

Board Meeting Minutes

Minutes of a meeting held at 3.30pm on **Thursday 22 May 2025** in our Edinburgh office and via Microsoft Teams.

Present (In person) Gary Devlin (Chair), Alan Stewart, Rob Rowe

Present (MS Teams) Margaret Whoriskey (left meeting at 4.40pm and rejoined at 4.45pm), Bryony Willett (left meeting at 5pm and rejoined at 5.30pm) Kathleen McAdams, Christa Reekie

In attendance Angela Currie (Chief Executive), Wendy Russell (Director of Business Support & Transformation), Esther Wilson (Director of Customer Services), Donna Henderson (Director of Strategic Finance), Steven Good (Interim Director of Asset Management).

Apologies Ashley Campbell, Adele Erwin Fraser Mitchell, James Rowney

1. Introduction & Apologies

The Chair welcomed Board Members to the meeting. All Members were happy for the meeting to be recorded.

2. Declarations of Interest

Bryony Willett, Margaret Whoriskey and Gary Devlin declared an interest on *item 8.3 Board Member & Chair Appointments* as the paper mentions all in the Chair Appointment item. It was agreed that MW would step out at item 8.3 and rejoin the meeting after discussions.

3. Minutes

3.1 Board Minutes (BRD26 Mar 25)

Decision The Board Minutes (BRD26 Mar25) were agreed and **approved** as a correct record and signed by the Chair following the meeting.

3.2 Audit, Performance & Risk Committee (AUD19 May 25)

Discussion The Audit, Performance & Risk Committee Chair provided an update from the recent meeting, noting that following scrutiny of the performance, the Audit, Performance & Risk Committee approved the Annual Return of the Charter (ARC) and recommended it to the Board Chair (Gary Devlin) for final approval. GD has since approved this, and it will be submitted to the deadline before the end of the month.

The Board noted the topic of available (void) homes have come up multiple times in recent discussions and suggested that these should be considered not just as operational issues but as part of a wider strategic conversation. AC acknowledged that while there is an operational aspect with void performance falling below target over the last three months which is being actively managed, however this sits within a larger strategic context and will be discussed at our Board Strategy Day on 19 June 2025 as part of the Asset Management Strategy.

The Board discussed the Available Homes paper that EW had presented at the Audit, Performance & Risk Committee meeting and suggested that this could be made available for all Board members to

AC

view. The Available Homes presentation was available to view on the Board Platform under the 'Resources' area.

In relation to the Happy Customer Strategy the Board reflected on whether satisfaction levels have improved post-Covid and how the organisation currently compares with sector trends. AC noted that some services are doing well, but the repairs service has struggled over the last few months, and this is an area of focus. Work is underway to improve this.

The Board discussed the adaptation waiting list and budget as it appeared that we were underspending. SG explained that the underspend was not due to delays, but because there were not enough applications for Edinburgh and Glasgow fund, so the allocated funding could not be used. SG noted that the later paper, item 7.1 Development & Assets Update will discuss this further.

The Board suggested that if the recent Brexit-related changes to EU care staff rights do affect the organisation, this should be added to the risk register (if not already included). WR to check this and update accordingly

WR

The Board discussed the service charge write-offs and queried whether the amount of service charge write-offs was expected, and if they were due to exceptional circumstances. DH explained that some write-offs were expected and relate to specific sites like Sunnyside Court in Edinburgh and Barrlands Court in Giffnock as voids caused Council Tax and fuel costs that couldn't be recovered, and some units could not be let while being repurposed. Other write-offs were because the amounts were simply unrecoverable.

The ongoing 5-year plan to harmonise rent and service charges has also caused some budget differences but as the plan ends this year, we should see fewer write-offs going forward.

Post Meeting Note:

Draft minutes are available to view on the Board Platform.

Decision

The Board **noted** the update.

4

Matters Arising

4.1

It's Good to Know

Report Summary

This provided Board with an update on key issues happening in Hanover that are not included in Board papers through the formal Board or Committee meeting cycle.

Discussion

WR provided a brief overview, and the Board requested further information regarding the Proactive Calling project. WR explained that the organisation received £70,000 in funding from the Scottish Government to test new warden call technology in housing developments. Two systems were trialled; one was controlled by the manager, and the other gave residents tablets so they could check in themselves by pressing a button. The trial went well, saving staff time and improved communication. The report has been presented to Scottish Government and WR advised that the report is being finalised for publication on our website and wider so that other external organisations can learn from it.

