Minutes of Board Meeting
held on Tuesday the 28th of April 2026 from 6:30pm
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
Hilary Edgar (In Person)	Board Member
Billy Stevenson (In Person)	Board Member
Kevin McInally (In Person)	Board Member
Peter Fennessey (In Person)	Board Member
Sharon Cassidy (In Person)	Board Member

In Attendance:

Erica Davidson	Chief Executive Officer
Amy Sweeney	Corporate Services / Compliance Officer
Mark Thomson	In attendance from TIAA (Knowes Housing Association's Internal Auditors)

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.	**Internal Audit Plan – Mark Thomson from TIAA in Attendance**	

	Mark presented the Audit Plan for 2026/27 to the Board, advising that it had been informed by Knowes' risk maps and current sector risks to ensure a focus on key audit risks. He highlighted the main areas considered when planning the internal audit, noting that these form the basis of the annual plan. In developing the plan, Mark explained that consultation had taken place with Knowes' Senior Officers and the Board to understand the organisation's operating environment and risk profile, alongside consideration of emerging and heightened sector risks, to ensure audit work is appropriately prioritised and focused. The Internal Audit Strategy covered a three-year period and incorporates the proposed annual plan for 2026/27 which is the third year. Mark advised that the plan will be kept under review and may be amended as organisational risks change. A formal review will take place mid-year with Senior Management, the Board, and the Audit, Finance and Risk Sub-Committee, or sooner should significant issues arise. Mark drew attention to page three of the report, the Rolling Strategic Plan, which outlines the areas proposed for review in 2026/27 alongside those previously audited. The following areas are proposed for review in 2026/27: - • ARC Validation • Procurement • Tenancy Sustainment & Debt Management • Customer Engagement • Asset Management He noted that additional audit areas were identified during the Audit Needs Assessment with Knowes' Senior Management Team and TIAA Auditor, Cameron Boyd, but are not included in the current three-year plan. These areas may be considered in future years and include Board Effectiveness (with North Star providing assurance this year), an AI Health Check (emerging risk), and Voids Management which has not previously been reviewed. A Board Member asked whether procurement would be partially covered by North Star if they are reviewing Board papers and if this could result in duplicated work. Erica advised that this would not be the case, though there may be some overlap with the Scotland Excel Procurement audit which took place in 2025. A Board Member noted that Corporate Governance was reviewed by TIAA in 2024 and asked whether it should be reviewed again, given the ongoing governance work, and to provide additional assurance alongside North Star's review. Mark advised that TIAA would review specific governance areas which lie within the audit topics proposed above but would not be looking to duplicate any of the areas covered by Northstar this year.	

	A Board Member asked if we would be testing the assumptions and verifying the figures in the 30 year Business Plan as part of the internal audit this year. Mark explained that TIAA would be looking at the long term assumptions surrounding Asset spend in the Asset Management Audit and also that some of this is also covered in the Budget Audit which was included in year 2 of the plan. Another question was raised on whether the Association's 30-year plan would be reviewed following project and grant approval by the Scottish Government (if this was attained). Erica confirmed that the Abbeylands Road spend is already included in the 30 year plan with assumptions regarding spend and possible grant funding and yes, we would be reviewing this again if the project gained Scottish Government approval as by that stage we would be able to present final confirmed figures on spend and grant to the Body. This would be necessary to allow the Governing Body to assess the financial risks of the project and to provide assurance that the project would not affect the overall financial viability of the Association. There were no other questions, and the board **approved** the Internal Audit Strategy and Annual Plan for 2026/27, noting that the plan may be amended if required in future. ***Proposed by: Billy Stevenson.*** ***Seconded by: Lynsey Chrystal.*** ***The Board thanked Mark Thomson for his time and he left the meeting at this stage.***	Internal Audit Plan approved by the Board.
2.	**Apologies** The following Board Members submitted their apologies: • Steve Rolfe. • Patricia Broadfoot. The following Board Member did not attend: • Chukwuebuka Timothy Ugwu.	
3.	**Declaration of Interests** Billy Stevenson declared an interest under Item 7.2 (Nine Year Rule) and refrained from discussions at this time. Cllr Lawrence O'Neill declared an interest under Item 11 (Entitlements, Payments and Benefits Policy) and refrained from discussions at this time.	
4.	**Correspondence**	

