

**MINUTE OF GWAH MANAGEMENT COMMITTEE MEETING HELD ON TUESDAY 29 APRIL 2025
AT 6:00 PM, HYBRID MEETING VIA VIDEO CONFERENCE AND IN GWAH OFFICES, 5 ROYAL CRESCENT,
GLASGOW**

PRESENT:

Nicola Adams¹
Rowan Evenstar
Issie Gracie (Chairperson)
Nina MacNeill
Joginder Makar
Billy Robertson
Yushin Toda

LEAVE OF ABSENCE:

None

OBSERVERS:

None

ATTENDING:

Elaine Travers, Chief Executive
Iain Nicholl, Corporate Director²
Daniel Wedge, Technical Director
Roger Willey, ACS Risk³
Aimilia Chute, ACS Risk³

APOLOGIES:

Anila Ali
Debbie van Pomeroy Reilly
Amy Callan
Ekpe Ukpe
Surjit Chowdhary

Pre MC Training: Services: Repairs, lead 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. The general interests of Tenant Members, and GWEn service users, along with the specific interests of E Travers, A Ali 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: 21 January 2025

2.1.1 Proposed amendment to Minute

Item 4.2: Tenancy Sustainment Starter Packs

MCMs reviewed the presented slide, approving the proposed amendment to the Minute, effectively delegating authority to the Tenancy Services Manager for the management of the £800 budget, with routine oversight by the Services Director.

¹ On-line

² Items 1.0-4.2

³ Item 5.1

2.2 Management Committee Meeting: 25 March 2025

2.2.1 Adoption of Minute

The minute of the meeting was unanimously accepted as a correct record, without amendment; proposed by N MacNeill and seconded by B Robertson

2.2.2 Matters Arising:

Item 2.3.2 Provisional Date for Summer Staff/Committee Social: 12/08/25

MCMs agreed the proposed date of 12/08/25 for the summer Staff/Committee Social.

2.3 MC Action Plan Compliance

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

2.3.1 Dover Street contract compliance

MCMs acknowledged the verbal report from the meeting with the project manager 09/04/25, noting with disappointment that there had been no recent communication from the contractor despite an indication late January that they would be in contact imminently, once they had completed a review of their project account. Separately it was confirmed that arrangements are underway for the 12-month defects liability inspections to take place May/June, and that the relationship with the contractor remained fraught at this time.

Whilst keen for the matter to be settled amicably, MCMs were satisfied that GWHA's position remained fair and reasonable in the circumstances, and it was accepted that the issue of the final account (around late July) was likely to be the event that would bring the financial matters to the fore again: invoking a 3-month period during which the contractor may counter with a loss and expense claim. MCMs noted that the dispute resolution options remain open to both parties, albeit GWHA's preference is to avoid this course of action.

Within this backdrop, and with the MC recess approaching (post AGM), MCMs confirmed delegated authority to the Chief Executive to revisit the matter within the previously agreed parameters⁴; and acknowledged the potential for a notifiable event and MC recall.

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 acknowledged, namely regulatory compliance with SAR and FOI requests received in the period.

3.4 SHR Regulatory Standards Compliance

Report No.4 was considered, and the revised format was welcomed as providing a robust framework for MC oversight. MCMs were satisfied of strong compliance with the regulatory standards: appropriate and proportionate responses, and non-material actions. The scheduled external validation by the systems auditor in advance of preparing the 2025 Annual Assurance Statement was noted.

3.5 Corporate Plan Review and Initiatives 2025/26

MCMs considered Report No.5, mindful of discussions at the Strategy Review in October, and the subsequent consultation at the Tenants Conference in January and Staff Conference in March. The Corporate Plan, including the draft initiatives for 2025-26 (with ongoing focus on enhanced customer and repairs services, and delivery of investment commitments) was agreed. MCMs noted planned review of the document during the year.

⁴ MC meeting 14/01/25

3.6

MC Planning and Support: Appraisals Report

Report No. 6 was considered, with Members acknowledging strong performance and positive feedback across the appraisal framework; with note to the points raised in the Board Performance forms in relation to longer-term investment in property assets, and compliance with meeting protocols. MCM comment regarding the graph was noted for future reference.

The presentation summarising 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) and the training plan principles for 2025/26 were approved.

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.

