THENUE HOUSING ASSOCIATION LTD

Minute of the Board of Management meeting
held on Tuesday, 19 May 2026 at 6pm
at 423 London Road, Glasgow, G40 1AG and via Teams

Present: Lindsay Forrest, LF (Chair); Anne McIver, AMcI (Vice Chair); Ann McGuire, AMcG; Gordon Anderson, GA; Diane McCallum, DM; Janice Shields, JS and Nile Istephan, NI (via Teams).

Attending: Donna Henderson, DH; Helen Boath, HB; Michael Byrne, MB; Gillian Logan, GL; John Watson, JW; Sharon Craig, SC; and Michelle Fegan, MF (Minute Taker).

Consultants: Lauren Little, LL, TC Young; Suzanne Gray, SG, Aitkinsrealis

1. INTRODUCTIONS AND APOLOGIES

LF opened the meeting and welcomed DH to her first meeting as the new CEO of Thenue Housing Association.

Apologies were received for Sandra Nolan and Anne Ramsey. LF also noted the email received from Tony Teasdale resigning due to scheduled meetings clashing with his own CEO commitments. LF extended the thanks of Thenue HA and the other Board Members to Tony.

NOTED

2. DECLARATIONS OF INTEREST

No declarations of interest were made.

NOTED

3. MINUTE OF MEETING HELD ON 21 APRIL 2026

LF advised that she had a few amendments to the minute, which would be circulated to members for approval following the meeting.

NOTED

4. ACTION POINT REGISTER (APR) AND MATTERS ARISING FROM MEETING OF 21 APRIL 2026

The Board noted the actions on the APR and approved the completed actions for closure.

NOTED

5. AMENDMENTS TO THENUE'S RULES

DH presented the report, outlining the proposed changes and the timetable for the SGM and AGM.

LF invited LL to comment. LL highlighted that the proposed membership categories depart from the current SFHA model rules. If introduced, members would only be entitled to vote for candidates standing within their own category creating an administrative burden and requiring clear communication on to members their elected category.

LL further advised against specifying a minimum number for membership categories. She suggested keeping the draft as presented or adopting the model rules and introducing a Board Recruitment Policy.

LF invited questions from members. AMcI asked how the categories would apply to shared owners and factored owners. LL confirmed that the definition of a resident member includes shared owners and factored owners. AMcI also asked about ensuring that resident representation on the Board. LF provided an example from another housing association where the use of specific categories and fixed numbers within the Rules had resulted in a breach of the Rules following the resignation of a Board member.

GA expressed caution about departing from the model Rules and stated a preference for adopting the model Rules, supported by supplementary policies setting out how membership recruitment should be approached.

NI also expressed support for adopting the model Rules and agreed that residents should not be discouraged from joining. [redacted]

JS noted the need for the Board to retain flexibility in how membership is managed.

DM expressed a preference for adopting the model rules and raised the issue of tenants who had applied to join after October 2025 and had received a holding response, which may have discouraged applications. LF explained the reasons for this approach and confirmed that she would be happy to speak with any individuals interested in joining.

AMcI sought clarification on the nine-year rule and whether previous service on the Board would count towards this period. LL confirmed that the rule does not require an automatic resignation after nine years. Rather, once a member has served for that period, they must demonstrate through the appraisal process that they continue to be an effective Board member. GA supported this point by noting that, in his own housing association, a founding member had served on the Board for 45 years.

The Board of Management APPROVED on principle the adoption of the SFHA model Rules with supplementary policies to be introduced on succession planning and recruitment.

DECISION

LL left the meeting at 18:31

6. REPAIRS STRATEGY REPORT

MB presented the report and introduced Sharon Craig, John Watson and Suzanne Gray of Aitkinsrealis, who had contributed to the development of the strategy.

MB invited questions from members. DM asked whether the intention was to retain the current contractor. MB confirmed that a fair and transparent tender process would be undertaken, with the preferred bidder selected through the procurement process.

DM noted that, during the consultation process, there had been discussion of a model which gave greater preference to local businesses and contractors. GA also expressed disappointment that the current option excluded smaller local contractors and asked whether there was scope to give greater consideration to local businesses.

MB referred members to the minute of August 2025, when the various options had been considered and a decision taken to appoint a single core contractor to deliver the repairs service. MB confirmed that Thenue currently has back-up contractors available for specialist work or where the core contractor is unavailable. He advised that this supporting framework enables the continued use of smaller local contractors and would be retained within the new contract arrangements.