The successful features will be rolled out across developments using the new Appello warden call system, which includes similar proactive calling tools.

Decision

The Board acknowledged the update.

4.2	Board Actions	AC/DH
Report Summary	This provided Board with an update on outstanding Board Actions.	
Discussion	The Board requested an update of the SWOT analysis regarding the Digital ARC replacement. It was agreed that AC & DH take this discussion offline with MW, to ensure that all points are captured, and risks mitigated.	
	The meeting connection failed at 3.54pm, meeting resumed at 3.55pm.	
	The Board discussed the timeline for updating the Financial Control Framework – Scheme of Authorisation and DH explained that we wanted to ensure the most up-to-date, full-year information is used to inform the latest version. There have been some significant overspends, so it's important to get the details right before moving forward, hence the date for competition being set for August 2025.	DH
	The Board queried the possible public statement regarding housing support, as per the previous Board meeting minutes (BRD26 Mar 25, page 6). AC advised that the PR company advises it's too early to make a statement. A lobbying plan is currently being developed, especially around housing support cuts and AC will involve Board at the appropriate time.	WR
Decision	WR acknowledged this item should have been included on the action plan, it will be added and followed up next time.	
	Post Meeting Note:	
	Action has been added to the Board Actions.	
	The Board acknowledged the update.	
5.	Strategy Spotlight	
5.1	Year End Management Accounts -2024-25	
Report Summary	This report presented our finance update to the Board for Quarter 4 in 2024-25.	
Discussion	Appendix 1 provides Management Accounts to 31 March 2025.	
	Appendix 2 provides the Treasury Report to 31 March 2025.	
	Appendix 3 provides the Business Plan for 2025/26	
	DH provided a brief overview of the paper and appendices. The Board noted significant fluctuations between planned and cyclical maintenance spend, particularly where an underspend may contribute to operational challenges such as customer dissatisfaction with delayed repairs. SG noted that planned maintenance is mostly on track. Some changes were expected, and most projects went well. A new 5-year investment plan is being developed, and work is ongoing to improve the overall asset management strategy as per the planned discussions at Board Strategy Day on 19 th June 2025. Financial restrictions due to financial covenants also had an impact on the past year. However reactive and void maintenance is more of a concern. There have been several challenges, which have been discussed at previous Board meetings.	
	AC suggested sharing some slides to illustrate overspending in some areas and underspending in others and Board suggested that this could be looked at the forthcoming Board Strategy Day.	AC
	The Board questioned whether the communication and joint working arrangements between Finance and Asset Management are strong	DH/SG

enough to both set accurate budgets and respond quickly when things shift. AC advised that internal arrangements have not been working as well as they should, but improvements are underway. Last year saw 1,500 more repairs than the year before which was hard to predict as reactive repairs are unpredictable by nature. The overall budget is underspent, which gives some flexibility to manage within the year. Regardless of where the spend falls — planned, cyclical, or reactive it is still investment in the homes.

BW left the meeting at 5pm

The Board discussed Telecare noting that costs are rising, income is dropping, but it's unclear if the service is running at a surplus or deficit. DH noted that the service still makes a surplus and explained that costs are higher because they are running old and new systems at the same time during the upgrade. DH confirmed that we overstaffed on purpose to keep things running smoothly and used overtime to cover unanticipated sickness absence. The new digital system goes live next week, which should make things faster, cheaper, and easier to manage.

Post Meeting Note:

The new digital system went live on 28th May 2025.

The Board discussed the decline in Telecare income as being due to fewer contracts and connections and queried if this is a one-off or part of a trend. DH noted that there were no major concerns and once the new platform is live, we hope to reduce costs and bring in new business, and we have a project plan to review this.

The Board discussed Factoring and queried why there is a large fluctuation in factoring income and cost in the management accounts. DH explained that the budget was set assuming a full year of factoring services but the decision to stop factoring was made after the budget was approved. Income and costs essentially offset each other, and the change reflects the transition period.

The Board discussed Care at Home and noted that there is an operating deficit because income is lower than budgeted and agency staff are expensive. EW explained that work is being done to manage agency staffing better and get better value for money. Focus has been on our North sites, Linkwood had issues with staffing but with a new manager we expect this to stabilise. We have also introduced tighter financial monitoring to stay on top of it, and EW will be overseeing this moving forward.

