

Minutes of a Meeting of the Management Committee of Orkney Housing Association, held in the office and via Zoom on Wednesday, 30 July 2025 at 10.30am

Present: In person: Brian Kynoch (Chair), Fiona Lettice, Bruce Pilkington, MaryAnn Lewis and Roella Wilson
Remotely: John Rodwell and Mervyn Sandison

In attendance: Craig Spence (Chief Executive – CE)
Mhairi Hughes (Head of Corporate Governance – HCG)
Tracey Longworth (Director of Housing & Operations – DHO)
Kirstin Mackay (Director of Finance – DF)
Luke Fraser (Development Manager (Relief) – DM): item P1 onwards
Fraser Devine (Orkney Care & Repair Manager – CRM)
Connie Shearer (Minute Taker)

Observing: John Foster

PART 1 – STANDING ITEMS

1.1 Apologies for Absence

Apologies were received from Suzanne Lawrence and John White.

1.2 Declarations of (a) interest and (b) hospitality given/received in last 12 months for any items on the agenda

There were none.

1.3 Minutes of Management Committee, 28 May 2025

The Minutes were agreed to be an accurate record of the meeting and were proposed by Roella Wilson and seconded by Bruce Pilkington. The Minutes were later signed by the Chair.

1.4 Matters Arising & Deferred Items (Verbal)

1.4.1 There were no matters arising that were not being dealt with in other papers.

1.5 Future Meeting Dates:

Wednesday 06 August, 10.30am – Performance & Resources Sub Committee
Wednesday 13 August, 10.30am – Audit & Risk Management Sub Committee
Wednesday 27 August, 10.30am – Management Committee (Fiona Lettice tendered her apologise in advance)

PART 2 – STRATEGY

S1 C&R Annual Report (Paper No MC/25/19)

S1.1 The CRM presented the report which highlighted a busy year for Orkney Care &

Repair (OC&R) with high levels of enquiries, major works (repairs and adaptations), minor adaptations and small repairs. He noted that the demand for the service clearly demonstrated the need for it and how much it is used by elderly and disabled people in need of assistance, enabling them to remain living in their homes for longer, in comfort and safety.

- S1.2 The Chair thanked the CRM and his team for the Annual Report which was approved by Members.

The CRM left the meeting.

PART 3 – GOVERNANCE & ASSURANCE

G1 SHR Self-Assessment Update (Paper No MC/25/20)

- G1.1 The HCG presented the paper and suggested that for future meetings, the detailed attachments are not presented to Members as they can be found in Teams and are also scrutinised by the Audit & Risk Management Sub-Committee. The summary paper would still be presented at each meeting. This was agreed.
- G1.2 Members noted the contents of the report and:
- a) Agreed that no material changes are required to the AAS since its submission;
 - b) Noted no notifiable events have been made since the last meeting;
 - c) Noted there are no updates to the list of Governance Related Policies;
 - d) Noted the additions to the Evidence Bank in relation to the Regulatory Requirements and Regulatory Standards per Sections 5 and 6 of the paper; and
 - e) Agreed that only a summary paper, without attachments, was required for future meetings.

G2 AGM Arrangements and Pre-AGM Certification (Paper No MC/25/21)

- G2.1 The HCG presented the paper which outlined the Members Elections and AGM arrangements.
- G2.2 As per the Rules, John Rodwell, Brian Kynoch and Bruce Pilkington were required to retire and stand for re-election. All indicated they wished to stand for re-election.
- G2.3 Members noted the confirmed date for the AGM which will now take place on Tuesday 16 September in the King Street Halls.
- G2.5 Following discussion, Management Committee:
- a) Noted the AGM arrangements as set out in the paper;
 - b) will agree at a future date if they wish the auditors to present the highlights from the accounts at the AGM, remotely or in-person;

- c) All present indicated they expected to be able to attend the AGM;
- d) Agreed the formal AGM notice;
- e) Instructed staff to ensure that appointment of Auditors is carried out in accordance with sections 72-74 of our Rules;
- f) Noted the information provided at Section 4 of the paper in respect of Secretarial matters; and
- g) Noted the section on the registers as detailed in 5.1 of the paper and that they will be signed by the Chair after the meeting.

