

CLOCH HOUSING ASSOCIATION

Minutes of the Board meeting
held on Thursday 21 August 2025
Hybrid (via Teams/office)

Kelly Ferns

Kelly Ferns (Nov 19, 2025 12:09:50 GMT)

Present: Kelly Ferns (Chair)
Eleanor Robertson
Ken Robertson (Vice Chair)
David McIndoe
David Brown
Nicola McLachlan
Elizabeth Simpson (casual vacancy)
Erin Kane (co-optee)
Clair Malpas (co-optee)

Attending: Alana Durnin, Chief Executive Officer (CEO)
Robert Pollock, Director of Assets (DoE)
Michael Monaghan, Director of Customer Services & Communities (DCSC)
Megan Hughes, Finance Director (FD)
Ewan Barr, Head of IT & Corporate Services (HITCS)
David Quinn, Corporate Services Manager (CSM)
Shonaid Musgrove, Senior Corporate Services Officer (SCSO) – on minutes
Richard Browning, IT & Communications Officer (ITCO)
Richard Fairley, Head of People & Culture (HPC)
Amie Laing, Alexander Sloan, Auditors

Item	Description
1.	Apologies & Declarations of Interest Apologies had been received in advance of the meeting from Karen Aitken and Femi Okelade. There were no declarations of interest noted. E Simpson intimated they would have to leave the meeting about 7pm.
	The Chair advised that the meeting was being recorded.
2.	Minutes of the Board Meeting held on 24 June 2025 RESOLUTION The minutes were approved on the following motion: Proposed: K Robertson Seconded: C Malpas
3.	Matters Arising Employers in Voluntary Housing (EVH) will be invited along to the next Board Away Day. It's likely that [REDACTED], who facilitated the previous away day will do the next one too.

* for approval
** for noting

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	ITEMS FOR APPROVAL
4.	Reconciliation from Annual Accounts to Q4 Management Accounts The Board had previously been circulated with the Management Accounts. The Finance Director took the meeting through the paper, which detailed the changes made to the Q4 Management Accounts, (previously presented to the Finance & Corporate Services Sub-Committee), compared to the Annual Accounts being presented this evening. There were no questions and the adjustments were noted.
5.	Annual Accounts to 31 March 2025 ████████████████████ was in attendance to present the accounts to the Board. The auditor took the Board through the accounts. Key points to note were: - • The Association was in a very strong financial position (good cash and bank balances at the year-end). • £1.7m surplus reported following adjustment of £240k as explained in the report. • Creditors had decreased as loans had been released. • Scottish Housing Associations Pension Scheme (SHAPS) liability has decreased (but was still a significant amount and would vary year-to-year). A £116k pension adjustment had been made to pensions. • A £100k service charge adjustment had been made. • Net assets grew from £20.4m to £22.4m. There were no questions on the Accounts, and they were proposed for presentation to the forthcoming Annual General Meeting (AGM) on the following motion: - Proposed: D McIndoe Seconded: D Brown
6.	Management Letter (Audit Summary) The auditor advised that this was the conclusions that had been reached following the audit of the Annual Accounts. • A clean audit opinion with no significant issues reported. • All financial covenants were met. • Auditor has reviewed information on the pensions that had been provided by others and had no concerns as Cloch continues to manage the risk. • All qualitative aspects have been reviewed and all satisfactory. A Board member enquired if the Scottish Housing Regulator (SHR) would ask about the service charge adjustment. The auditor replied they would not as Cloch has reviewed the liability regarding this already. The CEO advised that Cloch has regular meetings with its SHR representative as a matter of course and this has already been discussed with them in terms of the service charge review. This provides assurance to the Board that matters are being handled appropriately.

	The Management Letter was approved on the motion of: - Proposed: D McIndoe Seconded: D Brown
7.	Letter of Representation The Board was advised that the letter of representation is the written confirmation that all relevant information was provided during the Audit. The Board approved the letter on the motion of: - Proposed: D McIndoe Seconded: D Brown
	The auditor left the meeting at 6.24pm.
8.	New Governance Structure The CEO thanked the working party that had been taking the lead on the new structure. Work was also carried out to review the policies, deciding which ones were operational and those that were strategic - with only the strategic policies being brought to the Board for review. The Board approved the following: - • The new scheme of delegation, standing orders, and remits. • Transition from 3 sub-committees to 1; to be called the Audit, Risk & Assurance Sub-Committee (ARA). • The Finance Director to become the Secretary instead of an elected Board member; aligning with sector standards. Proposed: K Robertson Seconded: C Malpas
9.	Risk Register & Key Performance Indicators (KPI's) for Quarter 1 <u>KPI's</u> The CEO took the Board through the report advising that staff have been working really hard to continue to improve and this was reflected in the results. • 66% of KPI's showed improvement from the previous year. In terms of expectations: • Void turnaround was sitting at 19.8 days, which is close to the target of 19 days and improved against 23.5 days in 2024/25. • Focus on complaints response times and membership campaigns had been identified and would be worked on. • Home visits had not yet started, against the annual target of 372, however, Housing are planning to restart these in Q3 to assess their condition and ascertain if customers require additional assistance.