DH discussed the Business Plan for 2025/26 and thanked Board members for providing feedback when it was previously shared. Most comments have been included, and changes are highlighted in the document. We'll also update the performance information before finalising. The Board discussed revisiting some strategic issues like our loan portfolio and how ambitious we can be with redevelopment and growth. DH noted that we have received two loan offers (from Lloyds and NatWest/RBS) and are reviewing them. We will set up the short-life working group soon, as discussed. The strategy day in June 2025 will help tie down the growth plan into actual numbers.

The Board queried whether the Equality Impact Assessment (EQIA) on the Business Plan paper which notes that EQIA is not required was right. AC confirmed that since the Business Plan pulls together items we have already agreed or done, the EQIAs should already exist at the project or initiative level. The Board suggested that the wording

could read that EQIAs are done, where relevant and signpost them where possible.

Decision

The Board:

- **Considered** and **discussed** the Management Accounts & Treasury Report to 31 March 2025 (Appendix 1 & 2)
- **Approve** the Business Plan for 2025/26 (Appendix 3)

6.

Happy Customer

6.1

Happy Customer Update

Report Summary

This report provided an overview of key areas of strategic operational focus in the care and support function of the Customer Services directorate.

Discussion

EW provided a brief overview. The Board discussed opportunities for housing with care and EW noted that we are talking to several local councils about creating housing with care services. These could be within existing developments or included in new developments. Moray is a key area with good potential, and we are exploring interest and keeping our options open. If a real opportunity comes up, we will bring in more help if needed. We've already added some support for current work.

AC added that we have commissioned research on how valuable housing support services are and started working with SFHA on a campaign for better housing for older and disabled people.

The Board wanted to highlight this paper as a great example of management taking strong action when things weren't going well—especially in the North region care services. When the Care Inspectorate have reinspected, it should reflect that the management team really stepped up and turned things around. It is reassuring to see that kind of response and the Board recognised and commended the effort.

Decision

The Board:

- **Considered** and **commented** on the priorities and risks identified.

7

Desirable Homes

7.1

Development Assets Update

Report Summary

This report provides an update on all functions within Asset Management service to provide an update on the range of activities and challenges faced.

Discussion

SG provided a brief overview of the paper and noted that he will actively reviewing and improving the paper that goes to Board, noting he is incorporating suggestions from board members. SG noted that Bryony Willett provided valuable observations, such as improving how adaptations are reported. SW advised that £818,000 of new adaptation funding had been secured for 2025-26, combined with internal funding this will allow the team to clear the current backlog of cases. Early notice of funding this year gives time to plan and deliver effectively – it has been really positive news.

BW re-joined the meeting at 5.30pm

The Board congratulated the team on securing the high level of funding from the Scottish Government and asked about how things work in Glasgow and Edinburgh, since they have separate funding. SG explained that Glasgow and Edinburgh have always had their own

funding arrangements. The cities get the money directly and allocate it themselves. If there's an underspend, the money doesn't carry over—we just do not claim it unless we have done the work.

The Board discussed the continuing shortage of contractors and queried if there will be sufficient capacity to complete the adaptations work programme. SG noted that while there is a significant increase in workload, most adaptations are quite simple, so scaling up should not be a major issue. The main challenge is likely to be the geographical spread, not the volume. But we have already reached out to contractors, and since we're starting early, we should have time to deal with any issues. If problems do come up, we'll look at other contractor options.

The Board discussed the remodelling at Barrland Court in Giffnock and queried whether similar housing upgrades could be rolled out across other properties. SG advised that similar projects, like one in Kirkintilloch, are happening. That project started as a roof replacement but expanded to a full-scale refurbishment. SG acknowledged that there are cost implications and DH noted that while they get funding for building new homes, they do not get funding for upgrading existing ones. So, to do more remodelling like Barrlands, we will need to find money within our current budget. This will be looked at in the next planning phase.

The Board discussed the damp and mould cases and suggested that this report would be more helpful if it was more data-driven, with clear key performance indicators (KPIs) showing what is being met and where the gaps are (similarly to the HSWB report). SG noted that they are now using a new system (365) that generates useful data and will make sure future reports include more of that kind of information.

