

WHEATLEY HOUSING GROUP LIMITED**SC426094****MEETING OF THE BOARD OF DIRECTORS****Wheatley House, Glasgow
on Thursday 27 August 2025**

Directors Present: Jo Armstrong (Chair), Maureen Dowden, Lindsey Cartwright, Caroline Gardner, Bernadette Hewitt, Alison McLaughlin, Bryan Duncan, Iain Macaulay, Jo Boaden, Manish Joshi and Pamela Paton.

In Attendance: Steven Henderson (Group Chief Executive), Anthony Allison (Group Director of Governance and Business Solutions), Pauline Turnock (Group Director of Finance) and Frank McCafferty (Group Director of Assets and Development – item 9 only).

1. Apologies for absence

Apologies were received from Alastair Murray.

2. Declarations of interest

The Board noted the standing declarations of interest. It was noted that the newly appointed co-opted director, Pamela Paton, had a standing interest as a Board member of Wheatley Homes East.

3. a) Minutes of meeting held on 19 June 2025 and matters arising.

Decided: The Board approved the minutes of the meeting held on 19 June 2025.

b) Action List

Decided: The Board noted the action list.

4. Group CEO update

The Board were provided with an update on a range of matters, including: Wheatley Homes Glasgow achieving 90% tenant satisfaction through its independent, Annual Return on the Charter compliant, survey; the regeneration programme at Wyndford; the latest position with the Radio Teleswitch Service switch-off; all our RSLs achieving a five-star rating, the highest available, under the Keep Beautiful Scotland assessment; our partnership with the Smart Things Accelerator Centre ("STAC"); the extension of our liP Platinum accreditation until June 2026; expected media coverage in relation to mould and damp and our position in relation to the expected coverage; and the expected Housing Emergency action plan and the potential role we could play through flipping temporary accommodation to permanent and replacing the stock via acquisitions.

The Board welcomed the achievement of 90% satisfaction by Wheatley Homes Glasgow and recognised the significant role its staff have played in achieving it.

5. Chair updates

The Board were provided with a summary of the updates from the Audit, RAAG and WDSL Chairs. A more detailed update was provided by the WDSL Chair on the WDSL Board's discussion on liability caps and the approach they have agreed on.

Decided: The Board noted the Chair's updates

6.

[illegible]

7. 2026-2031 strategy update

The Board were provided an update on the progress in developing our 2026-31 Group strategy and the feedback to date from partner Boards.

The Board discussed the need for the strategy to be clear in how the Foundation serves all our tenants at all stages of their tenancy.

The Board discussed the vision and the potential for it to be further sharpened as the development of the strategy continues. It was agreed that the core content reflected the Board's and partner Board's discussions to date and recognised that elements such as theme and sub-theme titles would continue to evolve.

Decided: The Board:

- 1) Agreed the working title, vision and values for our 2026-31 Group Strategy;**
- 2) Agreed the core content of the key themes within our 2026-31 Group strategy; and**
- 3) Noted the next steps in engaging staff, customers and stakeholders.**

8. Governance update

The Board were provided with a summary of the proposed strategic governance review scope and Terms of Reference, the approach to individual Board member and Chair appraisals for 2025, our Annual Assurance Statement ("**AAS**") for submission to the Scottish Housing Regulator ("**SHR**").

The Board discussed the scope of the review, areas which could potentially be added, and it was agreed that as they were areas that could be considered on a standalone basis, the RAAG Committee would agree whether to cover them within or separately out with the scope of the review.

Decided: The Board:

- 1) Approved the initiation of a Strategic Governance Review and the Terms of Reference for the review;**
- 2) Approved the approach to individual Board member and Chair appraisal;**
- 3) Approved the Annual Assurance Statement for submission to the Scottish Housing Regulator;**
- 4) Agreed to call our Annual General Meeting for 24 September 2025 at 10.30 am;**
- 5) Noted that a Board meeting will be held following the Annual General Meeting;**
- 6) Approved the Parent representatives for the subsidiary General Meetings as set out in the report and instructed them to vote in favour of all resolutions;**
- 7) Approved the appointment of Manish Joshi, Alison McLaughlan and Bryan Duncan and the reappointment of all subsidiary Board members retiring by rotation or end of term;**
- 8) Approved the 2026 schedule of meetings.**

9. Stock condition assurance

The Board were provided an update on our approach to stock condition surveys and proactively managing safety risks in complex buildings. A more detailed update was provided on our asset management approach in relation to Multi Storey Flats and the nature of some of the stock, including Large Panel Systems.

The Board discussed in detail our Large Panel System multis, noting that none of ours have a gas supply or basement level and that our proactive approach to managing all aspects of building safety risk through our Building Safety Assessment includes those multis.

The Board discussed the importance of our approach taking into account affirming that buildings were constructed to specification, and that repairs carried out over time are well documented and factored into condition assessments.

The Board discussed our approach to window and balcony checks and it was confirmed that these are undertaken at least every five years. It was explained that we are exploring more efficient ways to undertake such checks as part of our other repair and stock condition work.

Decided: The Board noted the contents of the report.

10. Group unacceptable actions policy

The Board were provided with a summary of the proposed updates to the Group Unacceptable Actions Policy ("the Policy").

It was agreed that the policy be updated to specifically reference the use of animals to intimidate or inflict physical harm.

Decided: The Board approved the Group Unacceptable Actions Policy, subject to the Group Chief Executive agreeing to the addition of wording to reflect the use of animals to intimidate or inflict physical harm.

11. Performance report

The Board were provided with a summary of performance against targets and strategic projects for the year to date.

The Board discussed the measures currently not achieving our target and how we are seeking to reduce the level of variance. It was confirmed that areas such as average days to let and arrears were strong areas of focus at Executive level. It was further explained that we are working closely with CBG on voids and that Universal Credit was having an adverse impact on arrears due to the five-week wait.

The Board discussed performance in relation to non-emergency repairs and agreed that, as long as satisfaction levels remain high, this is not a major concern.

Decided: The Board noted the contents of this report.

12. a) Financial Statements 2024/25

The Board were provided with a summary of the 2024/25 financial statements.

The Board noted that there were no unexpected variations and [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 1) Approved the 2024/25 Group financial statements;**
- 2) Confirmed the preparation of the financial statements using the going concern basis;**
- 3) Approved the Letter of Representation to KPMG and noted the related letter of representation from the Group CEO to the Group Chair;**
- 4) Approved the appointment of KPMG LLP as auditors for the 2025/26 financial year at the Annual General Meeting; and**
- 5) Noted the 2024/25 Group Report on Environmental, Social and Governance.**

The Board were provided with an update on Internal Audit's view on the adequacy and effectiveness of the Group's systems of governance, risk management and internal control, as assessed through delivery of the rolling Internal Audit Plan during 2024/25. It was noted that no material areas of concern were identified.

13. Finance report

The Board noted there were no material adverse variations for the year to date.

- 1) Noted the Group management accounts for the period ended 30 June 2025;
- 2) Noted the forecast full-year out-turn for 2025/26 at Appendix 1; and
- 3) Approved the RSL Borrower Group accounts at Appendix 2 for submission to the Group's lenders.

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15. AOCB

There was no other competent business raised.

Signed: **(Chair)**

Date: