

THENUE HOUSING ASSOCIATION LTD

**Minute of the Board of Management meeting
held on Tuesday, 16 December 2025 at 6pm
at 423 London Road Glasgow, G40 1AG and via Teams**

Present: Lindsay Forrest, LF (Chair); Anne McIver, AMcI (Vice Chair); Diane McCallum, DMcC); Sandra Nolan, SN; Tony Teasdale, TT; Janice Shields, JS; Gordon Anderson, GA; Anne Ramsey, AR; and Nile Istephan, NI (via Teams).

Attending: Brian Gannon, BG; Eleanor Derbyshire, ED; Michael Byrne, MB; Michelle Fegan, MF (Minute Taker); Helen Boath, HB

1. INTRODUCTIONS AND APOLOGIES

LF opened the meeting and invited everyone to do a round of introductions to benefit the new members attending their first meeting.

Apologies were received for Michael Clarke and Ann McGuire.

NOTED

2. DECLARATIONS OF INTEREST

There were no declarations of interest.

NOTED

3. MINUTE OF MEETING HELD ON 25 NOVEMBER 2025

TT noted that under Item 8, there was a discussion about tenant participation on the board, and he had raised the importance of succession planning in order to bring more tenants onto the board.

Minute was proposed as accurate, subject to the above amendment, by DMcC and seconded by JS.

APPROVED

4. ACTION POINT REGISTER (APR) AND MATTERS ARISING FROM MEETING OF 25 NOVEMBER 2025

The board noted the actions on the APR and approved them for completion. TT asked if the maintenance budget was on track. MB confirmed that it was.

NOTED

5. INTERIM CEO REPORT

BG began the report by first thanking everyone around the table, particularly the tenant members, for joining the Board at the time they did. BG also thanked the professional members who have come onto the Board to provide support during this time.

Governance Structure

BG provided members with a brief overview of Thenue's governance structure, including the involvement of the Area Associations. BG outlined the current composition of the Board of Management and advised that a future discussion would take place on supporting more tenants to join the Board in the coming months.

AR expressed interest in remaining on the Board long term but confirmed she would be willing to step down to make way for a tenant member if required. AMcl acknowledged the importance of having both tenant and professional members on the Board, expressing that in the past it felt as though tenants were actively discouraged or blocked from joining, and suggested a statement be included in the Rules to prevent this from happening again. BG advised that there had previously been a Rule specifying a balance between tenant and professional members and confirmed this could be considered as part of a future governance review. AR noted that attracting tenants to Board roles can be challenging and cautioned that setting fixed numbers could create difficulties in maintaining Board membership. LF noted all comments and confirmed these matters would form part of future discussions on succession planning and governance review.

BG further confirmed that, in anticipation of the recommendations from the investigation, he has held discussions with Linda Ewart regarding the undertaking of a governance review of Thenue, and that she would be available to carry out this work, as an independent consultant.

JS asked if member appraisals had taken place prior to the new members joining. MF confirmed that appraisals had taken place in August, before the AGM and anyone who joined after that has not received an appraisal.

BG moved on to the appointment of the Company Secretary, advising that the position had been held by his predecessor, Barry Allan, and was asking the Board to continue with the practice of appointing the CEO as Company Secretary. The Board of Management approved BG's appointment as Company Secretary.

DECISION

BG advised that there were no actions required in relation to Thenue Communities, noting that this is an area which is currently operating well. AMcl again raised the issue of Board membership and queried whether a tenant serving on the Board of Thenue Communities would prevent their spouse from being a member of Thenue's Board of Management. BG advised that this would depend on the provisions set out in the Rules. AR expressed concern about individuals with close personal relationships sitting on organisational boards, noting the potential risk of manipulation. LF noted the comments and confirmed that this matter would be considered as part of the forthcoming governance review.

ACTION

BG then raised the current position of Thenue Services and Thenue Trust, noting a recent internal audit recommendation to dissolve the entities if no longer active. BG advised that he disagreed with this recommendation, particularly for Thenue Services, as this is a commercial arm which could prove useful if Thenue moves into commercial areas such

as mid-market rents. BG advised that while that is his opinion, he will be leaving any decisions on these entities to the incoming CEO and Board of Management.

BG highlighted the current membership of the Audit and Risk Subcommittee (ARSC), noting that due to member resignations in November, Thenue currently does not have an ARSC. BG indicated that he is seeking members to join the Subcommittee and appoint a Chair. He further advised that if no member with an appropriate finance or audit background is available to serve as Chair, the Board can co-opt a general member with suitable qualifications and experience.

AR volunteered to join the ARSC and noted that, while she does not have a finance background, she holds a degree in quality management and inquired whether this qualification would be sufficient to serve as ARSC Chair. She also offered to mentor a tenant member participating on the ARSC. DM, TT, and NI also volunteered to serve as members of the ARSC.