	No correspondence was received.	
5.	**<u>Minutes of Management Board Meeting on 31st March 2026</u>** The Board reviewed the minutes of the previous meeting, and one minor change was highlighted - '19:45pm' to '7:45pm'. There were no other amendments, and the Board **approved** the minutes of the Board meeting held on the 31st of March 2026. ***Proposed by: Peter Fennessey.*** ***Seconded by: Hilary Edgar.***	Amended minutes to be signed, redacted and added to the website.
6.	**<u>Minutes of Sub Committee Meeting</u>** The minutes from the sub-committee meeting were provided for information only. The Board **agreed** that sub-committee minutes should continue to be included in the Board papers for information, as they provide helpful updates. One Board Member requested that papers be printed on double-sided paper.	Papers to be printed on double sided paper.
7.	**<u>CEO Report</u>** The CEO presented her report for the Board. <u>CEO Meeting with the Regulator</u> The CEO confirmed that she met the Regulator on 1st April 2026 and issued a follow-up email addressing queries from the 31st of March meeting, the responses are included in the report. A further meeting with the Regulator is scheduled for 6th May with the CEO and the Chair. Agenda items include: • Engagement Plan and stakeholder communications • Governance Improvement Action Plan (scope, timescales, monitoring, and progress updates) • Date of next meeting The CEO advised that the Engagement Plan has been shared with auditors (internal and external), staff (via a staff meeting also attended by the Chairperson), and published on the Association's website and newsletter. She advised that the newsletter is sent to all of Knowes' tenants, and owners who we provide a factoring service to, along with elected members and Knowes' shareholders.	

	The Chairperson explained why there had been a delay in sharing the Engagement Letter with the rest of the Board Members as he had wished to meet with the Regulator first to see if the publishing of the plan could be delayed. However the Regulator had confirmed that any delay to publishing the plan would not be possible. The Chairperson assured the Board that any further correspondence from the Regulator would be shared more promptly. The Chairperson confirmed that he had reassured Knowes' staff at the staff meeting that the Regulator's engagement was not a reflection on them and that the Board appreciates all their hard work. He also told staff that they could contact him privately to discuss any questions or concerns that they may have regarding the regulatory engagement. <u>Pre-Board Meeting with Chairperson</u> The CEO and Chair meet monthly to review Board agendas and papers, improving quality. Feedback from these meetings will be provided to the Governing Body in the CEO Report. The last meeting with Chair was on 21st April and the Chair and the CEO will continue to meet each month, usually one week before the Board Meeting. <u>Staffing Updates</u> The new Head of Property Services starts on 4th June 2026. The CEO met them on 20th April to discuss the SHR Engagement Plan, assurance processes, priorities and to introduce them to the team. They will also be attending the Board Away Day on 27th June 2026. <u>Board Away Day</u> This will take place on 27th June from 9am – 4:30pm and will be facilitated by ARK Consultancy, who specialise in Strategy specifically for the Social Housing Sector. A Board Member emphasised the need to provide ARK Consultancy with clear objectives for the day which are strategically focussed. The CEO confirmed that she is meeting with ARK Consultancy next week to discuss what we require to achieve from the day. It was suggested this be reported at the next Board meeting and that a draft agenda be shared with the Board in advance of the Board Away Day. It was also noted that objectives should be SMART, with one member suggesting that key objectives be regularly discussed and recorded in the minutes, with risks aligned to relevant papers. <u>WDC Withdrawal of Emergency Repairs Out of Hours Services</u> We are working with Clydebank HA to procure an emergency out-of-hours service. Our quantity surveyor, Ewing Somerville, will issue a Prior Information Notice via Public Contracts Scotland to assess contractor	Notes from meeting with ARK Consultancy to be shared with the Board at next meeting.