G3 Policy & Reviews (Paper No MC/25/22)

- G3.1 Members noted there are a few overdue policy reviews and were advised that these will be presented for approval when workloads permit.
- G3.2 Asset Management: A comprehensive review had been completed to align with the Business Plan, Performance Framework and Risk Management Policy. A member suggested it would be helpful to have a definition of 'Asset' and this will be included.
- G3.3 Landbanking and Asbestos Management both had a thorough review and have been updated to ensure they reflect current Regulatory Standards and best practice.
- G3.4 Risk Management: reference to considering Risk appetite had been included in the policy together with updates on strategic risk responsibilities. Members had a short discussion around the Association's 'prudent attitude to risk'.
- G3.5 Prevention of Rent Arrears and Debt Collection: Minor amendments had been made to this policy, and a further review will be undertaken once proposed legislation by the Housing (Scotland) Bill is complete.
- G3.6 Members approved, with any typos to be amended where necessary, the following:
 - a) the revised Asset Management Strategy subject to inclusion of a definition of assets covered by the policy;
 - b) the revised Landbanking Policy;
 - c) the revised Asbestos Management Plan;
 - d) the updated Risk Management Policy; and
 - e) the updated Prevention of Rent Arrears and Debt Collection Policy.

G4 Staff Update (Paper No MC/25/23)

- G4.1 The CE gave members an overview of what has been happening with recent staffing changes, and outlined recommendations for recruitment and organisation re-structure.

G4.2 Members had a constructive discussion on recruitment options, staff development / succession, and training with regards to Letting & Residential Properties.

G4.3 Following discussion, members:

- a) approved recruitment Option 2 as detailed in Section 3 of the paper;
- b) approved amendments to the organisation structure and the staffing establishment as detailed; and
- c) noted the update on impending staff changes, recent successful recruitment and progress with staff training & development.

G5 Annual Internal Audit Report (Paper No MC/25/24)

G5.1 The HCG presented the paper which detailed the Internal Auditor's Annual Report for 2024/25. The Report detailed that reviews of Cyber Security, Complaints Management and Responsive Repairs were all awarded reasonable assurance. Most of the recommendations in the report had been completed with the final 3 in progress.

G5.2 Members noted:

- a) the assurances provided by the Internal Audit reviews;
- b) progress made in respect of recommendations received; and
- c) the content of the Annual Report.

G6 Resolutions & Applications for Membership (Paper No MC/25/25)

G6. Members noted one cancelled general membership.

G7 Authority to Evict (Paper No MC/25/26)

G7.1 The DHO detailed the significant support given by Orkney CAB and the huge amount of work and time spent by them and the Association's Housing Officers over the past 7 years attempting to engage with the tenant to avoid eviction. She also highlighted the costs involved, as per the Association's solicitors, who advised pursuit of an attachment order to recover costs.

G7.2 Following detailed discussion, Members noted the contents of the report and gave authority to enforce the Decree of Eviction and pursue an attachment order to recover costs, as advised by our solicitors.

G8 Amendment to Bank Mandate (Paper No MC/25/27)

G8.1 Members noted the contents of the report and approved that Dean Campbell be removed as an authorised signatory from the Royal Bank of Scotland mandate.

PART 4 – PERFORMANCE

Luke Fraser (DM) joined the meeting whilst the HCG and John Foster left for this item.

P1 Development Report (Paper No MC/25/28)

- P1.1 The CE introduced the paper and gave a run through of the development programme. Walliwall 8 (8x NSSE) has been finalised and all sales completed. Walliwall 9 (9 x rented) has also finalised, and all rented properties are occupied. Walliwall 9A (8 x NSSE properties) is under construction with a completion date of early 2026.
- P1.2 The DM brought members up to date with further developments.
- P1.3 The next phase of development at Walliwall (Walliwall 10) has plans for 41 new homes. Discussions are taking place with OIC and SG to finalise tenure mix – Social Rent, NSSE and potentially Mid-Market Rent (MMR). A financial appraisal and formal scheme proposal are hoped to be presented at the next committee meeting.
- P1.4 He informed members that discussions with OIC are progressing in relation to a land exchange with OIC. Members are aware that OIC wish to acquire the Association's land in exchange for other land and this is under discussion and due diligence.
- P1.5 An opportunity for land purchase at another site in Kirkwall is also being considered. It's acquisition, along with the OIC land exchange, would ensure the Association's development programme can continue at the aspired level, subject to funding.

Members discussed the complexities involved, including:

- SHR notification of any disposal of land over a set value;
- financial implications;
- legislation around mid-market rent properties;

A proposal for approval by members will be brought to a future meeting.

- P1.6 Members noted the updates and current position with the development programme.

The HCG and John Foster rejoined the meeting.

P2 Contractors & Consultants Review (Paper No MC/25/29)

- P2.1 The DHO'S report reviewed the work performed by both our in-house Trades Team and external contractors, and provided details of annual performance figures of the maintenance contractors.

- P2.2 A typo was noted in the table at 2.3: Work Orders '13486' should read '1203'. A member suggested the Contractors Performance attachment should be listed by *Percentage Completed on Time* (lowest to highest) in future reports, rather than alphabetically; this was agreed.
- P2.3 With these amendments, Members:
- a) noted the annual performance figures for our Maintenance Contractors in Attachment 1 and the commentary provided in section 2 of the paper.
 - b) noted that any member with an interest in any of the companies on any of lists given in Attachments 2, 3 and 4 of the paper must declare so in the Register of Interests in accordance with the Entitlements, Payments and Benefits Policy.
 - c) approved the List of Maintenance Contractors given in Attachment 2 of the paper.
 - d) approved the List of Development Contractors given in Attachment 3 of the paper.
 - e) approved the List of Development Consultants given in Attachment 4 of the paper.

PART 5 – ITEMS FOR DISCUSSION

D1 Community Bonds (Verbal update)

- D1.1 The CE updated members on the progress being made with our subsidiary, Orkney Housing Enterprises (OHE) and Community Bonds. The initial plan had been to raised funds via OHA to pass on to OHE for development. However, following discussion with advisors, a more straightforward concept has evolved.
- D1.2 A revised approach is for the community to invest in OHA who would build the properties which would then be leased to OHE to let out as mid-market rent. The CE has discussed this with the Scottish Housing Regulator and will speak to our solicitors tomorrow with a view to finalising the Prospectus.
- D1.3 Members noted that, following the CE's interview with Radio Orkney, over 50 interested individuals had been in touch about the Bonds as well as interest from other organisations who are keen to explore investment.
- D1.4 It is hoped to have the Prospectus ready for launch on 18 August. To do so, he asked members' agreement to present the final Prospectus for approval at the Audit & Risk Management Sub-Committee (ARM) on 13 August.
- D1.5 Members noted the update and agreed to defer approval of the Prospectus to ARM on 13 August.

PART 6 – ITEMS FOR INFORMATION

I1 Tenant Participation Strategy – Action Plan (Paper No MC/25/30)

- I1.1 The DHO presented the paper which provided an update on the current action plan for 2025/26. She went over the various sections in the plan, highlighting progress from last year, and detailing upcoming engagement plans.
- I1.2 Due to the 40th celebrations planned, it was agreed not to hold a Summer Engagement Event this year.
- I1.3 Members noted the content of the report and the updates it provides on current and previous annual action plans.

I2 SFHA Annual Conference Feedback (Paper No MC/25/31 enclosed)

- I2.1 Members noted the feedback report from the SFHA Annual Conference.

Any Other Competent Business

The Chair expressed thanks to all staff for the celebrations of the 40th anniversary, recognising that it took a lot to pull together and was hugely successful.

There being no further business, the meeting closed at 1305 hrs.

Signed:

Date:

Chair