

Minutes of a Meeting of the Management Committee of Orkney Housing Association Limited, held in the office and via Teams on Wednesday, 01 October 2025 at 10.30am

Present: In person: Brian Kynoch (Chair), John Foster, Suzanne Lawrence, Fiona Lettice, Mary Ann Lewis, Bruce Pilkington, John White and Roella Wilson.
Remotely: John Rodwell

In attendance: Craig Spence (Chief Executive – CE)
Mhairi Hughes (Head of Corporate Governance – HCG)
Tracey Longworth (Director of Housing & Operations – DHO)
Luke Fraser (Development Manager – DM)
Emma McConnachie (Housing Services Manager – HSM)
Alan Sim (Customer Service & Performance Improvement Manager – CSPM)
Connie Shearer (Minute Taker)

Remotely: Allia C&C consultant

The Secretary welcomed all to the meeting, particularly new Committee Member, John Foster. With this being the first meeting since the AGM, she went through the process of electing the Chair and Vice-Chair.

PART 1 – STANDING ITEMS

1.1 Apologies for Absence

Apologies were noted from Mervyn Sandison and Kirstin Mackay. Luke Fraser and Alan Sim will join during the meeting.

1.2 Election of Chair and Vice Chair

1.2.1 The Secretary asked for nominations for Chair. Fiona Lettice nominated Brian Kynoch who confirmed he was willing to accept the nomination; this was seconded by Suzanne Lawrence. There being no other nominations, Brian Kynoch was duly elected as Chair.

The Secretary asked for nominations for Vice-Chair. Roella Wilson nominated Fiona Lettice who confirmed she was willing to accept the nomination; this was seconded by Brian Kynoch. There being no other nominations, Fiona Lettice was duly elected as Vice- Chair.

The Secretary then handed over to the elected Chair

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

There were none.

1.4 Minutes of the Management Committee meeting held 27 August 2025

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

1.5 Matters Arising & Deferred Items (Paper No MC/25/37)

- 1.5.1 At the MC meeting on 30.07.25, a member had requested a definition of 'Asset' be included in the Asset Management Strategy. The DHO presented wording for members to consider. Members had a detailed discussion on what constitutes an 'asset', ie, recognising that the Association has assets other than properties, though not all would appear on the Balance Sheet, perhaps mentioning that this Strategy deals only with property assets. Members requested this be brought back to a future meeting with 2 or 3 options to consider.
- 1.5.2 The DHO updated members on a meeting with the Scottish Government, SFHA & Homeless Network Scotland regarding the Upstream Tenancy Sustainment Funding. An Orkney version of *The Pathways Paradox* with Socialudo (an interactive games-focussed workshop) will be co-developed with participants from across the Islands and national organisations invited to take part, with a view to working towards prevention of homelessness in Orkney.
- 1.5.3 Community Housing Bonds: The CE said the draft prospectus is being finalised by a designer and should, hopefully, be ready by the end of the week together with a Frequently Asked Questions section. He will circulate the revised Prospectus to members when it is finalised. Members noted the CE had spoken to some potential investors and presentations have been arranged.
- 1.5.4 Members:
- 1) discussed the proposed Asset definition presented in the paper and voted 4-3 in favour of this coming back to members with 2 or 3 re-worded options to consider;
 - 2) noted the update on Upstream Tenancy Sustainment Funding; and
 - 3) noted the update on the Community Housing Bonds.

Item G5, Treasury Review, was taken at this point.

1.6 Future Meeting Dates:

Date TBC – Health & Safety Working Party
Wednesday 05 November, 10.30am – Management Committee Meeting
Wednesday 05 November, 11.30am – Performance & Resources Sub Committee
Wednesday 19 November, 09.45am – Audit & Risk Management Sub Committee
Training Session
Wednesday 26 November, 10.30am – Management Committee
Wednesday 03 December, TBC – Strategy/Planning Workshop

PART 2 – STRATEGY

S1 Annual Business Plan Programme (Paper No MC/25/38)

- S1.1 The CE summarised the paper which sought members' consideration and approval of the proposed process for business planning in respect of the production of updated appendices for 2026/27 as part of the 2025-28 Business Plan. He explained this was informed by the SHR Business Planning Advisory Guidance. He detailed the key stages for Committee involvement between October 2025 and final approval in March 2026, explaining the expertise of the sub-committees would be used to review Budget and Risk in detail.
- S1.2 Members agreed that the work to support development of updated detailed appendices for 2026/27 as part of the Association's Business Plan is progressed, and approved the process as set out in the paper.