	interest in the Clydebank area. A new contract is expected to be in place by September 2026. <u>Consultancy Services for ongoing Governance Support</u> A letter from Freya Lees (North Star Consulting) is attached at Agenda Item 8.1, proposing continued governance support following the recent SHR Engagement Plan and letter. The proposed cost of the additional work is £6'825 plus VAT and travel costs when required. <u>CEO's Appraisal</u> Freya Lees (North Star Consulting), the Chairperson and the CEO met on the 7th of April 2026 for the Chair to conduct the CEO's appraisal. A note of this meeting is available to view in the Board Library. It was agreed that the CEO's objectives would be set following the Strategy Day in June 2026 and for the meantime she would continue to work on her existing objectives. Two Board Members proposed that the reference to 'Strategy Day' should be changed to 'Board Away Day' as objectives should be set before agreeing the strategy to achieve them. The rest of the Board Members were happy with this change. <u>Internal Audit Plan 2026/27</u> The Senior Management Team met with Fiona Nichol (FMD) and Cameron Boyd (TIAA) on 9th April 2026 to discuss the 2026/27 internal audit requirements. Minutes are available in the Board Library. The draft Internal Audit Plan, considered under Agenda Item 1, has since been **approved** by the Board. <u>External Audit Plan 2026/27</u> The CEO and Fiona Nichol (FMD) met with Alexander Sloan to plan the 2025/26 year-end external audit, scheduled for the first week of June. The SHR's Regulatory Plan and outstanding points from the 2024/25 Audit Management Plan were also discussed. The 2025/26 Audit Plan will be presented for approval under Agenda Item 10. <u>Abbeylands Road Development Update</u> The CEO advised that since her report was issued, there has been a further setback to the new build project. Due to recent conflict in the Middle East, the developer has included a clause stating they cannot provide a fixed price for build costs. This may impact the tender submission to the Scottish Government, as unclear costs may not be	References to 'Strategy Day' to be changed to 'Board Away Day'. Plans to establish working group for new build project

	accepted. We have asked the developer to reconsider this clause and they are likely to return with a higher fixed price. A Board Member asked if the plan for the new build project is still on time. The CEO advised that we are already behind on the initial plan by around 2-3 weeks. Another question was raised on whether we have overspent on the project to date. The CEO advised that what we have spent to date is covered by grant and spend this year was in line with the revised budgeted amount for 2025-26. The CEO asked the Board if they would like to proceed with establishing a working group for the Abbeylands Road project, and the Board agreed to postpone this until the project has been given approval by the Scottish Government and the Board have agreed to commence the construction of the new build.	to be postponed until the project has started.
7.1	<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, including preparations for the Annual Assurance Statement (AAS). The CEO advised that a short-life working group of Board Members and staff will be established to review evidence. The CSCO and CSCA will contact the Board to ask who is available to take part, with monthly meetings proposed from July to September. <u>Board Appraisals Presentation</u> The CEO presented the Board Appraisal Report prepared by Freya Lees (NorthStar Consultancy) following completion of the Board Appraisals. She advised that Freya will be attending the Board meeting in June to commence presenting the follow up Governance Review arising from the SHR Engagement Letter received at the end of March. The Board Appraisal Report covered Board profile, attendance, effectiveness, competency, core skills and training needs. It also included the collective appraisal, Chair's appraisal, the nine-year rule, and recommendations. The Board Members discussed the attendance rates, and it was agreed that the CSCO should email any Board Member who fails to submit apologies to ask them why this was the case. A Board Member not in attendance at this Board meeting had provided feedback on the core skills and knowledge section in advance, which was shared with the Chairperson and CEO. The Chairperson advised that the member supported increased tenant recruitment and further training to address skills gaps, but suggested targeted recruitment would help ensure skills gaps on the Board are filled.	CSCO and CSCA to email Board Member to ask who is available to join Short Life Working Group for AAS.