BG noted that there is still time before the ARSC convenes and suggested that the Board could work towards co-opting another member with the necessary background to serve as ARSC Chair. The Board of Management agreed with this approach.

ACTION

Staff recruitment update

BG moved on to upcoming staff recruitment, advising that he has spoken to the Scottish Housing Regulator (SHR) and they have confirmed that they are happy for Thenue to move ahead with the recruitment of a permanent CEO. BG confirmed that Aspen People has been appointed as the recruitment consultant to support the CEO recruitment, and the selection panel will be composed of the Chair, Vice Chair and NI. BG advised that although it is rare for a current CEO to be involved in the recruitment of their replacement, SHR confirmed that, given the circumstances at Thenue, they are satisfied with BG being included in the panel.

BG confirmed that Aspen is keen to get started on the recruitment and is proposing an initial meeting of the interview panel on Thursday at 1pm. LF and AMcl confirmed that this did not suit, and BG is to arrange another meeting time with Aspen.

ACTION

BG advised the Board that the salary range proposed for the CEO post had been increased following a desktop evaluation carried out by EVH. The evaluation confirmed the role as Grade 10 (PA [REDACTED]), with a recommended salary range of £ [REDACTED]. He confirmed that the Board may either adopt the EVH recommendation or determine an alternative salary range.

TT commented that the EVH evaluation did not appear overly high, although noted that a desktop evaluation alone may be limited and that a more in-depth evaluation could provide additional flexibility. AR agreed and highlighted that, given the history of Thenue, it would be important to set the salary at an appropriate level to attract suitably strong candidates. LF added that the Board could also consider engaging an alternative consultant to assess the salary range.

AMcl queried whether the EVH evaluation was mandatory. BG advised that the position was complex, as Thenue is a member of EVH. LF noted that it would be possible to remove the CEO role from the EVH pay scale; however, any future annual uplift would then require separate agreement from that applied to other staff.

GA emphasised the importance of considering the optics of the role, noting that EVH is experienced in setting pay scales. He added that, should the quality of applicants prove unsatisfactory, the Board would have the option to revisit the salary level being offered.

Following further discussion on the limitations of the desktop evaluation and whether to include the salary range in the recruitment advert, the Board of Management agreed to commission EVH to undertake a more in-depth evaluation of the CEO role and to include the desktop salary range in the advertisement, as it was felt this would not be a determining factor for anyone applying for the position. BG will update Board members by email on the outcome of the EVH evaluation.

DECISION
ACTION

GA asked whether applicants would be able to have an informal chat with the Chair. LF confirmed she was open to it, but that there wouldn't be a lot of information she could provide. BG confirmed that he will be available to chat with anyone interested in the position.

BG advised that Aspen is looking to release the advert this Friday (19 December) with a closing date of 16 January. After a brief discussion on dates, it was agreed to run the advert from Friday until 23 January 2026.

DECISION

BG moved on to discuss the role of Director of Property Services, noting that the existing Executive Director will be leaving the organisation in January. BG outlined that the Board has two options for recruitment: either to follow the approach taken for the Finance Director role and appoint an interim Director of Property Services, or to proceed with recruitment to the role on a permanent basis.

LF asked ED for her view on the proposed recruitment approach and whether there were risks associated with delaying the appointment of a permanent replacement. ED advised that she was aware of a number of similar senior roles due to be advertised and that delaying permanent recruitment could result in Thenue missing the opportunity to attract high-calibre candidates. She also highlighted the importance of stability for her team, noting that they had experienced significant recent change at the senior management level.

LF noted that a successful candidate could be subject to a six-month notice period and queried whether appointing a development consultant on an interim basis would be advisable. ED advised that Thenue had recently appointed a highly experienced Development Manager who, together with the existing Asset Manager, would be able to

cover any gaps during a notice period. She added that the Board could consider responsibility payments for these roles should they be required to step up.

TT and AMcI expressed a desire to minimise further staff changes, while DMcC queried whether there was scope to appoint an internal interim candidate. ED advised that she did not think that the current staff were in a position to undertake the role on an interim basis. LF reminded members of the decision being sought from the Board.

Following discussion, it was noted that the majority of members supported recruitment to the Director of Property Services role on a permanent basis, in order to avoid further disruption. TT also raised concerns regarding managers covering the role on an interim basis while continuing to meet day-to-day operational demands. BG confirmed that this issue would be addressed later in the report, through his proposal to establish a leadership team to improve communication between the Executive and Operational Management Teams.

The Board of Management agreed to recruit a permanent Director of Property Services.

