

**WHEATLEY HOUSING GROUP LIMITED****SC426094****MEETING OF THE BOARD OF DIRECTORS****Wheatley House, Glasgow  
on Wednesday 17 December 2025**

**Directors Present:** Jo Armstrong (Chair), Maureen Dowden, Caroline Gardner, Alison McLaughlin, Bryan Duncan, Iain Macaulay, Ken Barclay, Jo Boaden, Manish Joshi, Lyndsey Teaz and Rhona Conteh.

**In Attendance:** Steven Henderson (Group Chief Executive), Anthony Allison (Group Director of Governance and Business Solutions), Pauline Turnock (Group Director of Finance), Alan Glasgow (Group Director of Housing), Laura Pluck (Group Director of Communities) and Sharon Wearing (Group Director of Wheatley Development and City Building).

**1. Apologies for absence**

Apologies were received from Pamela Paton

**2. Declarations of interest**

The Board noted the standing declarations of interest.

**3. Minutes of meeting held on 12 November 2025 and matters arising.**

**Decided:** The Board approved the minutes of the meeting held on 12 November 2025.

**4. Group CEO update**

The Board was provided with an update on a range of matters, including: the latest position in relation to the Scottish Government's plans to implement an equivalent of Awaab's Law in Scotland; the Scottish Law Commission report on tenement law and the expected implications if the recommendations are enacted; that S&P Global re-affirmed our credit rating at the end of November at A+ with a stable outlook; and recent awards and accreditations.

**Decided:** The Board noted the update

**5. Chair updates**

The Board was provided with a summary of the updates from the Audit, RAAG and WDSL Chairs.

A more detailed update was provided by the Chair of WDSL on the additional diligence work and Board scrutiny undertaken in relation to the potential projects at Albion Street and New Town Quarter.

The Chair of the Audit Committee provided a more detailed update on the progress at City Building (Glasgow) in relation to reverting to a more internal control focus within Internal Audit activity and the finalisation of their financial statements.

**Decided: The Board noted the updates.**

## **6. 2026-2031 Group strategy**

The Board was provided with feedback from engagement with staff and customers, subsidiary Boards on their five-year strategies and how this is reflected in the proposed Group strategy. It was confirmed that the key priorities such as damp and mould, quality of homes and the environment, quality of and satisfaction with services, including reducing hand-offs and improving communication, and partnership working, reflected the feedback.

The Board discussed the central role of the Wheatley Standard in guiding our investment decisions, setting a clear baseline and the need to balance delivery with affordability of rents.

It was agreed that establishing a Wheatley Standard and baselining our stock relative to that standard will be an essential step to thereafter costing and creating a roadmap for delivering the Wheatley Standard. It was agreed that the timescale for such a roadmap would need to balance factors such as cost, affordability and delivery capacity. It was noted that factors such as our credit rating and covenants would also be considerations.

The Board discussed our digital and data maturity focus, in particular, the desire to develop a single view of our customers and properties. The Board discussed a feasible timescale for achieving a single view of our property data. It was confirmed this would be at least 18-24 months as we redesign processes, consolidate and integrate systems and where necessary create new datasets.

The Board discussed the role of sustainability in our strategy and it was agreed that Wheatley Solutions consider this further, including whether it is covered in more detail within the Wheatley Solutions five-year strategy.

The Board discussed how the people elements of the strategy are measured. It was confirmed that the measures are driven in part by alignment with the Investors in People framework to allow us to receive independent assurance and consistency over time.

**Decided: The Board provided feedback on the draft 2026-2031 strategy and agreed that it would form the basis of a final version for approval in February 2026.**

## **7. Strategic partnership update**

The Board was provided with an update on the progress made towards the development of a strategic partnership with Wheatley Care from 1 April 2026.

The Board discussed the positive feedback to date from Trade Unions and the outcome of the formal staff consultation process, where no material concerns or issues were raised.

The Board sought an update on feedback from the senior staff in Wheatley Care and it was anticipated that the change in governance arrangements would impact future recruitment. It was confirmed the senior team are excited by the potential of the opportunities Wheatley Care can explore and do not anticipate any additional challenges in future recruitment.

The Board was updated on the engagement with the Care Inspectorate and local authorities and provided assurance that no matters of concern were raised.

The Board discussed the contractual arrangements being developed and that Wheatley and Wheatley Care will have independent legal advice throughout the process of agreeing on the terms.

**Decided: The Board noted the contents of the report.**

## **8. Strategic governance review**

The Board was provided with a summary of the findings of the independent strategic governance review and the proposals for how we respond to its recommendations.

The Board discussed the report, noted that it affirmed we have robust governance and that the recommendations related to refinements rather than the need for any major changes.

The Board agreed the report reflected areas we would wish to refine and that the proposed approach to implementing the recommendations was appropriate.

The Board agreed that sequencing earlier subsidiary Board upstream engagement was a key priority.

**Decided: The Board:**

- 1) Approved the proposed approach to implementing the Campbell Tickell recommendations as set out in Appendix 2;**
- 2) Agreed that we engage with the Loretto Housing Board on its future branding;**
- 3) Agreed the Group RAAG Committee review the Group structure at least triennially in the absence of any specific event or Board decision triggering an earlier review;**
- 4) Agreed the Group RAAG Committee oversee the implementation of the recommendations on the Board's behalf; and**
- 5) Noted the contents of the report.**

## **9. 2026/27 rent and service charge uplift**

The Board was provided with feedback from tenant focus group discussions and subsidiary Boards on the proposed 2026/27 rent and service charge setting proposals.

The Board noted that the final decision was subject to the feedback from the formal consultation with all tenants being considered by subsidiary Boards.



**Decided: The Board:**

- 1) Noted the contents of this report;**
- 2) Considered whether any changes should be made to the Strategic Risk Register, or if any matters discussed elsewhere during the meeting resulted in additional risks to be captured in the risk register; and**
- 3) Approved the proposed changes to the Strategic Risk Register.**

**12. Finance report**

The Board was provided an update on the financial results for the period to 31 October 2025 and on the 2024/25 City Building (Glasgow) Limited (“CBG”) financial statements.

The Board discussed repairs spend for the year to date and the variance to budget. It was explained that this was, in part, driven by deliberate action to reduce the number of live jobs as this adversely impacts service delivery. It was further explained that a higher average costs and summer demand has also increased costs.

**Decided: The Board:**

- 1) noted the Group management accounts for the period ended 31 October 2025;**
- 2) noted that CBG’s accounts are on schedule to be signed and filed by the deadline of 31 December 2025; and**
- 3) delegated authority to the Group Director of Finance to approve and execute the 2024/25 City Building (Glasgow) financial statements on our behalf as a Member.**

**13. Mechanical and Electrical Compliance and Repairs – contract award**

The Board was provided with a summary of the proposed contract award for the provision of Mechanical and Electrical compliance and the process by which the proposed procurement route was identified as the preferred option.

The Board noted the importance of having robust arrangements in place to enable us to meet our compliance requirements and using the contract to actively monitor and manage performance of the contractor.

**Decided: The Board approved the award of Mechanical and Electrical compliance and repairs to Equans Services Ltd for a period of three years with an option to extend for a further 24 months starting April 1<sup>st</sup>, 2026, based on a maximum contract value of £41,000,000 including VAT.**

**14. AOCB**

The Board sought and received an update on the planned approach and timing of the procurement of an external auditor.

**Signed:** ..... (Chair)

**Date:** .....