PART 3 – GOVERNANCE & ASSURANCE

G1 Sub Committee Membership and Election of Chairs (Paper No MC/25/39)

- G1.1 Following discussion, sub-committee membership was confirmed as:

<u>ARM</u>	<u>P&R</u>	<u>H&SWP</u>
John White*	Roella Wilson*	MaryAnn Lewis
John Foster	Brian Kynoch	Bruce Pilkington
Bruce Pilkington	Suzanne Lawrence	Roella Wilson
John Rodwell	Fiona Lettice	
Roella Wilson	Mervyn Sandison	
*Chair		

Both the Staffing Sub-Committee and the Joint Union/Management Sub-Committee require 2 members, to be decided as and when, if required.

John White has completed one, 3-year term as Chair but can be re-appointed for a further 3-year period. The HCG asked for nominations, John Rodwell nominated John White which was seconded by Roella Wilson. John White confirmed he was willing to continue as Chair and, there being no other nominations, was re-elected as ARM Chair.

Roella Wilson confirmed she was willing to continue into the third year of her 3 - year term, as P&R Chair. No election was therefore necessary.

- G1.2 Company Secretary: It was unanimously agreed that the HCG should continue as Secretary.
- G1.3 EVH Representative: Roella Wilson and Bruce Pilkington agreed to remain as EVH representatives; with the point of contact being the Company Secretary who can relay matters of importance to them.

G1.4 Members:

- a) Discussed and agreed membership of the ARM, P&R, SSC, H&SWP and Joint Union/Management Sub-Committee;
- b) elected Chairs of the ARM and P&R Sub-Committees, as required;
- c) agreed that the HCG should remain Company Secretary; and
- d) agreed who should hold the position of EVH Representative and Substitute.

G2 SHR Annual Assurance Statement (Paper No MC/25/40)

- G2.1** The HCG gave an overview of the contents of the paper which detailed all the assurances provided to members to enable them to be as informed as they can be, to make a reasoned decision on approving the Annual Assurance Statement. The full digital evidence bank in the dedicated, secure, channel in Microsoft Teams is kept updated and can be accessed by members whenever they wish.
- G2.2** The HCG highlighted the recent Thematic Review by the SHR on Preparing Annual Assurance Statements which focused on how landlords assured themselves with particular focus on: a) resident safety duties; and b) compliance with financial covenants.
- G2.3** The HCG assured members that the Association could demonstrate compliance in these two areas. She went into detail on resident safety duties and how evidence is collected and stored, specifically relating to Electrical, Water, Fire, Asbestos and Damp & Mould. She said very positive work is taking place internally to ensure compliance is being met and can be evidenced. An Internal Audit of tenant and residents safety is scheduled for November, and Committee/staff training later that month will also cover tenant safety.
- G2.4** Regarding Covenant results, members were informed that the Association is compliant, and these results are presented to Performance & Resources Sub-Committee quarterly, and covenant compliance certificates are sent to lenders annually. The presentation given by treasury advisor, Allia C&C, today on refinancing for future developments which will include a review of existing covenants, also provided reassurance of being compliant.
- G2.5** Following brief discussion, members:
- a) agreed that the information contained in the paper, attachments and evidence bank provided sufficient information and evidence to enable them to make an informed decision regarding the format and content of the Annual Assurance Statement; and
 - b) authorised the Chair to sign the Annual Assurance Statement and the HCG to submit it to the Scottish Housing Regulator on their behalf.

G3 Policy & Reviews (Paper No MC/25/41)

- G3.1 Members noted the outstanding policies and were advised that these will be presented for approval when workloads permit.
- G3.2 Members agreed the revised Scheme of Delegations as presented.

Alan Sim joined the meeting.

G4 Rented Allocations Policy Consultation (Paper No MC/25/42)

- G4.1 The HSM and CSPM presented the paper which set out recommendations for updates and revisions to the consultative draft of the Association's Rented Allocation Policy. This draft policy is designed to offer more transparency, making it clearer for staff performing allocations and for tenants to know what they are entitled to. The focus is on targeting applicants with urgent housing needs as fairly and consistently as possible.
- G4.2 The HSM went over the current waiting list data, OHA's policy review considerations and detailed the suggested policy changes.
- G4.3 Members went on to discuss:
- homeless allocation process and Section 5 referrals;
 - changes to allocation points;
 - definition of 'key workers';
 - joint working with the Local Authority;
 - medical assessments.
- G4.4 Following detailed discussion, Management Committee approved the proposed consultation; noted it is intended to be concluded by the end of December, with findings to be reported back to Committee with an accompanying revised Draft Rented Allocations Policy on 28 January 2026.

G5 Treasury Review (Finances for Development) (Paper No MC/25/43)

Allia C&C consultant joined the meeting.