DECISION

SHR, Notifiable Events and Investigatory hearing

BG moved on to provide an update on current Notifiable Events, advising that he met with SHR earlier that afternoon. SHR confirmed that they are satisfied with the steps being taken by Thenue. BG advised that the Notifiable Event relating to the resignation of the Interim CEO in September 2025 can now be closed, and that a new Engagement Plan is expected in the New Year.

BG reiterated that SHR is content with the actions being taken by Thenue in relation to Board and Senior Officer recruitment. However, he noted that one of the complainers has contacted SHR regarding the ongoing investigation, suggesting that one of the complaints could be addressed informally rather than through a formal investigation. SHR has confirmed that, in its view, all complaints are interconnected and should therefore be considered collectively as part of the investigation.

LF advised that one of the complainers had also raised a concern [REDACTED]. To avoid any potential conflict of interest, LF confirmed that she would step down from the investigation panel and invited another Board member to volunteer. AR volunteered to join the investigation panel.

DECISION

BG confirmed that TC Young Solicitors has drafted a brief for the investigation and that the Board will now be required to appoint an independent investigator. AR asked whether Linda Ewart could be considered for the investigator role. LF advised that, should Linda Ewart also be asked to undertake a governance review, appointing her as the investigator could create complications.

BG asked Board members to submit suggestions for a suitable independent investigator by email, in order that an appointment can be agreed by Friday, 19 December.

ACTION

Staff engagement and 2026/27 budget and rent review

BG then provided members with a brief overview of the plans for staff engagement and the 2026/27 budget and rent review.

NOTED

Business Plan Review

BG noted that a Business Planning meeting was held in October, which was attended by only a few of the existing Board members. He outlined the options available to the Board for progressing the Business Plan for 2026–2031.

AMcl recalled the October meeting, noting that it had been positive and well-informed, with few challenges or suggested changes to the proposals presented. AMcl asked the Executive Team if there was anything they would amend. ED confirmed that the content presented at the meeting remains relevant.

TT commented that while Option A does not require revisiting the work completed in October, given recent organisational changes, it would be sensible for the current Board members to conduct a detailed review of the Business Plan. BG confirmed that a single-issue meeting could be convened for this purpose. GA agreed, emphasising the importance of reviewing the Risk Maps in light of recent changes.

The Board of Management agreed to hold a single-issue meeting, potentially in February, to review the Business Plan and Risk Maps.

DECISION

Development programme

BG noted that the information in this section was for noting only. ED confirmed that all items included had previously been approved and planned.

AMcl queried item 7, Ruchazie Place, Cranhill, and asked whether this should have been referred back to the tenants. ED confirmed that planning permission had originally been sought in 2020, which, along with a subsequent appeal, had been refused. A revised plan has since been submitted and approved. ED confirmed that the revised plan will be presented to the Area Association. When asked whether this would also be communicated to tenants, ED advised that the planning department would have liaised with residents as part of the planning process.

AMcl also asked whether Thenue would be managing the tenants and allocations, and queried whether work had commenced, noting that three containers were on site. ED confirmed that Thenue will manage tenants and allocations and agreed to investigate the situation regarding the containers.

ACTION

DMcC asked about item 10. Dalmarnock Road, Rutherglen and when this would be due. AMcI also enquired about item 11, Duke Street, Haghill, asking the same question. ED confirmed that both sites were intended for future developments and plans would be brought when the sites are ready to progress.

AR asked whether all the listed development sites had formed landbanks. ED confirmed that where we are on site, Thenue owns the land, and future developments will still have to be agreed upon.

TT suggested that it would be helpful for ED to provide members with a briefing on the developments via Teams before she leaves.

ACTION

GA asked whether current projects were remaining within grant levels and construction budgets, and whether rents were being maintained within set levels. ED confirmed that rents can only be charged at the approved levels, regardless of construction costs, although some rents are set to match Scottish Government (SG) affordable rent levels.

AMcI requested clarification on SG rents. ED explained that the Scottish Government sets an affordable rent benchmark, against which RSLs compare their rents. Thenue rents are generally below this benchmark; however, some properties are set at SG levels to ensure that the development “washes its face.” AMcI expressed concern with this approach, noting that a previous rent harmonisation project had caused tenant dissatisfaction and that deviating from agreed rent levels could be problematic. LF and BG noted the concern and advised that a review of rents could be undertaken by the Board at a future date.

ACTION

EVH membership

The Board of Management agreed to continue with the EVH membership renewal.

DECISION

6. ANY OTHER COMPETENT BUSINESS

Board Portal

MF asked the Board for approval to explore the use of a dedicated board portal for the management of Board meetings, with a potential demonstration for members in the New Year. The Board of Management agreed in principle to proceed with initial enquiries regarding a board portal.

DECISION

Meeting ended: 19:53pm

Lindsay Forrest
Chair

Date: 03 February 2025