

Readers may note that some information within these documents have been omitted / redacted.

Some information has been omitted / redacted as disclosure may prejudice the commercial interests of Irvine Housing Association trading as Riverside Scotland.

We recognise that the commercial sensitivity of information may decline over time and the harm arising from disclosure may be outweighed by the public interest in openness and transparency. We commit to review the redaction of any such information from time to time.

Some information has been redacted as it contains personal data which identifies an individual. Disclosure of this information would place Irvine Housing Association t/a Riverside Scotland in breach of the Data Protection Act 2018.

THE RIVERSIDE GROUP LIMITED

RIVERSIDE SCOTLAND

Two-hundred and Sixty-Eighth Meeting of the Board held at 5.30 p.m. on Thursday 21 August 2025 at 44-46 Bank Street, Irvine, KA12 0LP and via MS Teams.

Minutes

Present:

Mr J. Strang (In the Chair), Mrs M. Burgess, Mr G. Darroch, Mrs J. Galbraith, Mrs S. Petrie, Mr P. Mason, Mr J. Miller, Mrs J. Deans-Regan, Mr B. Sadler (T), Miss. S. Greene, and Ms C. McGuinness (T).

In attendance were: Mrs D. MacLean, Ms H. Duff, Mrs P. Forrest, Ms E. Turner (T)(Items 1-7), Ms P. McEvoy, Mr D. Reid (T)(Items 1-7), Mr R. Wilson, and Mr. G. Cooper (T).

T – attended the meeting vis MS Teams

Apologies for Absence

No apologies for absence were received.

Declarations of Interests

No declarations

1. **Welcome**

The Chair welcomed those present to the meeting and stated that this was the final Board meeting for the outgoing Managing Director. On behalf of the Board, he expressed thanks for everything she had achieved in the role, assembling a talented team and creating one of the best Housing Associations in Scotland.

2. **Apologies for Absence**

No apologies were received.

3. **Declarations of Interest**

Mrs M. Burgess and Mr G. Darroch declared an interest in Item 15, and it was noted that Mrs Burgess and Mr Darroch would vacate the room for this discussion.

4. **Minutes of Previous Meetings – 267th Board Meeting held on 1 July 2025**

The minutes of the 267th Board Meeting held on 1 July 2025 were APPROVED as an accurate record.

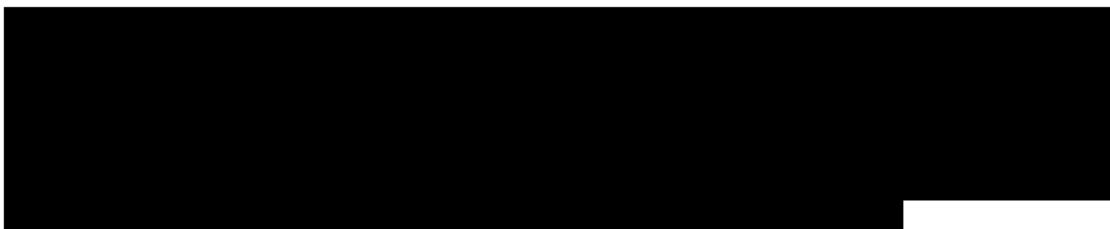
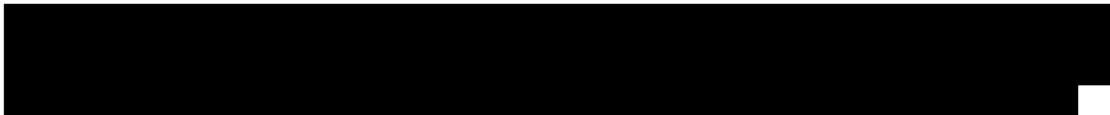
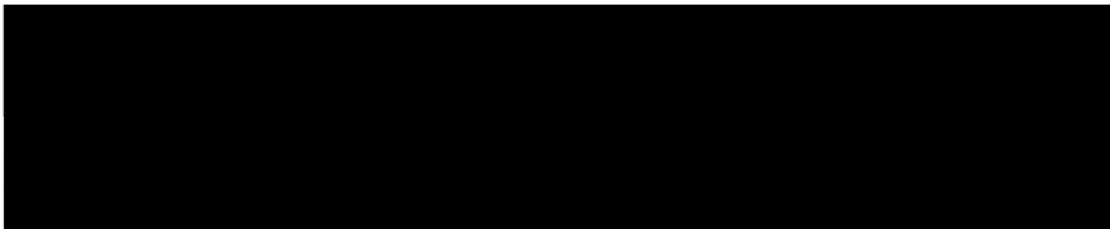
5. **Matters Arising from Previous Minutes**

Mrs D. MacLean advised that updates on the actions since the previous meeting were included in the report.

