

Minute of meeting of River Clyde Homes Group Board
Held in hybrid format via Microsoft Teams
On Tuesday 19th August 2025 at 5.30pm

	Name	Designation
Present	John Quinn (JQ) Gillian McLees (GMcL) Elizabeth Taylor (ET) Graham Wallace (GW) Charles Thompson (CT)* Heike Noack (HN)*	Board Member (Chair) Board Member Board Member Board Member Board Member Board Member
Apologies	Tony Barrie (TB) Vera Karaba (VK) Stephen Black (SB) Francesca Brennan (FB) Graeme Brooks (GB) Ellis Barilli (EB)	Board Member Board Member Board Member Board Member Board Member Board Member
Others in Attendance	Richard Turnock (RT) Aileen Metcalfe (AM) Stevie McLachlan (StMcL) Andrew Kubski (AK) Derek Ferguson (DF)* Steven Duffy (SD) (up to conclusion of item 5.1) Derek Hogg (DH)* (item 5.1 only) Peter Freer (PF)* (item 5.1 only) Siobhan O'Kane (SO) (* represents online attendance)	CEO Group Services Director Customer Services Director Property Services Director HFS Managing Director Head of Finance and ICT External Legal Advisor – Harper Macleod Solicitors External Treasury Advisors – Allia C&C Minute taker

1. Sederunt, welcome, introductions and apologies

The Sederunt was as outlined above.

2. Declarations of Interest

2.1 Declarations of interest were made by JQ and LT in relation to their positions on the HFS Board.

3.1 Draft Minute and Confidential Minute of meeting held on 20th May 2025

The Board:

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

3.2 Action Tracker

Board Action Tracker:

Action 1 – the Board confirmed that action 1 had been completed and can be removed from the tracker.

Action 2 – the Board confirmed that action 2 had been completed and can be removed from the tracker.

Audit & Risk Committee:

The Board was advised that actions 2, 3, 4 and 7 have been completed and other remaining actions will be completed within identified timescales.

Social Landlord Operations Committee:

The Board was advised that action 1 has been completed and that approval to remove this action from the tracker will be sought at the next meeting of the Committee. It was advised that other actions are in progress.

HFS:

The Board was advised that both actions are in progress.

4.1 Minutes of A&R Committee Meeting on 22nd April 2025

The Board:

- **Noted the minutes.**

4.2 Minutes of SLOC Meeting on 29th April 2025

The Board:

- **Noted the minutes.**

4.3 Minutes of R&N Committee on 7th April 2025

The Board:

- **Noted the minutes.**

4.4 Minutes of HFS Board meetings on 11th March 2025 and 13th May 2025

The Board:

- **Noted the minutes.**

5.1 Treasury Management (Confidential Item)

5.1.1 The Board was provided with an update on our Treasury Management activities and changes to the Articles of Association.

5.2 H&S Report (Confidential Item)

5.2.1 This report was presented and Board was directed to the updated RCH H&S Policy which requires to be reviewed and signed by the Chair annually. It was also noted that the HFS H&S Policy had been approved by the HFS Board.

5.2.2 The Board was then directed to the performance information which shows an increase in reporting and examples of near misses are also included in the report. The Board was also reminded of the approach taken to Board champions meetings and was asked to note the recent meeting minutes and terms of reference.

5.3 Approval of Financial Statements 2024/25 (Confidential item)

5.3.1 A presentation was given which directed the Board to key highlights within the financial statements, specifically, financial and operational performance; summary of the financial balances; and the liquidity of the organisation. A 2024/25 financial summary was then provided giving information in relation to turnover, operating surplus, loss after tax, EBITDA, confirmation of compliance with covenants and golden rules, efficiencies, and confirmation of a successful audit.

5.3.2 The Board was also reminded that the accounts had already been scrutinised fully by the Audit & Risk Committee in the presence of the External Auditor and that the Committee met with the External Auditor out with the presence of officers.

5.3.3 Members of the Committee confirmed that Committee was comfortable to recommend approval of the accounts to the Board.

5.4 Governance Matters (Confidential Item)

5.4.1 This report was presented and recommendations outlined. The Board was advised due to this being the last meeting prior to the AGM, it was presented with the Notifiable Events Register for September 2024 – August 2025.

5.4.3 With regards to the information presented in relation to allocations made to connected people within the last 12 months, the Board was reminded that it had recently delegated authority for approval of these allocations to the SLOC. However, the annual position would continue to be reported to the Board.

5.4.4 The Board was also advised that the SHR Engagement Plan actions are up to date.

5.4.5 The Board was then directed to the feedback received from the SHR following their Board observation in May 2025 and was then directed to the information contained within the report regarding the ongoing Board recruitment exercise.

6.1 Compliance Update (Confidential Item)

Contained within the Confidential Minute.

6.2 CEO Update (Confidential Item)

6.2.1 The Board was directed to the Annual Staff Engagement Survey results which are included within the report and was advised that RCH's Regulation Team is scheduled to meet with ELT for its annual review. An update on RAAC was also provided.

7. AOB – Confidential Item
Contained within the Confidential Minute.