3.7

Pre AGM Formalities & MC Competencies

Report No. 7 was considered, with MCMs confirming the following arrangements for the 47th AGM scheduled for Wednesday, 25/06/25:

1. MCMs standing down / seeking re-election: I Gracie and B Robertson as longest serving since last election; and A Ali and R Evenstar volunteering to stand down⁵ (to meet the required 1/3).
2. MCMs continuing: J Makar, N MacNeill and Y Toda (point 3); N Adams, A Callan, S Chowdhary, E Ukpe and D van Pomeroy Reilly.
3. In line with Rule 37.5⁶, and acknowledging the extensive experience of GWAH history and of the governance and regulatory frameworks; and with ongoing effective contributions at meetings, there was unanimous endorsement of the MCMs with greater than 7 years' service⁷ : J Makar, Y Toda and N MacNeill.
4. Nominations for the four available spaces on the MC to be received from GWAH shareholding members by 16/06/25 (Rule 40.2)⁸ with nominations from existing tenants preferred, and, with reference to existing MCM profiles: a sub-preference for City Centre residents, males, and for skillsets including community regeneration, social inclusion, charities/subsidiaries, factoring, local/Scottish Government and finance. With tentative interest from Committee Training Forum Members, the potential for an election was acknowledged.
5. Venue: The Pyramid at Anderston (as per 2023-2024), 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 (03/06/25)⁹;
7. A provisional MC date of 10/06/25 for consideration of new membership applications in advance of the AGM¹⁰, and MC meeting 17/06/25 to consider nominations.

A MCM highlighted the potential risk for the organisation arising from the Chair and Vice Chair both being subject to re-election at the same time; with agreement that this would be recorded in the Risk Register and considered in determining members standing for election in future.

4.0

Finance

4.1

Five Year Funding Plan

Report No 8 was introduced with note to the ongoing challenging economy and the importance of keeping the plans under review and managing risk, whilst still delivering for tenants. Focussing on the summary tables, it was noted:

⁵ Confirmed post meeting (02/05/25)

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 10/06/25 (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)

- In line with accounting practice, operating expenditure (year 1) includes Argyle 2ST investment spend (which cannot be capitalised until such times as the 2ST¹¹ finance is fully expended), resulting in a projected (low-risk) operating deficit of £1.5m at the end of 2025/26; recovering thereafter.
- Decreasing net interest over the period (a combination of interest due and received) albeit GWH in the unusual position (in the sector) of earning more interest than is owed, due to low debts/loans.
- Loan finance renegotiated during the year, with no restrictive covenants remaining.
- Whilst cash at bank is reducing, profitability is strong, and the association remains in a good position financially, based on current information.
- Investment and procurement plans should continue to be closely monitored in terms of available resources and budgets.

MCMs were satisfied that the medium-term plan appropriately reflected current circumstances and approved submission to the SHR within the target 31/05/25. For ease of reference, MCMs requested the SHR proforma in A3 print size next year.

4.2 Loan Redemption – 30 Yr Plan

Report No. 9 was considered, incorporating updates to the 30-year plan since last presented to the MC 25/03/25, including a revised opening cash position with matured interest applied (pending auditor assessment), an additional allowance for settlement of creditors at 01/04/25, and the additional self-funded spend for Corunna Street. Within this backdrop, and mindful of the significant spend on capital works and the cash investment in development projects, MCMs agreed that the existing loans should not be redeemed at this point to avoid cashflow impact.

SERVICES

5.0 Technical

5.1 St Vincent Terrace A Year On - Project Evaluation

The evaluation of the project was introduced with presentations from the Executive Team on the project delivery and associated governance matters; supplemented by a presentation from the external H&S consultant, ACS Risk (Training & Consultancy), on their observations on the association's handling of the matter. The following points were captured from the discussions:

- The extensive due diligence prior to the works commencing on site: including engaging with residents; the review of warranties; the involvement of specialists in understanding the cause of the glass breakages (including interrogating conflicting information); the discussions with the original manufacturer over the specification; procurement review and negotiations with the preferred contractor to optimise value; the process of obtaining planning and building warrant for the works; and the intertwining legal advice (including Counsel opinion) throughout. Meanwhile a series of concurrent actions to mitigate and monitor the immediate H&S risks, including the erection of external scaffolding and Heras fencing; internal protective barriers at the glazing on each landing; and increased security patrols for the duration of the project.
- Throughout the project, extensive MC scrutiny of reports to ensure informed decision-making in the context of risk, including difficult decisions around GWH absorbing the cost of the works; and with external scrutiny and ongoing reporting to the SHR in line with the regulatory Engagement Plan.

