Minutes of Board Meeting
held on Tuesday the 19th of May 2026 from 6:30pm until 8:15pm
The meeting was held at Knowes Housing Association's Office and via Microsoft Teams

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Present:

Cllr Lawrence O'Neill (In Person)	Chairperson
Lynsey Chrystal (In Person)	Vice Chairperson
Steve Rolfe (In Person)	Board Member
Hilary Edgar (In Person)	Board Member
Billy Stevenson (In Person)	Board Member
Tim Ugwu (Online via Teams)	Board Member

In Attendance:

Erica Davidson	Chief Executive Officer (CEO)
Amy Sweeney	Corporate Services / Compliance Officer (CSCO)
Fiona Nicholl	Knowes' Financial Consultant (FMD)
Claire Beckley	Knowes' Data Protection Officer (RGDP)

Please note that the Board Members are provided with a copy of papers one week prior to the meeting.

Agenda Item		To Be Actioned
1.	**<u>Data Protection Update Delivered by Claire Beckley from RGDP</u>** Knowes' Data Protection Officer (DPO), Claire Beckley, delivered a short	CSCO to send training

	training session on data protection including an overview of data protection laws, principles, dealing with data breaches and subject rights. The Data Protection Officer also provided an overview of Knowes' Data Protection Action Plan which is monitored regularly by the DPO and CEO. Following the training session, the Data Protection Officer invited the Board to ask questions. *The Board thanked the Data Protection Officer for her time, and she left the meeting at 6:45pm.*	slides to Board Members.
2.	**Apologies** The following people submitted their apologies: • Sharon Cassidy (Board Member) • Patricia Broadfoot (Board Member) • Kevin McInally (Board Member) • Peter Fennessey (Board Member)	
3.	**Declaration of Interests** No interests were declared.	
4.	**Correspondence** No correspondence was received.	
5.	**Minutes of Board Meeting on 28th April 2026** The Board reviewed the minutes of the previous meeting, and it was noted that an amendment was required as one member's apologies had not been recorded. There were no other amendments, and the Board **approved** the minutes of the Board meeting held on the 28th of April 2026. **Proposed by: Lynsey Chrystal.** **Seconded by: Hilary Edgar.**	Minutes to be amended and signed, redacted if required, and added to the website.
6. 6.1	**CEO Report** The CEO presented her report for the Board. CEO/Chairperson meeting with the Regulator The CEO, Chairperson and CSCO met with the SHR on the 6th of May. The following topics were discussed:	

	Engagement Plan – Stakeholder Communications The SHR asked how stakeholders had been notified of the Regulatory Engagement Plan. The CEO and Chairperson confirmed that they had been notified in the following ways: • Board – via email and in person at the Board meeting on 31st March. • Employees – via email and in person at the staff meeting on 23rd April, also attended by the Chairperson. • Customers – via our website, newsletter, and in person at our Customer Engagement Group meeting held on 6th May. • Shareholders – via our newsletter and website. • Elected members in area – via the newsletter and website. • West Dunbartonshire RSL CEOs – in person at CEO group meeting. • WDC – in person at housing strategy meeting. • Internal and External Auditors – via email and in person at audit planning meetings. The SHR confirmed that they were happy that stakeholders had been informed of the SHR Engagement Plan. Governance Improvement Action Plan (GIAP) The SHR asked if the GIAP has been updated to reflect the additional points raised in the engagement letter. The CEO confirmed that the plan has been updated to include the points and additional columns has been added to show what success would look like and KPIs. A column had also been added to show the items completed pending Board approval, items in progress and those still outstanding. The SHR asked about progress made on the GIAP since the previous Board meeting. The CEO and CSCO confirmed that the following points had been completed: • Update of the GIAP plan • Update of the Governing Body Recruitment, Induction, Succession, Training and Appraisal (RISTA) policy to include appraisals • Board Appraisal Report presented to and approved by the Board • Board Training Plan in place for all individual members of the Board • Written Board Succession Plan now in place and approved by Board • Membership Policy updated and approved by Board • Pro-forma report template updated and approved by Board. The GIAP will be updated following each Board meeting and shared with the Regulator along with any additional documents as requested.	