SG

The Board discussed that although Leancoil has been referenced regularly over the past five years, it still hasn't reached a clear development stage and queried when it is realistically expected to move forward. Board also queried what the financial implications were with no planning application submitted yet. SG confirmed the project remains in a speculative phase, and its long-term viability is still to be determined. The Board noted that risks and opportunities associated with Leancoil are not clearly visible to the Board. AC explained that Leancoil is a unique project involving a Community Asset Transfer (CAT), something that is rarely completed in Scotland. The land (former hospital site) will move from NHS to Leancoil Trust to the developer (Robertson's) then to us. The NHS is now actively pushing things forward. This is a complex and slow process, largely out of our control. We have spent on early-stage work, like a pre-construction agreement and staff time, these costs are normal for early development and are usually recovered later through government funding. AC agreed to share with Board some of the previous reports on Leancoil to remind Members of progress and we will continue to regularly report on the project.

Post Meeting Note:

A paper outlining previous reports and current progress will be brought to the next Board meeting.

SG

Decision

The Board **considered** and **commented** on the:

- Current development update
- Update on progress within the customer safety compliance service
- Update on Planned Maintenance & Capital Programme

	<ul style="list-style-type: none"> Update on Net Zero & Sustainability Update on Reactive Repairs, Available Homes & Adaptations 	
8.1	5 Year Financial Plan & Loan Portfolio Return for SHR	
Report Summary	Hanover is required to submit several financial returns to the Scottish Housing Regulator (SHR) each year. The financial information within these documents helps demonstrate Hanover's continued financial viability and provides the Board and SHR with assurance that tenants' and others' interests are protected.	
Discussion	The Board did not require any further information on the presented paper and were happy to proceed to a decision.	
Decision	<p>The Board reviewed and approved:</p> <ul style="list-style-type: none"> The content of the LPR for 2024/25, due for submission to the SHR by the end of June The content of the Five-Year Financial Plan, due by the end of May Authorise the submission for the portal and delegate authority to the Head of Finance to approve the submission. 	
8.2	Annual Assurance Statement 2025	
Report Summary	This paper sets out the process by which Hanover has assessed its compliance and assurance against the SHR Regulatory Framework. The paper confirms that Hanover complies with all of the Regulatory Framework and recommend its submission.	
Discussion	<p>WR confirmed that 3 members of the Board participated in the annual session to review the final evidence bank before submission of the statement to Board for approval, noting that some valuable improvement actions were agreed, such as introducing a schedule of returns.</p> <p>Members confirmed that, following the SHR Assurance Visit, and the annual review session, it was clear that a robust framework was in place.</p> <p>The Board discussed some minor changes required, regarding the Annual Assurance Statement as it currently reads as an absolute guarantee of compliance, which feels too strong considering minor issues such as small numbers of late Electrical Installation Condition Reports (EICRs) and Gas Safety visits. The Board proposed wording changes for paragraph three and five to confirm their assurance of the robust framework and to change the wording around gaps. It was agreed that there were no gaps in assurance, but that the actions agreed were to ensure further continuous improvement in some areas.</p> <p>WR agreed to reword key paragraphs and recirculate to Board for review and sign-off, with confirmation of this in the August 2025 Governance Matters paper.</p>	
	<p>Post Meeting Note:</p> <p>Revised document circulated via the Board Platform and voted to approve the Annual Assurance Statement 2025.</p>	
Decision	<p>The Board:</p> <ul style="list-style-type: none"> Reviewed and discussed the progress made to date on the Assurance Framework. Agreed that, based on the completed toolkit and supporting evidence, our assessment for all areas of the Framework is that we are compliant. Asked for the revised Annual Assurance Statement for 2025 to be recirculated to Board for approval out with the meeting cycle. 	WR

8.3

Report
Summary

Discussion

Board Member & Chair Appointments

This paper provides information on the results of our Board Recruitment exercise and sets out a succession plan for a new Chairperson.

GD asked WR to chair this item on the agenda, given his involvement. MW left the meeting at 4.40pm prior to the chair appointment discussion due to her involvement in the proposal.

WR noted that Gary Devlin is stepping down from the Board and in his role as Chair in September. Further to discussions with the CEO and the current Chair, Margaret Whoriskey has put herself forward as Chair Elect. MW brings significant experience from her role in Scottish Government and her experience as current Audit, Performance and Risk (APR) Committee Chair. Further to a short discussion, the Board expressed full support for her appointment as Chair Elect. The formal election will happen at the short Board meeting after the AGM in September 2025.