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With reference to home visits and landscaping / hedge issues identified from complaints and void returns, the CEO advised that further partnership working was being explored with The Trust to ascertain if they can assist with tidying up gardens and hedges.

The new housing system will help with collating data on our service users; to allow us to target our resources and signpost customers to additional support services.

The Board discussed how combining component replacement programs (e.g. bathrooms) with the tenant visits would be a good use of time.

Risk Register

Following a full review of the Risk Register by the Leadership Team and Board, three new risks had been added to the 2025/26 register. These were: -

- Failure to gather and utilise customer insight, leading to misaligned services.
- Failure to leverage digital transformation (e.g., AI, automation), limiting service efficiency.
- Increased tenant arrears due to cost-of-living crisis, impacting financial stability.

All risks have been scored, and this is used to focus on mitigating actions. Cloch also benchmarks itself against other organisations and this year also looked at the English housing regulator statistics and risks, (wider UK focus of the external environment).

A Board member enquired if the Association would be collating other data such as equality information for monitoring. The DCSC advised that we are planning an equality survey, with different options in terms of data protection compliance considerations / risk. Some organisations use specialist, external companies for the survey work, with some data collection being collected anonymously to identify trends, rather than held and stored at a person level – an external company would have the responsibility for ensuring the safety of data collected. This would likely be the route the Association would want to take.

The Board approved the motion on: -

Proposed: E Simpson
Seconded: N McLachlan

10. Stock Condition Survey

The DoA advised that a robust procurement process had been applied prior to the report being brought before the Board. After all the scoring had been completed the proposal was to appoint [REDACTED] to carry out the stock condition survey. The cost was £36,807 for surveying 504 properties, (circa a third of our total properties). This works out at £73 per survey which is good value for money.

The comprehensive assessment would include roofs and external areas together with construction materials. Detailed information will help the Association going forward - not only for planning in works but to direct investments and give assurances to our lenders. The process will need to be repeated in the future, as after 5 years the data will start to lose accuracy. The data collected will be integrated into the new housing system.

	The DoA stated that the consultants will be invited to make a presentation to the Board at the December meeting when they will give an independent view of our assets. A Board member asked why Cloch would start the surveys before the new housing system is fully functional. Transposing this from the old system to the new one has the potential for human error to occur. The DoA agreed and advised that the data would only be uploaded onto the new system. Meetings and discussions are being held with the software company about the format that Cloch wants. Data can be captured now and then integrated at a later date. A Board member asked how the rest of the stock will be surveyed. The DoA advised that the new housing system can capture stock condition information collected by our own in-house team. Whilst doing a full stock condition survey, (1482 properties), is by far the best method, our budget may not extend to this. The appointment of [REDACTED] was approved on the motion of: Proposed: D McIndoe Seconded: D Brown
11.	Former Tenant Write Offs The DCSC advised that all the cases had been reviewed thoroughly with all reasonable avenues to recover the monies having been taken. There was no realistic chance of recouping it. The value of the bad debt was well within the provision set out in our budget. The Board approved the motion to write-off the bad debts. Proposed: C Malpas Seconded: E Kane
12.	AGM arrangements The SCSO advised that approval was being sought for the costs associated with the AGM together with the 3 members that are required to stand down. As per the rules, [REDACTED] is required to stand down plus 2 other members. [REDACTED] and [REDACTED] volunteered to stand down also. All 3 members are eligible for re-election at the AGM. The costs for the AGM and the members standing down were approved on the motion of: Proposed: K Robertson Seconded: E Robertson
	E Simpson left at 7.10pm, R Browning joined the meeting at 7.10pm.
13.	Policies for Review/New Policies 13.1 <u>Communications Strategy</u>

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	The HITCS advised that this was a new strategy that the ITCO had created. It focussed on accessibility and stakeholder engagement. Prior to it being brought to the Board the Association had sought feedback from tenants and our Customer Advisory Panel (CAP) too. The strategy would be used to tailor our communications to our stakeholders preferences. There were no questions, and the new Communications Strategy was approved on the motion of: Approved: E Kane Seconded: N McLachlan
	R Browning left the meeting at 7.20pm
13.2	<u>Mortgage to Rent</u> The DCSC took the Board through the minor amendments to the policy. The policy was approved on the motion of: Approved: K Robertson Seconded: C Malpas
13.2	<u>Running a Business from Home</u> The DCSC took the Board through the amendments to the policy. A Board member asked if planning permission is ever required. The DCSC advised that each application to run a business from home is checked individually. If an alteration to the property was required for this then the Association would investigate if planning permission were needed. Another Board member suggested that the title deeds should be checked too, as quite often they prohibit running a business from home. The policy review was approved on the motion of: Proposed: C Malpas Seconded: N McLachlan
14.	Office Closure The HITCS apologised as there was a typo in the executive summary. There is only 1 strategic risk and not 3 as stated in the report. The Board noted the measures in place to avoid disruption to our customers whilst staff worked on implementing the new housing system. The temporary office closure on a Wednesday morning to allow staff time to deliver this was approved. Proposed: E Robertson Seconded: C Malpas