	Abbeylands Road The SHR also asked for an update on the Board Working Group for the Abbeylands Road Development. The CEO advised that the Board had agreed that this would not be formed until the project was approved by the Scottish Government and grant funding had been awarded. The CEO also provided information on the obstacles impacting the progress of the project and noted that there is no guarantee that it will go ahead. She advised that the Board would meet to assess the options available once final costs are known and, subject to approval being granted by the Scottish Government, to determine whether the project remains financially viable for the Association. Entitlements, Payments and Benefits Policy The SHR were presented with the additional clause to the Entitlements, Payments and Benefits Policy to allow the current Chairperson to remain in the role until full compliance was achieved. The SHR confirmed that they were happy with the inclusion of the clause. Board Appraisal and Succession Plan The CEO advised that a Board Succession Plan was now in place and would be sent to the SHR along with the Board Appraisal Report. The next meeting with the SHR is scheduled for the end of May. Pre-Board Meeting with Chairperson The CEO and the Chairperson met on the 11th of May to discuss the Board agenda and papers. Key items to be covered are the Annual Return on the Charter and the Five-Year Returns for discussion and approval, along with Data Protection Training from Knowes' Data Protection Officer. The Chairperson suggested some changes to the agenda and the papers and then confirmed that he was happy with the items included. Board Away Day The CEO, CSCO and CSCA met with ARK Consultancy to discuss the requirements for the Board Away Day. ARK have put together a draft agenda to be discussed with the Board tonight under Agenda Item 6.1. Abbeylands Road Development Update The construction company were asked to confirm the projected costs for the new build development, considering the impact that the conflict in Iran will have on the building costs for the project.	

	Initially they added a 5% uplift to all the construction costs, resulting in an additional cost of £329,810.23 to the project. Following a discussion with our Development Agent and QS, we asked them to reconsider this. They have now dropped this figure from 5% to a 2.5% increase. A Board Member asked how the initial 5% increase had been decided by the construction company. It was advised that construction companies across the industry are increasing their prices due to a rise in the price of materials because of the Iran war. The CEO advised that she had requested another QS to take over the project as we have been experiencing communication delays with the current QS. She advised that we are waiting on the appraisal report from the QS before we can submit the project to the Scottish Government. <u>Trustee Connect</u> The CEO, CSCO and CSCA met with Mark Wilson from Trustee Connect, which is a platform which helps organisations recruit voluntary board members, and also provides training and other benefits for the Board. Erica explained the different membership options available but recommended that the membership costing £1,200 would be the most suitable for Knowes. The Board requested more information on Trustee Connect before committing to the membership, including how many organisations in the housing sector are using this platform. It was agreed that this would be brought back to the Board for further discussion at a later date. <u>CEO & Management Team Tasks</u> The Board were provided with a list of tasks which the CEO and Management Team are currently working on for information.	Research Trustee Connect. Bring additional information back to the Board at a later date.
6.1	**<u>Agenda for Board Away Day</u>** Following the CEO's meeting with ARK, they created a draft agenda for the Board Away Day. The CEO commented that after feedback from a Board Member and a discussion with the CSCO, she recommends swapping the order of the last two sessions. The Board were happy to switch items 7 and 8 as recommended by the CEO. The Chairperson also requested a change to the wording on 8a. from 'agreeing a new approach' to 'agreeing the approach'. There were no other changes requested by the Board and they confirmed that they were happy with the items included on the agenda.	Updates for agenda to be provided to ARK.
6.2	**<u>Approval of Tender for External Audit Service</u>**	

	The CEO reported that the Association is legally required to have an external audit carried out each year on its annual accounts by an independent suitably qualified audit firm. The Board Members were provided with a copy of rules 72-74 from the Association's Rule Book. The CEO explained that these rules deal with the appointment of the External Auditor, which is required to be confirmed each year by the shareholders at the AGM. As per the timescales in Knowes' Audit Policy, the External Auditor can be appointed for up to 7 years and the current contract with Alexander Sloan ends on 30/09/2026. The CEO advised that when there is a change of auditor, 28 days' notice must be given to share members that the matter requires discussion at the AGM. The CEO explained that the appointment will be made through an open tender process on the Public Contracts (Scotland) (PCS) website, and that we will be looking for volunteers from the Finance, Audit and Risk Sub Committee to evaluate the tenders alongside staff. The CEO provided a timetable for the tender process which will ensure that sufficient time is given to notify share members of the change. A question was raised on whether there is a set period for the contract, and the CEO confirmed that there will be a fixed period of 3 years, extendable annually up to a maximum of 7 years. The CEO asked the Board to approve the tender of the External Audit Services as an open tender through the Public Contracts (Scotland) website for a maximum contract period of 7 years as per the timetable included in the report. The Board **approved** the recommendation to use an open tender through the Public Contracts (Scotland) website and use the proposed timetable included for tendering of the External Audit Contract. **Proposed by Steve Rolfe.** **Seconded by Billy Stevenson.**	
7.	**<u>Annual Return on the Charter (ARC)</u>** The CEO presented the ARC figures to the Board. She explained that the Knowes' Internal Auditors, TIAA, have carried out an ARC Validation Audit to ensure that the figures reported are evidenced. Discussions took place on the following ARC Indicators. C2 (No of lets during the reporting year by source of let) – The CEO advised that there has been an increase in the number of lets in 2025/26, but there is no specific reason for this.	