- G5.1 The CE introduced the paper, produced by the DoF, which updated members on a review of Treasury arrangements and sought approval for the next steps to meet the Association's short and long-term funding requirements. Allia C&C were engaged as an independent treasury advisor, and their consultant delivered a detailed treasury review and presentation on the Association's refinancing strategy.
- G5.2 The consultant confirmed the Association was comfortably performing ahead of financial covenants and the Business Plan demonstrated ongoing compliance.

Following the presentation, members had a few queries, including:

- capacity to take on more debt, if needed;
- revolving credit facility with OIC;
- any issues regarding major repairs;
- likelihood of a number of responses to the tender;
- Allia's role as independent advisor.

G5.3 The Chair thanked the consultant for his in-depth review of the Association's finances.

G5.4 Following discussion, Committee:

- Noted that the Director of Finance engaged Allia C&C to undertake a treasury review and an independent funding tender exercise on behalf of the Association;
- Noted the outcome of the treasury review conducted by Allia C&C, as appended to the paper and presented by Allia C&C to the Management Committee;
- Approved pursuing a facility structured for both refinancing and future development;
- Decided to convene an additional meeting of the Management Committee, on the same day as the Performance & Resources Sub-Committee on 05 November, to review lending options as presented by the DF and Allia C&C, and select the preferred facility; and
- Noted that final loan terms and documentation will be presented to a future meeting of the Committee for approval.

Allia C&C consultant left the meeting.

G6 Application for Addition to the Approved List of Maintenance Contractors
(Paper No MC/25/44)

G6.1 The paper sought approval for the addition of two contractors to the Approved List of Maintenance Contractors.

G6.2 Members approved the addition of 'KJL Joinery' and 'D McLean Building' to the Approved List of Maintenance Contractors, subject to two satisfactory references being received for both.

Luke Fraser joined the meeting.

G7 Staffing Update (Paper No MC/25/45)

G7.1 The HCG presented the paper which detailed recent successful recruitment and noted one live recruitment. The Chair said it was interesting to see the Equal Opportunities Monitoring form in respect of recruitment applicants.

G7.2 Members noted the progress with staff recruitment and professional training and development qualifications.

G8 Resolutions & Applications for Membership (Paper No MC/25/46)

- G8.1 Members approved the resolution in respect of one shared ownership disposal and noted the cancelled memberships.

PART 4 – PERFORMANCE

P1 Development Report (Paper No MC/25/47)

- P1.1 The DM presented the paper and gave a run through of the development programme. Walliwall 8 (8x NSSE) – all sales have been finalised and funding re-paid to OIC in full. The purchase of two properties in Finstown have completed with a 'key worker' referred by OIC in one, and the other let via our waiting list.

Positive discussions have taken place with OIC in relation to a land exchange and due diligence is being carried out. Any final recommendation will be presented to members with full analysis.

Development of the contractor-led "design & build" project at Walliwall 10 is continuing, with revised plans developed and submitted for planning approval. Discussions are ongoing with OIC and SG to finalise the tenure mix which is designed to ease pressure on the core programme of grant funding and provide a broader housing offer to the community.

- P1.2 The DM brought members up to date with future possible developments to include in the SHIP. Initial design work, supported by SG and OIC, will move forward for sites at Toab, Burray and St Mary's.
- P1.3 He said an opportunity had arisen to purchase 2 properties where the Association already has stock. The CE had discussed these with OIC and SG officials who were supportive of the purchase.
- P1.4 Following discussion, members noted the current position with the development programme and agreed to:
- Approve the purchase of 2 properties, subject to a confirmed grant offer from the Scottish Government; and
 - Delegate authority to the Development Manager (or Chief Executive in his absence) to conclude the purchase of each 2-bedroom property at £175,000 plus fees, subject to and accepting the relevant grant offer for purchase and upgrading the properties.

Luke Fraser left the meeting.

PART 5 – ITEMS FOR DISCUSSION

None

PART 6 – ITEMS FOR INFORMATION

I1 **Cost of Living Report** (Paper No MC/25/48)

I1.1 The DHO's report highlighted the continued direct impact the cost-of-living crisis is having on tenants. Association staff continue to engage, locally and nationally, with support organisations which augments the support offered by Association staff and allows access into funding streams.

I1.2 Members noted the contents of the report.

I2 **Highland & Islands Chair & Governance Officer's Meeting and SFHA Governance Conference Feedback** (Paper No MC/25/49)

I2.1 Members noted the feedback from both the Highland & Islands Chair & Governance Officer's Meeting and the SFHA Governance Conference. The Chair complimented the HCG on the arrangements for the Chair & Governance Officer's meeting which went really well; and John Foster said he had found it very interesting. The HCG will forward copies of the notes and presentations to members.

Any Other Competent Business

There being no further business, the meeting closed at 1.30pm.

Signed:

Date:

Chair