	Another Board Member agreed it would be beneficial to have more local people on the Board and to attract younger members to improve age diversity. They also asked about advertising Board Member roles via Scottish Housing News, and the CEO confirmed this recruitment method has been used previously and will be used again. The CEO advised that each Board Member will have an individual training plan, which the CSCO is currently preparing. A Board Member noted that in the collective appraisal, members appeared more confident in awarding higher scores than in individual assessments. <u>Nine-Year Rule</u> Billy Stevenson declared an interest under this item and refrained from discussions. The CEO advised that, under the nine-year rule, the Board was required to decide whether Billy Stevenson continues to provide effective independent challenge and objectivity. A discussion took place, with Board Members noting that Billy as a long serving tenant Board Member, brings valuable knowledge and experience, and acts as a community ambassador. The Board **unanimously agreed** that Billy Stevenson meets the requirements and should remain on the Board and the Board Appraisal Report was **approved**. ***Proposed by: Lynsey Chrystal.*** ***Seconded by: Kevin McInally.***	Individual training plans to be prepared.
7.2	<u>Board Succession Plan</u> Following the Board Appraisals, a Board Succession Plan has been prepared by Freya Lees (North Star). A Board Member suggested mapping each role in section 1.3 to members' expected tenure for assurance. This would allow the Board to be confident that current Office Bearers are planning to remain on the Board longer than 1 year. Following the discussion, the Board Succession Plan was **approved**. ***Proposed by: Peter Fennessey.*** ***Seconded by: Kevin McInally.***	
8.	**<u>SHR Engagement Plan 2026</u>** The CEO presented a breakdown of the SHR's letter to the Chairperson in a document. This allowed the Board and staff to identify actions to be added to the Governance Improvement Action Plan and those that are already covered.	
8.1	<u>Proposal from North Star – Addressing SHR Engagement Plan</u>	

	The CEO advised that North Star have provided a proposal for providing ongoing governance support to the Association. This will include the following work: • Review of Board Meeting Minutes • Review of Board Reports • Review of Annual Assurance Statement Approach • Review of Business Plan Approach, Strategy Sessions and Content • Critical Friend to Governance Improvement Action Plan. Freya Lees will carry out the work from mid-May 2026, with findings reported to the June and August 2026 Board meetings. The Board were presented with the costs of each area of the review and an overall cost of £6,825 plus VAT which will be charged at the prevailing rate and reasonable travel expenses. The Board **approved** the proposal from North Star to provide ongoing governance support to the Association. ***Proposed by: Cllr Lawrence O'Neill.*** ***Seconded by: Billy Stevenson.***	
9. **9.1**	**<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. A Board Member highlighted that it would be beneficial to include the number of points that have been completed, those in progress and those still outstanding in the colour coding section. The CEO advised that, given the size of the GIAP, it would be beneficial to further review the progress as part of the Annual Assurance process. The Board/Staff short life annual assurance group would an ideal forum to further discuss the progress on the points in the GIAP. <u>Standard Report Template</u> A standard report template was provided for approval from the Board. The CEO highlighted that the sections included in the template link back to the Association's Business Plan and Objectives. The Board **approved** the report template. ***Proposed by: Kevin McInally.*** ***Seconded by: Lynsey Chrystal.***	CSCO to update GIAP.
10.	**<u>Governance KPIs</u>**	

	The CSCO advised that following feedback from the SHR on the letter to the Chairperson, we have created a list of draft Governance KPIs to be discussed and agreed. A discussion took place regarding the KPIs. The Board requested that 'Strategy Day' be changed to 'Away Day' and agreed that at least 60% of Board Members should attend both Board Away Days and the AGM. The Board **approved** the remaining Governance KPIs. ***Proposed by: Lynsey Chrystal.*** ***Seconded by: Sharon Cassidy.***	
11.	**<u>Entitlements, Payments and Benefits (EPB) Policy</u>** The Chairperson, Cllr Lawrence O'Neill, declared an interest under this item and refrained from discussions. The CEO confirmed the organisation is not currently compliant with the updated SFHA Model Policy on Entitlements, Payments and Benefits, which now states that an office bearer cannot also be an elected member of a local authority the RSL engages with. She noted that the Chair was already in post prior to the updates to the policy. She noted that guidance had been obtained from the SFHA and SHR, along with legal advice from TC Young, on introducing an exemption clause. The CEO presented the draft exemption clause to be reviewed by the Board. The CEO advised that the Board can either approve the opt-out clause, allowing Cllr Lawrence O'Neill to remain as Chair for a defined period, or require him to step down as Chair and appoint a replacement as soon as practically possible. The Board discussed the two options presented and **unanimously agreed** that the Chairperson will remain in their current role for a set length of time. The Board noted that conflicts of interest are managed effectively, with the Vice-Chair advising that they step in to provide support if a conflict of interest arose. The Board noted that the Association needs stability in its leadership and they are confident that Lawrence has the necessary skill set to lead the Board through to achieving full regulatory compliance as Lawrence has many years' experience of social housing, has excellent knowledge of Board rules and housing regulations, obtained through a long and varied experience of sitting on Boards and has an in-depth knowledge of the local and wider community in West Dunbartonshire The following wording was agreed to be added under Section 2.7 of the policy:	