	C8 (Sock in abeyance from SHQS) – The CEO explained that this includes properties where we haven't been able to gain access to the property to carry out a EESSH update. Indicator 9 (Average time taken to complete non-emergency repairs) – There has been a slight increase compared 2024/25 due to carrying out outstanding storm repairs. Indicator 14 (The number of cases of anti-social behaviour per 100 properties) – The CEO advised that this is a new indicator. The Board requested more information on the number of ASB reports within the year and asked how the figures for this indicator would have looked for previous years as the figures seem high. A question was raised by a Board Member on how ASB cases are reported on the system. They explained that only one case should be raised instead of multiple cases all relating to the one person. If we are doing the latter, this may be the reason for higher figures. The CEO and CSCO will discuss this with the Head of Housing. Indicator 19 (The average time to complete adaptations) – This figure has gone up in comparison to the 2024/25 figure as there were a number of tenants waiting for expensive adaptations to be carried out, however we did not have funding to complete these. Additional funding was obtained towards the end of the financial year which allowed us to complete these. Indicator 31 (Average length of time taken to resolve cases of damp and/or mould by cause) – The CEO advised that this is a new indicator. She advised that asbestos testing must be carried out when dealing with these cases which can cause delays. After the ARC has been approved by the Board, we will send a copy of this to the SHN which will allow us to compare our figures with other RSLs. The Board **approved** the Annual Return on the Charter on the basis that the checks are concluded. **Proposed by: Billy Stevenson.** **Seconded by: Hilary Edgar.**	
8.	**<u>SHR Return – Five Year Plan</u>** Knowes Financial Consultant, Fiona Nicholl, presented the Five Year Plan to the Board. She advised that all RSLs in Scotland are required to submit their return to the SHR by 31st May. She advised that the 30-year plans will be updated once the final figures for 2025/26 have been audited and agreed. The Financial Consultant advised that some figures in the plan can flex/change.	

	She drew the Board Members' attention to the Statement of Comprehensive Income, in particular the total comprehensive income for the year (row 55) which shows that surpluses are arising in future years. The lowest year (2029/30) is due to an increase in planned and cyclical maintenance that year. The Financial Consultant advised the Board of the following information: - We are not expecting to increase staff numbers over the next five years. - The actual pension past deficit payments from April 2026 are now known and have been incorporated into the plan to be paid for the next 4 years, instead of 3 years as previously planned. - The maintenance costs are expected to increase by inflation only. - We are still expecting to make good progress with the Abbeylands development this year and next. She advised that the number of units added during the year takes into account buy-backs as well as the new 27 properties from the Abbeylands Road project. Therefore, there is a stock increase year on year because of this. The Statement of Financial Position shows that net assets are increasing each year in line with the surpluses arising on row 55 of the return. Cash balances are shown on row 77 of the return and are as high as £5.1m at the end of March 2026, and at their lowest in 2026/27 at £2.2m, due to the proposal to fund the new build development at Abbeylands Road from Knowes' own cash resources, this is planned for this financial year. Cash balances will then start to increase again. The Association has no loans. The trends & comparators report from the SHR's website was provided to the Board for information. Fiona advised that if inflation changes, figures can be reassessed around the time of the mid-year review. Following the Financial Consultant's presentation, the Board agreed that they were happy to **approve** the Five Year Return to the Scottish Housing Regulator. **Proposed by: Cllr Lawrence O'Neill.** **Seconded by: Lynsey Chrystal.**	
8.1	**<u>Loan Portfolio Report</u>** Knowes Financial Consultant, Fiona Nicholl, presented the loan portfolio report to the Board. She explained that as the Association has no loans then this is a nil return, but it still needs be to approved by the Board. She advised that the only change from last year to this year is the increase in	