Following a query from Mr J. Strang, Mrs MacLean advised that a programme of promoting membership was not appropriate due to the level of change underway and an appropriate opportunity may arise during recruitment for a new Chair and tenant Board Member next year.

The Board thereafter NOTED the updates provided in the Matters Arising report.

6. **Finance Performance Report**

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The Board thereafter NOTED the report on the financial performance across the business.

7. **Annual Treasury Update**



Ms E. Turner provided an update of Treasury activity advising there was no significant movement in the Treasury position and things were running as expected. The Board confirmed it was satisfied with the content of the information provided in the Treasury update.

The Board thereafter:

- a) NOTED the contents of the paper; and
- b) APPROVED on behalf of Riverside Scotland the current Group Treasury Policy.

Ms Turner and Mr Reid were thanked for their contributions and then left the meeting.

8. **Chair's Action Procedure**

Mrs D. MacLean advised that Chair's action had been sought to approve an amendment to the Association's Five Year Financial Projections Return 2025 to correct a missing entry identified by the Regulator. In response to a query from Mr J. Strang, Mrs MacLean advised that the Regulator's system would

usually validate errors in the submission, but had not on this occasion. Ms C. McGuinness added that this was a new entry in the Return and the error was swiftly resolved.

The Board thereafter NOTED the Chair's decisions as follows:

- a) APPROVED the inclusion of the outstanding Total capital and revenue expenditure on maintenance of all other properties information in the Association's Five Year Financial Projects Return 2025.
- b) AUTHORISED the provision of this information to the Scottish Housing Regulator by the Project and Planning Analyst Team.

9. **Corporate Plan Delivery Plan Update**

Ms P. McEvoy in respect of the Year 2 Delivery Plan, reported that all actions were completed and in respect of the Year 3 Delivery Plan, that all actions were in progress and will be reported to the Audit and Risk Committee.



The Board thereafter NOTED the updates on work to progress the Corporate Delivery Plan.

10. **Quarterly Performance Report Q1**

Ms H. Duff provided an update on the Association's operational Key Performance Indicators covering quarter one of 2025/26.

In response to a query from Mr P. Mason on the average length of time taken to re-let properties, Mrs Duff confirmed that a percentage of those beyond target would be provided in future KPI reporting.

In response to a query from Mrs S. Petrie, Mrs Duff advised that recommendations had been made on the level of contact a customer wants, and accessibility of correspondence.

The Board thereafter NOTED the Association's operational key performance indicators covering quarter one of 2025/26.

11. **Group Service Charge**

Ms P. McEvoy provided an update on the Group Service Charge to be applied for services provided to Riverside Scotland by The Riverside Group.



The Board thereafter NOTED the update on the Group Service Charge to be applied for services provided to Riverside Scotland by The Riverside Group.

12. **Managing Director Recruitment**

Mrs D. MacLean, Ms H. Duff, Mrs P. Forrest, Ms P. McEvoy, and Mr R. Wilson left the meeting.

Mr J. Strang thanked the interview panel and confirmed that Gary Naylor would start on 8 September 2025 and will join the next Board meeting.

The Board thereafter:

- a) NOTED the decision of the recruitment panel to offer the post of Managing Director to Gary Naylor on the terms previously set out in the Managing Director recruitment pack.
- b) NOTED the intended start date of Gary Naylor as Managing Director of Irvine Housing Association Ltd. With effect from 8 September 2025.
- c) NOTED that Diana MacLean's last day as Company Secretary of Irvine Housing Association Ltd. will be 7 September 2025.
- d) AGREED the appointment of Gary Naylor as Company Secretary of Irvine Housing Association Ltd. with effect from 8 September 2025.
- e) APPROVED the removal of Diana MacLean as a Director and Company Secretary of Thistle Housing Services Ltd and APPROVED the appointment of Gary Naylor as a Director and Company Secretary of Thistle Housing Services Ltd. with effect from 8 September 2025.

13. **Annual Assurance Statement – Deep Dive Report**

Mrs D. MacLean, Ms H. Duff, Mrs P. Forrest and Ms P. McEvoy re-joined the meeting.