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	Richard Fairley joined the meeting at 7.25pm
	ITEMS FOR NOTING
15.	Staff Engagement Survey The HPC advised that the last survey of staff had been back in 2022. When the HPC was appointed, the goal was to develop a survey that would measure the organisation's culture, staff engagement, and staff satisfaction. The survey consisted of 40 questions over a broad range of topics, with the option to add in additional comments if needed. These were based on the model that Investors in People use. The results were as follows: ➤ 97% participation rate. ➤ 85% overall engagement score. ➤ Customer care, workplace wellbeing and confidence and trust in the Leadership Team received excellent ratings. ➤ Cross-departmental collaboration identified for improvement. The HPC advised that it was important to be transparent about the results and, as such, they had been shared at the recent staff meetings. The next phase of the project was to work on improvement plans with each section, with the plan to resurvey next year to assess progress. The Board noted the contents of the report.
	At 7.55pm Standing Order were suspended for approx. 10mins to deal with the remaining items.
16.	9-Year Rule & Secretary's Letter of Compliance At this point in the proceedings (7.56pm) [REDACTED] left the meeting as per the rules. With regards to the 9-year ruling, the remainder of the Board unanimously agreed that [REDACTED] still offered great effectiveness and competency to remain on the Board At 7.58pm [REDACTED] rejoined the meeting. The Board had previously been circulated with the Secretary's letter of compliance and noted the contents therein.
17.	New IT System Implementation The HITCS advised that many of the staff are now involved in the configuration of the new system and are meeting at least weekly but sometimes twice a week. Tasks have been delegated out. A read-only licence for the current system will be taken out as a precautionary measure for 1-year at a cost of £3.5k. The separate invoicing system [REDACTED] will also be taken out for 1 year at a cost of £400. This information is held on internal servers, but this will be moved to the cloud in the future. To-date all costs are on-budget.

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	The office closure on a Wednesday morning will allow staff involved in the new system time away from their standard duties to concentrate on the configurations and data transfers. The Board noted the update.
18.	Notifiable Events One item will be dealt with under AOCB.
19.	Health & Safety Nothing to report.
20.	GDPR The SCSSO advised that the new Data (Use and Access) Act 2025 [DUAA] has now had Royal Assent. There are no fundamental changes for the Association, but minor amendments will be required to be made to some of our templates and policies (e.g. privacy notices). These will be updated accordingly.
21.	AOCB & Reflections
21.1	<u>Allocation of a Property</u> The DCSC apologised for the late issuing of this report but due to timings it was required to be dealt with by the Board. A void property was being allocated to a relative of a former member of staff, who had just left the organisation a few months earlier. For the purposes of transparency this allocation was brought to the Board to approve. The property in question had been refused by those at the top of the list, finally coming down to the applicant in question. All due diligence and processes had been followed in line with our rules and good practices. The Board approved the allocation. Proposed: K Robertson Seconded: C Malpas
21.2	<u>Notifiable Event</u> The CEO advised the Board that they would be retiring in March 2026. The CEO had already advised the Chair and Vice-Chair of this decision and had also spoken to the Leadership Team too. They would be addressing the rest of the staff the next day and following this up with an email. The CEO stated that it had been a difficult decision to take. It had been a true pleasure working with such a strong, caring, passionate Board as Cloch had and the dedicated

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	staff team. The CEO offered assurances that the current LT were in a strong place and would continue with the culture that had been put in place. As 8 months' notice is being given the recruitment for a replacement will not be onerous. A project plan will be put into place to manage the transition as smoothly as possible. The Board offered their congratulations to the CEO but stated that they would be missed. The Chair stated that the CEO had brought so much to Cloch, and the Board was very grateful for this. The Chair will be in contact with the Corporate Services Officer to send out an email on the Board's behalf. This was to offer assurances to the staff about the contingency plans and recruitment process being put into place. The Chair asked that the CEO prepare something for the upcoming AGM.
	The Chair thanked everyone for staying on for the additional time.
22.	Date of Next Meeting The next meeting will take place on Tuesday 23 September 2025 after the AGM
	The meeting closed at 8.20pm