	unit numbers by the 9 units acquired this year. The total number of units at the end of March is 1068. The Board **approved** the Loan Portfolio Annual Return for 2025/26 to the Scottish Housing Regulator. **Proposed by: Cllr Lawrence O'Neill.** **Seconded by: Billy Stevenson.**	
10.	**<u>Housing Impairment Checklist for External Auditors</u>** The Board agreed at this stage of the meeting to take item 10 ahead of item 9. Knowes' Financial Consultant, Fiona Nicholl, presented the impairment review and housing impairment checklist to the Board. She explained that as part of the external audit process, each year a review of impairment is carried out to ensure that assets are stated as a true value. This year the external auditors, Alexander Sloan, have requested that the Board approve the annual check list. She explained that the only area where an impairment review might be required is for the new build development at Abbeylands, due to not knowing how this will be funded therefore we are unable to carry out the review at the moment, this will be carried out once figures are known. She noted that there are no other impairment issues. The Board **approved** the report and impairment check list. ***Proposed by: Lynsey Chrystal.*** ***Seconded by: Hilary Edgar.*** *The Board thanked Knowes' Financial Consultant for her time and she left the meeting at 7:30pm.*	
9.	**<u>External Audit Plan</u>** Item 9 was covered at this stage of the meeting. The External Audit Plan was circulated to the Board after the April meeting. The Board Members provided comments at this time and agreed they were happy to **approve** the plans and proposed fee for the year end audit for year ending 31st March 2026. ***Proposed by: Steve Rolfe.*** ***Seconded by: Billy Stevenson.***	
11.	**<u>Quarterly KPI Report</u>**	

	The CEO presented the quarterly KPI report for 2025/26 to the Board alongside the proposed targets for 2026/27 for approval. The CEO started with repairs and maintenance and explained that some targets had been slightly increased to allow more flexibility. This is because we are going out to tender for a new contractor who may request higher targets, and to also allow time for upgrading any newly acquired properties, if required, to ensure that they meet the EESSH standard. A Board Member highlighted that the KPI for 'repairs post inspected' would be more useful to view as a percentage of the whole number of repairs. The CEO will discuss this with the Head of Property Services. The CEO then discussed the figures and targets for housing management. She explained that indicator 23 is reliant on referrals from WDC, but sometimes referrals are withdrawn prior to an offer being made. A question was raised by a Board Member on whether this should be included in the figures, and it was confirmed that they should be. The CEO advised that the figure for gross rent arears is the lowest it has been in 8 years. The CEO then discussed finance and corporate services figures and targets. The Board agreed that the KPI for 'time taken to answer telephone calls' should be removed. A Board Member suggested adding labels like "less than" and "more than" next to the targets for better clarity. The rest of the Board agreed with the proposed change. The Board **approved** the targets for 2026/27. ***Proposed by: Hilary Edgar.*** ***Seconded by: Tim Ugwu.***	CEO to discuss 'repairs post inspected' figure with HOPS. CSCO to remove KPI for phone calls. Labels to be added next to targets.
12.	**<u>Governance Improvement Action Plan (GIAP)</u>** The Board were presented with the Governance Improvement Action Plan to review the progress made since the previous meeting. The CEO advised that the feedback from the last Board meeting had been incorporated into the GIAP so that it now has a section to show the number of points completed, in progress and still outstanding. She advised that the GIAP will be updated after the Board meeting, and a copy will be sent to SHR.	CSCO to update GIAP.
13.	**<u>New Share Members</u>** The CSCO advised there were no new share member applications to report.	

14.	**Policies for Approval** Payments of Expenses to Governing Body Members Policy The CEO explained that some information within the policy was outdated or required updating. Key changes such as references to the relevant legal framework and OSCR guidance have now been included. Additionally, Section 4.2 (Eligible Expenses – Care of Dependents) has been revised to align with EVH terms and Section 4.3 (Claiming Expenses) has also been updated. The Board were happy with the proposed changes and **approved** the Payments of Expenses to Governing Body Members Policy. ***Proposed by: Lynsey Chrystal.*** ***Seconded by: Steve Rolfe.*** Data Protection Policy The CEO advised that the Data Protection Policy had been reviewed and updated by Knowes' Data Protection Officer. A key update is a change in law, the Data (Use and Access) Act 2025, which takes effect on 19/06/2026, requiring all data controllers to deal with data subjects' complaints internally in the first instance before escalating information to the ICO. An additional section name 'Right to Complain' has been added to reflect this and the Data (Use and Access) Act 2025 has been referenced in the policy. There are no changes to FOISA and EIRS legislation impacting on this. The Board **approved** the Data Protection Policy. ***Proposed by: Billy Stevenson.*** ***Seconded by: Steve Rolfe.***	
15.	**Notifiable Events** There were no notifiable events to note.	
16.	**Any Other Business and Apologies for Future Meetings** The CEO advised that Freya Lees from NorthStar Consulting & Research will be attending the June meeting to present her reports to the Board.	
17.	**Date of Next Meeting** The next Board meeting is due to take place on Tuesday the 23rd of June 2026 from 6:30-8:30pm. **The Board meeting ended at 8:15pm.**	