-Off Policy is published, as it could not be located on the website. MB confirmed he would provide a copy. RH also queried why a debt in category 2 is being written off after only two years, noting that debts can normally be recovered for up to five years. MB advised that the matter may need to defer to the policy for guidance.

The Board approved to write off the total value of debts of £38,580.95.

DECISION

LC queried the downturn in complaint response. BA suggested that this may be due to complaints carrying over from previous periods and confirmed that he will follow up with the People and Culture Manager, providing an update at the November Board meeting.

NOTED

Internal Audit Recommendations Monitoring.

NOTED

16. ITEM 12: SUBSIDIARY COMPANIES AND OTHER MINUTES

Audit and Risk Sub-committee 14 October 2025.

NOTED

17: ITEM 13: ANY OTHER COMPETENT BUSINESS

LC invited members to raise any other business for discussion.

RK commended LC for stepping into the Chair position at short notice and acknowledged the challenges faced by the organisation over the past few months.

[REDACTED]

RK stated that, [REDACTED], he was tendering his resignation from the Board of Management with immediate effect and would contact BA to discuss returning Thenue devices. BA expressed regret at receiving the resignation, thanked RK for his service, and acknowledged the significant contribution he had made to the Board.

LC noted that she and a former member had been involved in a previous collective grievance, which included a recommendation for monthly updates to the Board. BA confirmed that the risk assessment of the reception area had been completed and the draft report received at the end of the business day; he agreed to circulate it. LC requested that this item be included on the agenda for the November meeting.

LC asked members to remain to discuss the composition of the investigative panel.

17. RESUME OF MEETING

RK and staff left the meeting at 19:58.

18. DATE OF NEXT MEETING TUESDAY 18 NOVEMBER 2025 at 6pm.

Linda Chelton
Chairperson

Date: 28 October 2025