

# YORKHILL HOUSING ASSOCIATION LTD.

## Minutes of Management Committee hybrid meeting held on Thursday 14 August 2025 at 18:00 in The Association's Office and via Zoom

**Present:** Y Alexis (Chair), W Docherty, M Ralph, M Green, B Hanley, B Hunter, J Xu  
M Chang (via Zoom)

**Apologies:** C Armstrong

**In Attendance:** T Mallaghan (Chief Executive), G Kennedy (Deputy Chief Executive), G Watson (Finance Manager)

C Davidson (Governance Assistant, mins) – via Zoom

J Spence – on behalf of Azets Auditors

D McIntosh – on behalf of SHARE

### Abbreviations:

<b>CE</b>	Chief Executive
<b>DCE</b>	Deputy Chief Executive
<b>FM</b>	Finance Manager
<b>GA</b>	Governance Assistant

		Action
1.	<b><u>Welcome and Apologies</u></b>  Attendees were welcomed and attendance was noted.  Meeting began at 18:00.	
2.	<b><u>Declarations of Interest</u></b>  There were no declarations of interest to note.	
3.	<b><u>Membership Applications and Cancellations</u></b>  While membership is a standing item at meetings, there were no updates since the last meeting.  The current membership total remains at 66.	
4.	<b><u>Annual Accounts and Financial Statements</u></b>  <i>Although this item was initially no.5 on the agenda, the Chair agreed for this presentation to be carried out at the top of the</i>	

**meeting, and J Spence ('JS') was invited to present on findings from the latest external audit of the Association's accounts for financial year 2024-25.**

Members reminded JS and staff that the papers for this item had been received only 3 days ago due to completion of the audit process and they were therefore not fully prepared to ask questions. It was agreed that JS would provide a narrative for now and any questions could be sent to the Finance Manager ('FM') at a later date. It was also agreed that some elements of the audit work could be brought forward slightly to avoid a repeat, or the meeting calendar could be revised to ensure members can fully prepare for such a large document.

FM

CE/DCE

While members were free to ask any questions, some of the key points JS noted were as follows:

- The auditor's opinion is that it is appropriate for the Association to continue operating on a 'going concern' basis. The auditor highlighted that this is the cleanest bill of financial health possible and will provide useful assurance that requirements are being met. There were no major concerns to note or that could attract regulatory attention.
- There is a Scottish Housing Regulator requirement for the auditors to comment on the Association's internal control and corporate governance standards – confirmation was given that these are both compliant.
- The Association's turnover increased by approx. £133k, largely from rent increases from April 2024. Operational expenditure was very similar to the previous year's figures, which was commendable given increasing costs across the sector.
- Interest has continued to be paid back on the Association's one outstanding loan.
- Overall, the Association reports a slight deficit of around £7k, but this was not a major concern and was actually an improvement on last year. The Association remains in a strong financial position.
- The overall value of assets has increased, and can largely be attributed to continued capital investments in properties, most notably recent window installations. Here, JS did explain to members how these asset values were calculated.

Members had no further questions and the item was approved.

The auditor will send a final draft to the FM and the usual arrangement for (re-)appointing auditors is to be put in place for September's AGM.

FM

**J Alexander was thanked by the Chair for her attendance, and left the meeting at 18:35.**

5. **Committee Annual Appraisal Feedback – presented by D McIntosh of SHARE**

D McIntosh ('DM') of SHARE was invited to present on the findings from the recent Committee appraisal process.

DM began with a recap of the various steps members engaged in during the process, before discussing in more detail the 5 recommendations arising from SHARE's analysis of findings. DM emphasised that even very high-performing organisations often still have areas for improvement, so this should not be disheartening.

Overall, it was recommended that the Association:

- briefed its members on financial and treasury management strategy, associated risks, and their role in managing these risks and the strategy overall as Committee members;
- discuss in more detail its succession planning process in order to keep attracting new members and ensure a strong knowledge base. While the existing current knowledge was noted to be very strong, it was also noted that a lack of interest in Office-bearing roles could present a problem in future;
- ensure greater Committee involvement throughout the year in the Assurance process so that members are more comfortable in their expected role in this matter;
- help members better understand the appraisal process for the Chief Executive;
- develop learning and development plans for its members based on the findings of the appraisal exercise and internal discussions

DM also spoke briefly about outcomes of the Chair's '360 °' appraisal, whereby all members commented on their performance. The outcomes from this were largely very positive.