DM asked whether the proposed contract would run for 10 years. MB confirmed that the contract would be awarded for an initial period of six years and would include a break clause.

AMcG noted that the current contractor employs young local people through apprenticeship opportunities and said she would wish to see this continue. LF confirmed that this could also be delivered by other contractors and would form part of the community benefits requirements. MB added that this is referenced within the social value section of the strategy.

NI confirmed that he was content with the strategy as proposed, but wished to highlight the following points:

- The strategy did not clearly set out Thenue's own evaluation of what had worked well under the current contract.
- Going forward, it would be beneficial for the Board to hold a strategic discussion on the options set out in the strategy, including consideration of how smaller local contractors might be incorporated, potentially with reference to practice in other housing associations.
- While the proposal may suggest potential cost benefits, any change of provider would require to be managed carefully, with full consideration given to the associated impacts.

MB noted the points raised.

JW acknowledged the desire to include smaller local contractors; however, he advised that the delivery of a robust repairs service would require digital investment, which could be challenging for smaller businesses.

JW invited SG to provide an overview of the proposed procurement route. SG confirmed that the intention was to adopt a restricted procedure, under which organisations not meeting the required criteria would be excluded, with the process ultimately narrowed to five contractors who would be invited to tender.

The Board of Management APPROVED the Repairs Strategy.

DECISION

7. ANNUAL RETURN ON CHARTER REPORT

DH presented the report, highlighting areas of strong performance as well as those requiring improvement.

DH invited questions from members. JS asked whether the return had been validated. MB advised that a decision had been taken by the previous CEO not to undertake validation this year and that, instead, a desktop validation had been carried out by the Scottish Housing Network.

LF congratulated staff on the work undertaken both in compiling the information and in maintaining a high level of performance.

The Board of Management APPROVED the Annual Return on Charter submission.

DECISION

8. CEO REPORT

DH presented the report and advised that the prospective Board member who had been identified with a view to assuming the role of Audit and Risk Committee Chair had accepted a Board position with another housing association which was more suitable logistically. DH confirmed that a paper on Board recruitment would be brought to the next meeting.

ACTION

DH then referred to the letters issued following completion of the HR McKinney investigation and advised that one response had been received seeking clarification on the available routes of appeal. [redacted].

DH provided an overview of recent HR issues. JS commented that this highlighted the need for a Staffing Subcommittee (SSC), which would allow additional time for the consideration of such complex matters.

DH then addressed the proposed membership of the SSC, advising that four to five members were being sought to join the subcommittee and that it would likely meet twice each year.

AMcI asked what the role of the SSC would be. DH advised that, although the remit had not yet been formally agreed, based on previous experience the SSC would consider matters such as the annual pay review, staff policies and HR issues.

The following members volunteered to serve on the SSC: AMcG, DMcC, AMcI and GA.

The Board of Management APPROVED the membership of the SSC and NOTED the remainder of the report.

DECISION

9. FIVE-YEAR FINANCIAL RETURN

HB presented the report and invited questions. No questions were raised.

The Board of Management APPROVED the Five-Year Financial Return.

DECISION

10. MANAGEMENT ACCOUNTS TO 31 MARCH 2026

HB presented the report. GA commented on the level of surplus held by Thenue. HB advised that this was partly attributable to a number of developments not proceeding as planned and confirmed that a budget review would be brought to the Board in September, which was expected to have a significant impact on the surplus. LF noted that this could form part of a wider strategic discussion on the level of reserves required to be held, to be considered at a later date.

ACTION

HB provided a brief update on the forthcoming external audit. Members discussed the current auditors and their recent takeover. HB agreed to review the terms of contract to establish whether any clauses relate to a takeover.

The Board of Management APPROVED the Management Accounts to 31 March 2026.

DECISION

11. ANY OTHER COMPETENT BUSINESS

AMcI advised that she had been approached by a resident seeking clarification on window and door replacement. As JW had already left the meeting, MF confirmed that she would pass this on and ask a member of the Property Services Team to make contact.

ACTION

MF advised that Health and Safety training was provisionally scheduled for 2 June and that, subject to members being content with that date, she would arrange confirmation. It was noted that the session would be held as a hybrid meeting at 6.00 pm. Members confirmed that they were content to proceed on that basis.

MF also raised Share training and, to assist with planning, asked whether members would be content to undertake some training during the July recess. Members agreed, and MF confirmed that she would provide further information once arrangements had been finalised with Share.

Meeting ended: 19:45

Lindsay Forrest
Chair   Date: 19 May 2026