

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

IRVINE HOUSING ASSOCIATION

Special Meeting of the Board held at 6.10 p.m. on Tuesday 16 September 2025 at the Fullarton Connexions Community Centre, Church Street, Irvine

Minutes

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

In attendance were: Mr G. Naylor, Mrs D. Boyle, Ms H. Duff, Mrs P. Forrest, Ms P. McEvoy, Ms L. Worrall (Items 1-5)(T) and Ms P. Sutch (Items 1-5)(T).

Apologies for Absence

Apologies for absence were received from Mrs S. Petrie and Mr B. Sadler.

Declarations of Interests

None.

1. **Apologies of Absence**

Apologies for absence were received from Mrs S. Petrie and Mr B. Sadler.

2. **Election of Chair**

In accordance with Rule 47(a), Mr G. Naylor invited the Board to elect the Association's Chair, to hold office up to and including the next Annual General Meeting in September 2026. The Board unanimously agreed to appoint Mr J. Strang as Chair on the motions of Mrs M. Burgess and Mrs J. Galbraith.

3. **Chair's Remarks**

The Chair welcomed everyone to the first meeting of new cycle of Board Meetings, following the Annual General Meeting. He then welcomed Mr G. Naylor, the new Managing Director to his first meeting of Irvine Housing Association's Board, commenting that he looked forward to working with everyone in the coming year on the business of the Association.

4. **Committee Memberships**

Following consideration, the Board:

- a) APPROVED the membership of the Audit & Risk Committee as follows:

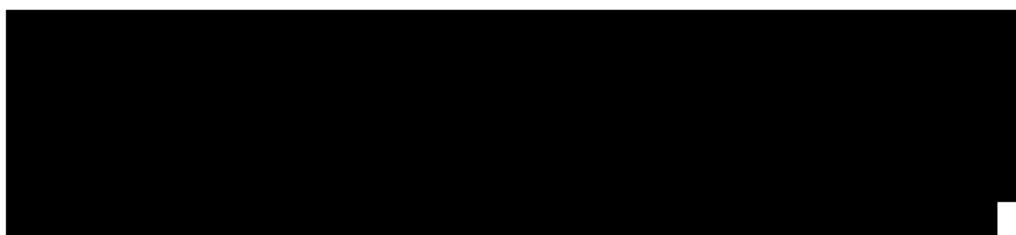
Mr P. Mason – Chair
Mr G. Darroch
Mrs M. Burgess
Mrs S. Petrie

- b) AGREED to continue with the nomination of Mr J. Strang as Riverside Scotland's nominee to Group's Customer Experience Committee.

5. **Audited Financial Statements Return**

Ms L. Worrall advised that the Return had been prepared by the Financial Accountant which was a copy of the information provided in the financial statements, with some of the numbers split into different categories.

Ms Worrall reported that a copy of the management responses to the auditor, BDO's, observations and recommendations had been provided as an appendix to the report. The comments provided were a continuation of those provided the previous year.





Following consideration, the Board:

- a) APPROVED the 2025 Annual Financial Statements Return.
- b) NOTED the responses made to the observations and recommendations of the external auditor.
- c) AUTHORISED the Financial Reporting Manager to submit the Return to the Scottish Housing Regulator.

Ms Worrall and Ms P. Sutch then left the Meeting.

6. Chair's Action Procedure

The Board noted the Chair and Chair of Audit & Risk Committee's decisions as follows:

- a) APPROVED a Resolution to make a slight amendment to the loan facility agreement with Lloyds Banking Group in relation to historic pensions wording and Delegated Authority to the Group Treasury Committee to finalise appropriate wording for the change on behalf of Irvine Housing Association's Board.
- b) APPROVED that new Managing Director, Gary Naylor's name and specimen signature is appended to the Authorised Signatories list, when his employment commences with the Association from 8 September 2025.

7. Any Other Business

Code of Conduct

Mrs D. Boyle advised that the Association's Rules required that Board Members sign the Association's Board and Committee Members Code of Conduct on an annual basis and distributed the Codes to the Board for signature. Mrs Boyle undertook to issue the Codes for electronic signature to those Board Members not in attendance in person at the Meeting.

8. **Date of Next Meeting**

Special Board Meeting – 9.30 a.m. on Friday 24 October 2025,
Board Strategy Day – 10.15 a.m. on Friday 24 October 2025.
Both meetings at Riverside Scotland's offices, 44-46 Bank Street, Irvine,
KA12 0LP.

G Naylor
Secretary
17 September 2025
GN/db

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