

**Minute of meeting of River Clyde Homes' Board
held in hybrid format in River Clyde Homes' office and via Microsoft
Teams on Tuesday 23rd September 2025 upon conclusion of the AGM at
6.30pm**

	Name	Designation
Present	John Quinn (JQ) Gillian McLees (GMcL) Charles Thompson (CT) Elizabeth Taylor (ET) Graeme Brooks (GB) Vera Karaba (VK) Francesca Brennan (FB) Graham Wallace (GW) Ellis Barilli (EB) Tony Barrie (TB)	Board Member (Chair) Board Member Board Member Board Member Board Member Board Member Board Member Board Member Board Member Board Member
Apologies	Heike Noack (HN)	Board Member
Others in Attendance	Richard Turnock (RT) Aileen Metcalfe (AM) Stevie McLachlan (SMcL) Andrew Kubski (AK) Derek Ferguson (DF) Siobhan O'Kane (SO) (in attendance for all with the exception of item 7.2 at which point AM assumed the role of minute taker)	CEO Director of Group Services Director of Housing Services Director of Property Services Managing Director of HFS Minute Taker

1. Sederunt, welcome introduction and apologies

1.1 In advance of appointment of the Chair, RT assumed the role and welcomed all and sederunt as outlined above. The Board agreed that agenda item 8.1 should be considered prior to agenda item 7.3.

2. Declarations of Interest

2.1 The Board noted the declarations of interest made by ET and JQ regarding their positions on the subsidiary company Board. SO declared an interest in respect of agenda item 7.2.

3.1 Appointment of Chair of the Board

The Board:

- **Approved the appointment of John Quinn as the Chair of the Board.**

[JQ assumed the role of Chair for the remainder of the meeting].

3.2 Appointment of Vice Chair of the Board

The Board:

- **Approved the appointment of Gillian McLees as the Vice-Chair of the Board.**

3.3 Appointment to Committees

The Board:

- **Approved the following Committee appointments:**

Audit and Risk Committee

Graeme Brooks
John Quinn
Elizabeth Taylor
Vera Karaba
Graham Wallace
Tony Barrie

Social Landlord Operations Committee

Gillian McLees
Francesca Brennan
Charles Thompson
Heike Noack
Ellis Barilli

Remuneration and Nominations Committee

Gillian McLees
Graeme Brooks
John Quinn

3.4 Appointment of Chair of Committees

The Board:

- **Approved Graeme Brooks as Chair of the Group Audit and Risk Committee.**
- **Approved Gillian McLees as Chair of the Social Landlord Operations Committee.**
- **Approved Gillian McLees as the Chair of the Group Remuneration and Nominations Committee.**

3.5 Appointment of Company Secretary

The Board:

- **Appointed Siobhan O’Kane as the Company Secretary.**

3.6 Appointment of HFS Chair

The Board:

- **Appointed Elizabeth Taylor as the Chair of HFS.**

4.1 Draft Minute and Confidential Minutes of meeting held on 19th August 2025

The Board:

- **Approved the minutes as a true record.**

4.2 Action Tracker

Board:

The Board was advised that the action on the tracker has been completed, and it was agreed that this action can be removed.

A&R Committee:

The Board was advised that action 2,3, 4 and 7 have been completed. It was confirmed that action 5 will be considered at a future Board meeting. Actions 6 and 8 will be completed in line with the timescales identified.

SLOC:

The Board was advised that all actions on the tracker have been completed.

HFS:

The Board was advised that all actions on the tracker will be completed within the timescales identified.

5.1 Minutes from HFS Board meeting on 29th July 2025

The Board:

- **Noted the minutes.**

5.2 Minutes from R&N Committee meetings on 14th May, 20th June and 8th August 2025

The Board:

- **Noted the minutes.**

6.1 Health and Safety Update

6.1.1 The Board was directed to the performance information, and it was advised that additional insight regarding source of reporting has been provided.

6.1.2 The Board was also reminded of the journey to continue to develop and enhance reporting to Boards and Champions.

6.1.3 The Board discussed the statistics that were presented, and RCH staff were commended for reporting near misses following interactions with customers and it was noted that HFS staff could also perhaps consider whether there are opportunities for its staff to report near misses in these circumstances. The Board was advised that it is more appropriate for these to be recorded by RCH call handlers as opposed to HFS staff who are instructed to carry out the repair.

6.1.4 The H&S Board Champion (CT) notes that there has been significant progress with the Board Champions meetings, however, further work requires to be done to create a long term strategic plan with a focus on ongoing improvement.

The Board:

- **Noted the current H&S performance statistics.**
- **Noted the recent H&S activities.**

7.1 Pay Scale Refinement (Confidential Item)

7.1.1 The Board considered the introduction of revised RCH Group Salary Pay Scales.

7.2 Group Services Structure (Confidential Item)

7.2.1 The Board considered the revised Group Services Structure and was provided with an outline of the proposed structure including VFM efficiencies.

8.1 Compliance Matters Update (Confidential Item)

Contained in the Confidential Minute.

7.3 Annual Assurance

7.3.1 This report was presented and Board was advised that it relates closely to agenda item 8.1. The Board was reminded of the approach taken to gaining assurance throughout the course of the year and that we followed our assurance focus plan which included sharing extracts from the Compliance Checklist on a monthly basis and supplementing this with Compliance Focus Sessions throughout the course of the year.

7.3.2 With regards to the Annual Assurance Statement specifically, the Board was advised that it has been drafted to reflect the current EICR matter along with reference to RAAC. It was also advised that, in line with SHR requirements this year, the Statement specifically refers to the other compliance areas for the business. Broadly, the statement confirms compliance in all areas with the exception of EICR's and also provides information regarding what the organisation is doing to achieve full compliance.

7.3.3 The Board suggested that whilst there are no anticipated delays to the EICR programme delivery, given the potential for unplanned delays, the statement

should perhaps be amended to state that we are endeavouring to complete the actions by the end of January 2026.

7.3.4 The Board was advised that given the unusual circumstances regarding this particular Assurance Statement, we will liaise with the SHR to ensure that the statement reflects their expectations and requirements. Following this, the final Statement will be circulated to the Board for final approval prior to the submission date on 31st October 2025.

The Board:

- **Noted the Compliance Checklist and supporting detail within the paper and appendices.**
- **Approved the Annual Assurance Statement attached at Appendix 2 subject to both the inclusion of the amendment outlined and review by the SHR.**

8.2 SPSO Matter (Confidential Item)

8.2.1 The Board was provided with an update regarding an upheld SPSO decision.

8.3 Governance Matters (Confidential Item)

8.3.1 This report was presented and recommendations outlined. The Board was directed to the open Notifiable Events and cases that are currently live at the Property Factor Housing and Property Chamber – First Tier Tribunal.

8.3.3 The Board approved the appointments to the HFS Board and was advised that all RCH Board appraisals have been completed and that the summary report will be issued separately. It was also noted that the Chair and Vice Chair have undertaken the CEO appraisal which all Board members had the opportunity to feed into prior to the appraisal taking place.

8.4 CEO Update (Confidential Item)

8.4.1 This report which includes updates on staff matters, regulation and governance, and key stakeholder and business development activity was presented. The Board was directed specifically to the update provided regarding the Workplace Culture review and the involvement of RCH key Scottish Government RAAC forums.

9. AOB (Confidential Item)

Contained in the Confidential Minute.