MINUTE OF GWHA MANAGEMENT COMMITTEE MEETING HELD ON TUESDAY 28 APRIL 2026 AT 6:00 PM, HYBRID MEETING VIA VIDEO CONFERENCE AND IN GWHA OFFICES, 5 ROYAL CRESCENT, GLASGOW

PRESENT:
Nicola Adams
Surjit Chowdhary
Rowan Evenstar
Issie Gracie (Chairperson) [2]
Nina MacNeill
Joginder Makar
Billy Robertson
Yushin Toda

ATTENDING:
Elaine Travers, Chief Executive
Mhairi Maguire, Governance Director[1]
Kirsty McKay, Finance & IT Director

APOLOGIES:
Anila Ali
Amy Callan
Ekpe Ukpe

LEAVE OF ABSENCE:
Debbie van Pomeren Reilly

OBSERVERS:
None / name

Corunna Street Site Visit
Pre MC Training: Services – Repairs led by Gary Kelly, Repairs Services Manager

WELCOME

1.0 The Chairperson noted apologies, introduced and welcomed MCMs to the meeting, and confirmed the order of business. A 3-month leave of absence was approved for D van Pomeren Reilly. The general interests of Tenant Members, and GWEn service users, along with the specific interests of E Travers and B Robertson as GWEn Board Members were noted. The Chairperson reminded Members of the Code of Conduct and meeting etiquette, specifically that questions are directed through the Chair; that discussions are professional and constructive; and that decisions are taken in the best interests of tenants and service users. Members were mindful of their responsibilities as Trustees; accordingly, the Secretary confirmed it was appropriate that Members did not withdraw from the meeting.

CORPORATE

2.0 Minutes

2.1 Management Committee Meeting: 31 March 2026

2.1.1 Adoption of Minute
Subject to a correction to note N Adams attendance at the office, the minute of meeting was unanimously accepted as a correct record, proposed by N Adams and seconded by S Chowdhary.

2.1.2 Matters Arising
There were no matters arising.

[1] Items 1 – 3 only
[2] On-line

Publish on Website approval	07/07/26 (ET)

2.2 MC Action Plan Compliance

2.2.1 Report No.1 was considered and progress and compliance acknowledged.

3.0 Governance

3.1 Execution Of Documents
There were none

3.2 Membership Applications
There were none

3.3 Registers: Compliance Reporting
Report No.3 was considered and recent recording in the Registers noted. There were no data breaches or EPBs[3] to report, and a SAR[4] regarding access to CCTV footage was noted. The Notifiable Event relating to the external auditor (as reported to the MC 02/12/25) was confirmed as closed by the SHR.

3.4 Risk Management Strategy
It was reported that RSM UK were in the process of developing the Strategic Risk Register; and that the CE would report back to the MC following a meeting with the consultants on 13/05/26.

3.5 Data Protection Policy & Retention Schedule
MCMs considered Report No.4, approving the revised policy, and confirming relevance for GWEn. MCMs noted the policy review incorporated minor amendments to address recommendations from the January 2026 systems audit; with a full refresh of the policy scheduled for 2027. In response to a MCM query it was reported that the 21-day retention period for central office CCTV footage reflected the system functionality.

3.6 MC Appraisals report
Report No. 6 was considered, and the general themes from the individual MCM appraisals, as well as the summary of the Chair and CEO appraisals were accepted in compliance with policy, SHR Regulatory Standard 6.0 and GW Rules (37.5; 59.6.11 and 43). The chairperson's recommendation in respect of the long service appraisals was then considered, with MCMs resolving to permit the continued appointment of J Makar, Y Toda and N MacNeill, subject to ongoing compliance. The training plan principles for 2026/27 were approved.

The feedback from the board performance forms was discussed, and the generally strong performance was welcomed, although there was some disappointment that the comments did not elaborate on the few areas of less positive feedback. Nevertheless, it was agreed the headline points would be borne in mind at meetings, and for the delivery of training and events. In terms of discussion at meetings, it was accepted that MCM experiences (for example, as a tenant) may be relevant to a discussion (subject to DOI[5] compliance and boundaries), and it was recognised there can be a fine line between operational and strategic matters, with both being important in some instances.

3.7 Pre AGM Formalities & MC Competencies
Report No. 6 was considered, with MCMs confirming the following arrangements for the 48th AGM scheduled for Thursday, 25/06/26:

1. MCMs standing down / seeking re-election: Y Toda, D van Pomeren Reilly and E Ukpe as longest serving since last election; and N Adams volunteering to stand down and seek re-election (to meet the required 1/3).
2. MCMs continuing: I Graice, B Robertson, R Evenstar, A Ali, J Makar, N MacNeill, A Callan and S Chowdhary,

[3] Entitlements, Payments and Benefits
[4] Subject Access Request under data protection laws
[5] Declarations of Interest