In terms of reflection, and as captured in the independent governance review by JH Consulting, it was accepted that there had been some loss of momentum during covid and that earlier intervention would have been appropriate, in particular the implementation of interim safety measures, the procurement of specialist advice, and the notifiable event alert to the SHR. The JH report recommendations were accepted in full, with extensive learning since embedded through

¹¹ Second Stage Transfer

enhancements to the risk register (to ensure long-term oversight) and enhanced MC reporting, and with cyclical training for staff and MCMs on risk and regulatory requirements.

R Willey and A Chute added to the evaluation, with a note to the evolving culture in the sector over H&S responsibilities, and with mention of the additional risks brought about by new diseases and a very different environment post-covid. There was positive acknowledgement of GWHAs response to the SVT H&S incident; and the parallel, proactive engagement in the aligned audit of other areas of H&S, leading to the development of robust asbestos and water management systems. There was an appreciation of the Technical Director's role in driving a particularly complex H&S project "*work planned, managed and delivered very well*" and for the organisation, a recognition that "*whilst very costly, with a priority H&S focus, risk levels have moved from very high to very low*". There was also mention of the strong H&S culture embodied at GWHAs with note to arrangements for an audit of compliance with the Landlord Safety Management progressing, and with reference to the appointment of a new Compliance Officer post in support of the association's emphasis on mitigating tenant and resident safety risks.

With confirmation that the SVT works are now complete, and with the recent "*75mph winds providing a good test that the works have been done properly*" (R Willey), MCMs agreed that the project is now concluded, and were satisfied that the extensive learning had contributed to stronger governance arrangements. An offer of thanks was extended to R Willey and the team at ACS for their support, and likewise to Craig Heron, SHR, for the regulatory guidance and to tenants, residents and other stakeholders for their patience throughout.

5.2 Project Reports:

5.2.1 Corunna Street

MCMs considered Report No. 11, agreeing the appointment of the new build contract to CCG Scotland Ltd based on the presented project viability statement, including the increased levels of self-funding, and with note to the potential for further value engineering pending GCC planning department consideration of non-material variations to the planning approval. Although disappointed at GCC's stance that additional grant funding would not be allocated, (particularly given the historical and complex nature of the project, and the reasons for retendering), MCMs were nonetheless appreciative that GWHAs was able to meet the funding shortfall to ensure delivery of this legacy project for the community. It was confirmed that arrangements were underway for removal of an imposing tree and a satellite dish on an adjacent building to enable handover of the site; and that the contractor would address the few recurring Japanese knotweed spores as part of the development works. A MCM query regarding VAT applicability on new build projects was noted for clarification at the next meeting.

5.2.2 640 Argyle Street Retrofit

MCMs considered Report No.12, noting tender received within budget, and agreeing the appointment of MP Group UK Limited on the presented project viability statement, subject to the discharge of routine mixed tenure property factor stakeholder engagement duties. The non-material departure from routine tender evaluation methodology was noted, with plans for a review of best practice through 2025/26; and with confirmation of enhanced controls now in place relating to tender price release milestone.

5.2.3 Close cleaning and Ground Maintenance

MCMs considered Report No.13, acknowledging the award of contract to Ramora Limited (Close Cleaning and Ground Maintenance Services) in line with Procurement Policy, Procedures, regulatory compliance and delegated authority levels, and in the context of ensuring critical path commencement of this essential services contract. In response to MCM queries, it was confirmed that there had been some early teething problems in the handover of the contract, and that the Estates Team were working closely with the new contractor to ensure recovery as a priority; and thereafter close monitoring to ensure the expected service delivery standards. A MCM queried notes included in the report from the Public Contracts Scotland Portal in relation to contractors querying software formula accuracy. Providing reassurance, it was confirmed the reported tender prices were

correct and any queries noted by the contractor had been resolved as part of the tender opening review process. Future procurement reports will confirm the position.

5.2.4 Burnbank House

MCMs noted the verbal update that the revised backcourt layout had now been approved by the Planning Department (mitigating the risks around access to the development) and that the contract would be awarded imminently to McTaggart Construction by Queens Cross Housing Association as the lead developer; with 24 of the properties to be sold to GWHA on completion, all in line with the terms of the Development Agreement.

OTHER BUSINESS

6.0 Any Other Urgent Business

There was none.

7.0 Items For Future Agendas

As per meeting plan

8.0 Date Of Next Meeting

Services and Technical – 13 May 2024

CLOSE