Under the current rules, the Chair of the Board cannot sit on the APR Committee, as it needs to have independence. Bryony Willett has put herself forward to take on the role of APR Committee Chair and step down from the People Committee. The Board approved BW as Chair Elect of the APR Committee. Again, the formal election will happen at the short Board meeting after the AGM in September 2025.

MW rejoined the meeting at 4.45pm, where WR confirmed the decision of the Board. MW thanked the Board for the opportunity.

WR provided a brief overview of our recent Board recruitment noting that 3 people are being brought forward for co-option. WR highlighted that we are continuing the search for a fourth Board member with financial expertise to address the gap left by Gary Devlin's upcoming departure. The three identified co-option candidates, if they are happy to proceed, will attend the June strategy session (already scheduled) and be formally proposed for full membership at the AGM in September.

The Board discussed the importance of continuing to improve Board diversity, including areas such as ethnicity, disability and age. WR confirmed that diversity was a key part of the recruitment brief and was considered by the panel. While candidates from diverse backgrounds did apply, the final appointments were made considering all skills and experience.

There is still capacity on the Board, and opportunities remain to improve diversity through future recruitment rounds. Exec Team also highlighted their plans for future years in introducing Board learning schemes or placements for younger people and those from underrepresented backgrounds, possibly starting next year. Members suggested the Housing Diversity Network's board development programme, which is now also working with SFHA in Scotland, as a potential support resource.

Decision

The Board **approved**:

- The co-option of three new board members - Robin Blacklock, Nicola Cooper and Chris Elliott prior to them becoming full members at the AGM.
- The proposal that Dr Margaret Whoriskey as Chair-elect, takes over as Chair after the AGM in September 2025.

- The proposal that Bryony Willett as Chair-elect, takes over as Chair of the Audit, Performance & Risk Committee after the AGM in September 2025.

8.4

Annual Health Safety & Wellbeing Report 24-25**Report Summary**

To provide the Board with an overview of Health, Safety and Wellbeing performance during 2024/25.

Discussion

The Board queried if there any concerning trends and WR noted that the report shows positive progress as there were fewer accidents overall. There were more incidents reported, which is a good sign as staff are raising issues before harm occurs. There is improved focus on vulnerable resident safety, particularly around slips and trips.

The Board asked about the learning outcomes from the fire at the Dunfermline development and WR highlighted the following:

- Procedures had been updated (e.g. around Christmas decorations, lithium batteries)
- Communication with the Scottish Fire and Rescue Service needs improvement – we should have informed them when staff would be on site
- We are updating our Business Continuity Plan to better identify and deploy nearby staff quickly during emergencies
- Clearer coordination between Telecare and Fire Services is being built in

The Board queried where the mandatory Health & Safety E-Learning is reported and suggested that it could be reported in this report going forward. WR explained that this is tracked internally and reported to our Senior Management Team (SMT) and agreed to add to this paper going forward.

WR

Decision

The Board:

- **Considered and commented** on the information provided and the actions required going forward.

8.5

Governance Matters**Report Summary**

The Governance Matters paper sets out updates and decisions required on various governance topics now and for the year ahead.

Discussion

WR provided a brief overview of the paper, presenting a slide on the Governance Review update noting that we have now completed the procurement stage. The review will be carried out by North Star Consulting, a Scottish-based organisation with strong experience in the RSL (Registered Social Landlord) sector. Although the cost difference between the two bidders was small, North Star clearly understood our needs better. WR noted that arrangements will be made to ensure input from the leaving chair (GD) and others at the outset to inform the scope and direction of the work.

The Board discussed the previous Elgin office, which is up for sale, and noted that the auction could be a better outcome than the current interested party's offer. Board suggested that the agent could go back to the interested party and offer them a final chance to increase their offer before proceeding to auction with a reserve price (minimum acceptable price) to protect value.

October was suggested as a better alternative if auction is the chosen route and AS offered his advice to WR with his experience in this area.

Decision

The Board:

Considered and **Commented** on the:

- Notifiable Events Update – requesting that Board feedback on their view around the Elgin office sale process.
- Governance Review Update
- SHR Engagement Plan 2025-26
- SHR Assurance Visit Outcome
- SHR Potential Serious Concern Enquiry
- Annual Registers Sign Off
- Board Expenses 2024-25
- Board Appraisal Plan for 2025

Approved the:

- APR Committee Annual Report to the Board for 2024-25

9.

AOCB

Discussion

None

Chairperson: Gary Devlin

Date: 21/08/2025