Members were satisfied with this presentation, and the Chair agreed that these recommendations would be considered thoroughly in the near future with a view to implementing recommendations.

***At 18:55, the Chair then thanked DM, who duly left the meeting.***

***M Chang (attending via Zoom) also dropped out of the meeting at this time.***

**6. Minutes of Last Meeting on 12 June 2025**

6.1 - Amendments

No amendments were required.

6.2 – Approval

The minutes were unanimously approved for signing.

6.3 – Matters Arising

**Item 7: Procurement of Laundry Facilities** – The Deputy Chief Executive ('DCE') explained that a member's query at the previous meeting on whether proceeds from the laundry facilities over and above that which covers the cost of the facilities could be factored into reducing resident's service charges had been looked into. To summarise, the DCE explained that this may mean that residents who do not use the facilities often may also see a reduced charge despite other residents being the main users and contributing the most towards the proceeds, which could be seen as unfair.

However, the DCE added that the money from the facilities already does go into a fund for residents of the retirement complex, and that there are early discussions ongoing to revive a residents' association for the building. The DCE offered to assist in ensuring that governance arrangements are all in order, and this association may help the funds to be put to the best use.

DCE

Members were encouraged by this, and it was agreed that a survey be issued provisionally to gauge residents' thoughts.

The DCE also noted for information that other blocks, closes or groups of residents are also free to set up their own organisation, and that the Association would assist where required.

**7. Summary Reports of Recent Sub-Committee Meetings**

It was noted that the Services Sub-Committee meeting was still to take place later in the month, while the Governance and Finance Sub-Committee had only taken place the week prior. Therefore, members can expect summary reports to be sent out in due course separate from meeting papers.

8.

### **Policy Reviews**

Summary report detailing updates to 4 policy documents. For streamlining purposes, members are invited to access the full documents via the website portal, with a narrative of the key changes being given within the report.

The DCE noted that in the days following the draft policy reviews being issued, a new model policy for Whistleblowing had been issued. Given that the Association prefers to adopt EVH policy guidance where possible, members were requested not to consider this policy review and agreed that it would be brought back to Committee when a new draft could be issued.

DCE

**Stress Management** – this policy was overdue because it was on a 1-year review cycle. It was agreed that this seemed excessive, so in addition to approving some minor changes to wording related to job titles, the policy was placed on a 3-year cycle.

**Recruitment Selection and References** – while the recruitment policy was revised in 2024, it was felt that a model EVH policy should be adopted to include a stance for the Association on employment references. Going forward, references given to other employers will be purely factual and will avoid subjective questions about topics such as timekeeping, relationships with colleagues, quality of work and so on.

**Unacceptable Behaviour** – it was proposed that the separate appeals process under this policy be removed. Previously, individuals placed under Unacceptable actions restrictions were able to appeal to the Committee. However, under the new policy individuals will be required to simply follow the existing Complaints procedure, while Committee will not require to be involved in such ‘operational’ matters as considering appeals.

Members had no questions or comments, and the policies were approved.

9.

### **AGM Arrangements**

The proposed date of **18 September 2025 at 19:00** was tabled to Committee for holding the Association’s Annual General Meeting, plus a proposed agenda.

This date would allow the event to be moved to the following week if 18 September’s meeting were to be inquorate, while still allowing it to be held within 6 months of the end of the last financial year, as per YHA Rules. Since membership has now dropped to below 70, the quorate

attendance is now 7 members as opposed to 10%.

Again, as per the Rules, one third of members must retire ahead of the meeting although they are free to immediately re-stand for election and do not require to be nominated. This year, M Green, M Ralph and N McPherson have all agreed to retire and re-stand for election. It was also noted that B Hunter and J Xu – having joined through the year – would also be required to stand down before seeking formal election. In total therefore, there will be 9 spaces for election to the Committee this year.

Furthermore, the Rules require Committee to confirm the continued effectiveness of M Green, N McPherson and C Armstrong since they have been serving for at least 9 continuous years. Committee verified that all of them continue to be effective in his role.