	"someone who is a member of the Board or closely connected to a Board member cannot apply for or be appointed to a staff role or be engaged to provide goods or services to the RSL someone who is closely connected to an employee cannot become a member of the GB a senior member of staff cannot be an elected member of a local authority which the RSL engages with. However we recognise, at the time of adoption of this policy, our current Chair Councillor Lawrence O'Neill is an elected member of a local authority which the RSL engages with. The Board has considered this position and, in the interests of maintaining stability on the Board, have agreed that our current Chair shall remain in post until *the first AGM following the Association's attainment of full regulatory compliance or earlier if the Chair wishes to or is required to step down for any reason*. The Chair and the Board shall continue to comply with the requirements placed on them by this policy, the Code of Conduct for Governing Body Members and our Rules in relation to conflicts of interest during the Chair's remaining period of tenure and the Chair shall recuse himself from any meetings or discussions in respect of which he has a conflict of interest due to his position as elected council member or otherwise." ***Proposed by: Billy Stevenson*** ***Seconded by: Lynsey Chrystal*** **As per Rule 36, the meeting reached the two-hour limit (6:30pm-8:30pm), and all Board Members present agreed to extend it.**	
12.	**<u>External Audit Plan for External Audit Year Ending 31st March 2026</u>** The Board agreed that additional time was required to consider the report, therefore approval was obtained by email following the meeting. Update following Board meeting - The Board **approved** the plans and proposed fee for the year end audit for year ending 31 March 2026.	
13.	**<u>Policies for Approval</u>** <u>Board Recruitment, Induction, Succession, Training and Appraisal Policy</u> The Board were asked to review and approve the updated Board Recruitment, Induction, Succession, Training and Appraisal Policy. The CSCO advised that the policy had previously been approved in February 2026 as the 'Board Recruitment, Induction and Succession Plan', however the title has now been updated to reflect the inclusion of additional content such as Board Appraisals. Other changes included	

	updates to wording throughout the policy and additional sections and appendices added. The Board were happy with the proposed changes and **approved** the Board Recruitment, Induction, Succession, Training and Appraisal Policy. ***Proposed by: Peter Fennessey.*** ***Seconded by: Cllr Lawrence O'Neill.*** <u>Membership Policy</u> The Board were asked to review and approve the new Membership Policy. The CSCO advised that the recent governance review identified gaps in the previous policy which have now been addressed. Updates were also made to the Register of Members section, and the share application form has been revised and included as an appendix. A discussion took place regarding the share member registers kept by the Association and the possibility of a member or person with a financial interest in the Association inspecting these. The CSCO advised that Knowes' DPO has provided the wording for this section of the policy and has referenced the Association's Rules. This notes that they may inspect an abridged account of the Register of Members, omitting the statements of shares and property. It was advised that this has not been requested by an individual previously. There were no other questions, and the Membership Policy was **approved**. ***Proposed by: Cllr Lawrence O'Neill.*** ***Seconded by: Billy Stevenson.***	
14.	**<u>New Share Members</u>** The CSCO advised there were no new share member applications to report but that a written request had been received from a share member to cancel their membership (Share Member No. 638). The CSCO asked the Board to approve the cancellation of Share Member No 638. The Board **approved** the cancellation. ***Approved by: Billy Stevenson.*** ***Seconded by: Hilary Edgar.***	Share Member 638 to be removed from the share register.
15.	**<u>Notifiable Events</u>** There were no notifiable events to note.	

16.	**<u>Any Other Business and Apologies for Future Meetings</u>** <u>Proposed Dates for Future Meetings</u> The proposed dates for future meetings were reviewed by the Board, and no changes were suggested. <u>Apologies for Future Meetings</u> • Sharon Cassidy submitted her apologies for the May meeting.	CSCO to record apologies for next meeting.
17.	**<u>Date of Next Meeting</u>** The next Board meeting is due to take place on Tuesday the 19th of May 2026 from 6:30-8:30pm. **The Board meeting ended at 8:45pm.**	