



Board Meeting Minutes

Meeting:	Board Meeting	Location:	The Ron Davey Enterprise Centre / Microsoft Teams
Date:	29 July 2025	Time:	4.30pm
Attendees:	C Rossine (Chair) J MacLeod A Gow J Berrington K Kennedy	G Satti J Thorburn – virtual C Cook – virtual F Malcolm – virtual (left due to technical difficulties)	
Apologies:	J Fernie, J Devine		
In Attendance:	B Hartness (DCEO) BH, L Cooper (DHS) LC, T Sweeney (DCS) TS ██████████ Wgb Audit – left after item 4(c)		
Minute Taker:	C Murray (DTPO)		

	Agenda	Action	Date
1.	Apologies		
	As above. The CEO was called away to deal with ██████████ and is unable to attend the meeting. Chair advised that Jacob, Sean and Andrii have left the Board due to personal circumstances. Chair drew Members attention to the presentation of the Board papers which has changed due to the feedback and discussions regarding the volume of papers and asked Members to provide feedback.		
2.	Declaration of Interest and Attendance		
	As above.		

3.	Minutes of the Previous Meetings		
a.	Board Meeting on 20 May 2025		
	<p>Board AGREED the minutes were an accurate record of the meeting.</p> <p>Proposed J MacLeod Seconded A Gow</p> <p>i) Matters Arising</p> <p>None.</p>		
b.	Board Meeting on 19 June 2025		
	<p>Board AGREED the minutes were an accurate record of the meeting.</p> <p>Proposed J Kennedy Seconded A Gow</p> <p>i) Matters Arising</p> <p>None.</p>		
4.	For Approval		
a.	Next Stage Governance Actions: Governance Structure / Scheme of Delegation		
	Chair reminded Members of the sequence of events leading up to this meeting including the discussion with the SHR on 3 June and the lengthy discussion at the Board meeting on 19 June. Chair commented that this was an important meeting, at an important juncture, to make some formal approvals about the Association's governance structure that will ensure it is functional and fit for purpose going forward.		
i)	Completion of Governance & Improvement Plan 1 / Creation of new Governance & Improvement Plan 2 .		
	TS presented the report and commented on the amount of work done by the Board Working Group to drive forward the Governance & Improvement (G&I) Plan. Members have previously discussed closing down the plan, as all actions are either complete, or embedded as new business as usual, with the exception of the last item (to arrange a meeting with the SHR to discuss/review the Association's compliance status) which has been carried over to a new G&I Plan 2. The new G&I Plan2 also includes new items from the consultants governance report to drive and support the creation of the new governance structure.		

	<p>Members discussed and APPROVED closing down the original Governance & Improvement Plan and the creation of a new Governance and Improvement Plan 2 with delegated authority given to the Chair, CEO and senior officers to progress the plan and provide regular reports to the Board and SHR.</p> <p>Proposed J MacLeod Seconded J Berrington</p>		
ii)	Standing Orders		
	<p>TS presented the report. The changes proposed to the Standing Orders are to facilitate the new governance structure. The majority of the changes were to the appendices including the development of the remits for the two new Committees created within the new structure. TS suggesting that once the Committees are set-up there should be induction and training for the Chairs and members of the new Committees to ensure there is a full understanding of the remit and responsibilities of each Committee and the role of the Chair.</p> <p>Members discussed the changes and agreed they would support the new structure to ensure it is fit for purpose going forward. Members also agreed there may be a need for a review and some tweaks as the new structure is embedded but hoped that the work done to date will stand the Association in good stead.</p> <p>TS advised that the Financial Regulations and Scheme of Delegation are linked with the Standing Orders and suggested taking that item next and discussing an overall approval for both documents at the end of item iii. All AGREED.</p>		
iii)	Financial Regulations and Scheme of Financial Delegation		
	<p>BH presented the changes to the Financial Regulations.</p> <p>BH drew Members attention to appendix 3 of the Standing Orders, Scheme of Delegation, which provides a clearer definition of who is responsible for what and allows for a more strategic level of operation at Board level and for items that are more operational to be delegated to Committees or Officers.</p>		

	<p>Members discussed and APPROVED the revised Standing Orders including the appendices which include the remits for the new Committees as well as the changes to Financial Regulations as detailed within the report.</p> <p>Proposed G Satti Seconded C Cook</p> <p>Given the enormity of item 4(a) in its entirety, Chair clarified with Members that all were satisfied with the discussion and approvals given. All AGREED.</p>		
b.	Review of Annual Accounts		
	<p>Chair introduced [REDACTED] (Wgb Audit) and proposed taking items 4(b) and 4(c) first to allow [REDACTED] to leave the meeting.</p> <p>BH advised that the annual accounts have been presented to the Audit Committee who have fully discussed them and recommended they be presented to the Board for approval. It is a requirement to have the financial statements audited hence why Wgb was invited to attend and present their findings to the Board.</p> <p>BH went on to present the annual accounts for the NGHHA group.</p> <p>Members discussed and APPROVED:</p> <ul style="list-style-type: none"> - the annual financial statements for NGHHA for the year to 31 March 2025. - remitting the statutory accounts of NG2, NGPS and DSGL back to the boards of those companies with approval to sign. - the recommendation to the AGM that Wgb (Audit) Limited is re-appointed as external auditors. <p>Proposed J Berrington Seconded J MacLeod</p>		
c.	Audit Findings Report and Letters of Representation		
	<p>BH presented the report and handed over to [REDACTED].</p> <p>[REDACTED] presented the audit findings report and advised that the audit findings report includes key points which were presented and discussed with the Audit Committee. [REDACTED] commented that there are</p>		

	<p>no governance or internal control matters to bring to Members attention and Wgb are comfortable with the preparation of the financial statements, loan covenants and the Association's compliance, with no evidence of fraud or irregularities to bring to Members attention.</p> <p>Matters uncovered that were immaterial are listed in section 6 and are barely above the de minimis reporting level.</p> <p>█████ referred to the subsidiary companies and commented that Wgb are comfortable that disclosures in the financial statements are all accounted for, clean and unmodified. There are no improvement points and are comfortable with the controls and segregation of duties. Letters of representation are also included for each of the 3 entities and are standard letters.</p> <p>Members asked the auditor if their approach was sufficiently robust. █████ explained that Wgb are still fairly traditional in that they take a risk based approach. █████ advised that they are also subject to a regulatory review and have to be comfortable the approach stands up to regulations.</p> <p>█████ commented that the report is a genuine reflection of what Wgb have done to conduct the audit and the outcomes are a testament to the management team, which is not the case across many other HA's in the sector.</p> <p>Members APPROVED the audit findings report as produced by the external auditors and to recommend signing of the letter of representation.</p> <p>Proposed J Berrington Seconded A Gow</p>		
d.	FCA Return		
	<p>BH Presented the report.</p> <p>Members APPROVED the submission of the annual return to FCA.</p> <p>Proposed J Kennedy Seconded J MacLeod</p>		

e.	OSCR Return		
	<p>BH presented the report.</p> <p>Members APPROVED the submission of the annual return to OSCR.</p> <p>Proposed J Berrington Seconded A Gow</p>		
f.	Strategic Risk Register		
	<p>BH presented the report. The Audit Committee have discussed the risk register and their comments were included within the report.</p> <p>Members discussed and APPROVED the revised Strategic Risk Register.</p> <p>Proposed G Satti Seconded C Cook</p>		
g.	Association Membership Application		
	<p>TS presented the report.</p> <p>Members APPROVED the membership application.</p> <p>Proposed G Satti Seconded J Kenney</p>		
h.	Independent Board Members		
	<p>TS presented the report.</p> <p>Members APPROVED the following:</p> <p>1.) The nomination of the 3 current elected Independent Board Members; Jacqueline Fernie, Jim Kennedy, and Frank Malcolm for re-election as Independent Board members at the Association's 2025 Annual General Meeting, as detailed in this report.</p> <p>2.) The nomination of Casual Independent Board Member, Charles Cook for election as an Independent Board Member, as detailed in this report.</p> <p>Proposed G Satti Seconded J Thorburn</p>		

i.	Rule 68 (Previously for noting)		
	Members NOTED the report.		
5.	Chief Executive's Update		
	<p>In the absence of the CEO, LC advised that the CEO has been liaising with Councillor Gow in relation to the vacant properties at Stonyhurst Street. Councillor Gow has been instrumental in those discussions that has allowed Glasgow City Council to allocate funding that will go towards bringing those properties back into play. It is still early days and some work has still to be done to confirm accurate costings. Members will be kept up to date on progress.</p> <p>BH advised that Chameleon, who manage the metering and billing of the air source heating within the multis, have advised they want to withdraw. Officers are in discussions regarding the association acquiring the software and taking on the metering and billing themselves. They are also looking at other suppliers as an alternative option. Members will be kept up to date on progress.</p>		
6.	Chairs' Remarks		
	Chair gave a synopsis of the events she has attended since the last meeting.		
7.	Delegates' Feedback		
	None.		
8.	AOCB		
	<p>TS reminded Members of the Board training/strategy event scheduled at the Westerwood Hotel from 23 to 25 October. TS is working on firming up speakers and a draft agenda will be shared.</p> <p>TS also advised that he is looking at different providers to support with this years Board appraisal and Board Member reviews and will discuss further at a later date.</p>		
9.	Date of next meeting – Tuesday 7 October 2025 Meeting ended at 5:50pm		