A letter will be circulated to members notifying them of arrangements, and this year an emphasis will be placed on seeking members from of different diversity profiles, although all interested individuals remain welcome to stand.

Members' attention was drawn to the Rule stipulating that membership of YHA will cease if someone fails to attend 5 consecutive AGMs (and without apologies or proxy vote). There are 5 individuals who stand to be affected by this Rule in 2025, and their letters calling the AGM will make them aware of this.

Finally, it was noted that a provisional date of 4 September had been set should a special meeting be required to review any Committee nominations. If this was not required then there would be no meeting on this date. The same applies to the back-up AGM date of 25 September – if the meeting is quorate on 18 September then there will be no business on the 25<sup>th</sup>, and Committee would next meet on 9 October instead.

The proposed AGM arrangements were therefore approved.

## **10. Governance Review Outcomes**

The DCE presented a report updating on the Association's progress in implementing the various recommendations arising from the external Governance Review in 2024.

While there had been 11 recommendations in total, some of the main points noted were as follows:

- The reviews of documents such as Standing Orders, Schemes of Delegation and Roles/Remits are still on track for completion

for the next Committee cycle after the AGM.

- It was initially hoped that the Services Sub-Committee could be disbanded if a new reporting style could be developed that would allow Services Sub content to be fed into the main Committee and presented in terms of the Association's performance against Charter outcomes. However, this new reporting style is still under review following initial feedback from members. It is hoped that in time this can still be achieved as the reporting style is further refined.
- On the above point, members noted that the senior staff members best placed to answer on Services Sub content do not always attend full Management Committee meetings. Therefore, which staff are present at the main Committee meetings may need more consideration than usual. The Chief Executive ('CE') agreed that this would be taken onboard. CE
- The CE agreed to re-visit the intention for Sub-Committee chairs to also have a pre-agenda ahead of meetings – currently only the Chair of the Management Committee holds on with the CE. CE
- While it was noted that the Governance and Finance Sub does not report on Charter outcomes and therefore does not lend itself as easily to 'dashboard' style reporting, efforts would be made to do this for selected reports where possible.

**11. Chief Executive's Report**

Report prepared by the CE to provide members with an update on the latest general situation both within a wider local and national housing context, as well as with the Association itself. He welcomed members to discuss or ask about any points within the report, but also wished to address the following points in the report:

**Staffing Structure** – Members were given an appendix to this report providing a visual graphic on the current staffing structure following a minor re-structure. There may still be some minor changes to job and department titles.

**Yorkhill Gala Day** – The CE obtained approval for the Association to donate £300 towards the Yorkhill Gala Day in September. Internally, staff are also being sought out to volunteer on the day to set up or assist at various stalls.

[Redacted content]

**Salary Sacrifice** – there is a chance that the UK Chancellor will consider removing the tax benefit of salary sacrifice being used to put more funds in pensions and removing the National Insurance savings for employers on this. This is something the Association will need to observe given that salary sacrifice is a very attractive to benefit to offer as an employer.

**12. Strategic Risks**

The DCE presented a newly created risk register focusing on the key strategic risks the Association may face alongside possible mitigation measures.

Some of the key risks identified included:

- Failure to maintain a strong Management Committee;
- Costs increasing, inflation, ineffective financial planning and potential decarbonisation costs;
- Legislative or regulatory changes giving the Association less control over its rent-setting;
- Difficulties in achieving co-operation from owners in mixed-tenure blocks to instruct building repairs;
- Failure to comply with legal obligations

It was explained that this register was the result of discussions held at the last annual strategy day in March, and while it would be presented to Committee quarterly (likely with some minor changes) the key risks themselves would be put on an annual review cycle for members to discuss at the strategy day each spring.

There were no further questions or comments, and members were satisfied.

**AOCB**

[REDACTED]

**Website** – The DCE advised that screenshots of the new website – currently in its testing stage – would be circulated to members, and a demo would be given at the next meeting, where it is anticipated to be fully operational.

DCE

**The Chair thanked everyone for their attendance and input, and the meeting closed at 20:00.**

**Date and Time of Next Meeting: 9 October 2025 at 18:00.**

Signed as a Correct Document ..... Chairperson