Ms McEvoy advised that the deep dive had found the FOI process was robust with no reported issues or failures. Some improvements were identified minimising duplication of documents. One instance of a failure in submission of FOI request data to the Scottish Information Commissioner in Q1 2024/25 was identified, resulting from a personnel change. Adopting the Group OneTrust system will prevent recurrence, and it was confirmed there was no requirement to retroactively report to the SIC. A Group-wide FOI policy has been delayed to December.

The Board thereafter NOTED the findings of the deep dive in regard to the Freedom of Information process and agreed that all actions have been concluded and the policy will be monitored under the policy review process.

14. **Annual Assurance Action Plan**

Ms P. McEvoy updated the Board on work to complete the Annual Assurance Statement Action Plan for the 2025/26 cycle and reported that of 13 actions, 12 had been completed and closed with the remaining action on reviewing the delegated authority in progress to be carried forward to the 2025 action plan.

The Board thereafter NOTED the update on work to complete the Annual Assurance Statement Action Plan for the 2024/25 cycle.

15. **Term of Office Extensions**

Mrs M. Burgess and Mr G. Darroch left the meeting.



The Board thereafter:

a) APPROVED the following resolution be put to the Members at a Special General Meeting:

“This meeting of the members of Irvine Housing Association Limited (the “Association”) hereby resolves THAT the maximum term of office of nine years as per Rule 39(e) of the Association’s Rules, is extended to ten years for the following Board Members:

- Mr Gerard Darroch; and

- Mrs Margaret Burgess.”
- b) Instructed the Company Secretary to convene a Special General Meeting to consider the proposed resolution.

16. **Board Member Elections / Re-elections**

Mrs M. Burgess and Mr G. Darroch re-joined the meeting.

Mrs D. MacLean advised that one-third of the Board is required to stand down at the AGM and nominations for election had been invited; none were received. Four Board Members have confirmed their intention to stand for re-election at the AGM and one vacancy will be carried forward to align with recruitment of a new Chair.

The Board thereafter:

- a) NOTED that there are no proposed nominations for election to the Board to consider.
- b) NOTED that Jane Galbraith and Sohini Petrie's intentions to stand for re-election at the Annual General Meeting.
- c) NOTED Gerry Darroch and Margaret Burgess's intentions to stand for re-election to the Board, subject to the agreement of the proposed Special Resolution to extend their term of office to 10 years.
- d) NOTED that voting on Board re-elections will not be required at the Annual General Meeting due to the numbers standing for re-election not exceeding the number of vacancies on the Board at the Annual General Meeting.

17. **Rule 67 Statement by Secretary**

Mrs D. MacLean reported that the Company Secretary's formal statement in relation to Rule 67 is required to be submitted before the AGM.

The Board thereafter NOTED the Company Secretary's formal statement that in accordance with Rule 67, Rules 62 to 66 have been complied with.

18. **Riverside Group Policy Review**

Ms McEvoy presented seven Group policies requiring approval by the Board noting that Scottish flag indicators highlight implications under Scots Law.

Following a request from Mr P. Mason, Ms McEvoy undertook to ensure that language used in change logs was consistent policy wording in future.

The Board thereafter APPROVED:

- a) Investment Policy
- b) Tax Strategy
- c) Infectious Disease Policy

- d) Office Safety Policy
- e) Customer Care Policy
- f) Income Collection Policy
- g) Neighbourhood and Estate Management Policy

19. **Managing Director's Report**

Mrs D. MacLean presented the report providing an overview of current issues and activity across the business.

In response to a query from Mr P. Mason, officers confirmed that they were comfortable with the handover plan to the new Managing Director.

The Board thereafter NOTED the contents of the Managing Director's Report.

20 **Minutes / Updates**

The Board NOTED the following minutes and updates:

- a) Unconfirmed Customer Experience Committee Minutes – 26 June 2025
- b) Group Board Meeting Highlights – July 2025

21 **Any Other Business**

[REDACTED]

[REDACTED]

[REDACTED]

22. **Date of Next Meeting**

Tuesday 16 September 2025 at Fullarton Connexions Community Centre, Church Street, Irvine, KA12 8PE: 5.00pm Special General Meeting; 5.30pm Annual General Meeting; 6.30pm Special Board Meeting.

D MacLean
Secretary
22 August 2025
DMcL/gc