3. In line with Rule 37.5[6], and acknowledging the extensive experience of GWHA history and of the governance and regulatory frameworks; and with ongoing effective contributions at meetings, unanimous endorsement of the MCMs with greater than 7 years' service[7]: J Makar, Y Toda and N MacNeill.
4. Nominations for the four available spaces on the MC to be received from GWHA shareholding members by 16/06/26 (Rule 40.2)[8] with nominations from existing tenants preferred, and, with reference to existing MCM profiles: a sub-preference for a balance of gender/tenure and ethnicity/ residency, with relevant experience and competencies, who would be representative of local community. Skillsets including community regeneration, social inclusion, charities/subsidiaries, factoring, local/Scottish Government and finance.
5. Venue: The Pyramid at Anderston (as per 2023/24 and 2024/25), with capacity for remote attendance; and catering/logistical arrangements delegated to Officers.
6. Target issue dates, including invitation issue c21 days prior to the Event (03/06/26)[9];
7. A provisional MC date of 09/06/26 for consideration of new membership applications in advance of the AGM[10], and MC meeting 16/06/26 to consider nominations.
8. A contingency AGM date of 02/07/26 (on-line) was approved if required.

MCMs revisited the potential risk arising from the Chair and Vice Chair both being subject to re-election at the same time; and it was agreed this would be revisited ahead of the AGM in June 2027.

3.8 Corporate Plan (Yr 4) and Initiatives 2026/27

MCMs considered Report No.7, reflecting on discussions at the Strategy Review in October, and the subsequent consultation at the Tenants Conference in January and Staff Conference in March. Year four of the Corporate Plan, including the draft initiatives (with ongoing focus on enhanced customer and repairs services, and delivery of investment commitments) was agreed, mindful of the challenging operating environment and risk considerations. There was brief discussion on the "office layout phase 1 evaluation" with note to the constraints within the current office building and plans for review Q2. In this context, the potential for relocation was mooted, and there was reference to possible sites/opportunities for further investigation.

4.0 Finance

4.1-4.3 FYFP and 30 Year Cashflow Projections 2026/27

MCMs considered the combined Reports 8-10, noting cashflow based on prudent assumptions, and requirement for routine monitoring and scrutiny, and comprehensive annual review by MCMs. In response to MCM queries, it was reported that:

a) cash paid to employees (salaries) includes guard patrol services; and properties factored by GWEn pay a share of these costs, reflective of service delivery.
b) cash and cash equivalents reduce steadily from the year one position, reflective of significant planned maintenance and front-loaded capital investment project spend.
c) there is no contingency within the cash flow statement for unforeseen spend, and projections would be adjusted to reflect such eventualities.

MCMs were satisfied that the 30-year projections were appropriate, and reflected current circumstances and information, including the smoothing of planned maintenance expenditure across the longer term. The preparation of the FYFP from the 30-year projections was approved by MC, with confirmation that any material variances identified in the process of preparing the SHR return would be highlighted and reported to MC for review and approval prior to submission.

[6] Continuous service on the Committee of nine years or more and able to demonstrate his/her continued effectiveness as a Committee Member before he/she may stand for re-election or continue as an Appointed Committee Member.
[7] GW Policy
[8] At least 7 days before the general meeting.
[9] Latest issue date 10/06/26 (at least 14 days prior to the date of the meeting (Rule 23.1))
[10] Applications may not be considered within 14 days of meeting (Rules 7.3 and 7.4)

4.4 Loan Redemption Review

MCMs considered Report No.11, and the impact on the projected cashflow (as per Report 10) from redemption of loans in year one; with note that this would improve long-term interest savings and gearing but would reduce short to medium-term liquidity. It was however emphasised that the level of debt across the three loans was relatively low, and that non-redemption would not necessarily negate a need for future borrowing to support the significant planned investment activity. MCMs agreed that reducing the level of borrowing (and aligned reduction in interest payable) is the preferred position, subject to further consideration to determine an optimum position, mindful of factors such as the potential for restrictive covenants in future borrowing and the benefits of retaining a relationship with a preferred provider. The administrative efficiency from removal of the annual loan portfolio return requirement was acknowledged.

4.5 External Audit Plans: GWHA and GWEn

MCMs considered the presented Report No.12, approving the audit plans for both GWHA and GWEn, noting the scope of the audits (in the context of accounting requirements, ethics and independence): and including the audit objectives, approach (risk, key estimates and qualitative aspects), audit matters, reporting timescales and fees. It was confirmed that the respective audits consider areas such as rent/factoring arrears, pension schemes, development projects and investment plans. MCMs noted that the audit process is underway, and that the auditor will attend GWHA MC meeting in June to present GWHA accounts (in advance of the AGM); with GWEn accounts considered by the GWEn Board for approval in August; and consolidated/group accounts for approval by the MC Q2. Referring to the recently approved Corporate and Business Plans, and financial position and forecasts, it was confirmed by MCMs that the accounts should be prepared on a "going concern" basis. In response to a MCM query it was confirmed that there is an annual (performance) review of the audit service.

OTHER BUSINESS

5.0 Any Other Urgent Business

There was none.

6.0 Items For Future Agendas

As per Plan

7.0 Date Of Next Meeting

Services / Technical – 12 May 2026

Post Meeting Note: Error on agenda, the date of next meeting is 19 May 2026.

MC Training: Entitlements, Payments and Benefits – 14 May 2026

CLOSE