



**Meeting: BOARD MEETING**

**Date & Time: Tuesday 28<sup>th</sup> October 2025 at 5:30pm**

**Venue: 51 North Bridge Street, Hawick/via Microsoft Teams**

**Present:** Ronnie Dumma (Chair)  
Ian Davidson (V Chair) (ID)  
Wendy Davidson (Board Member) (WD) – by Microsoft Teams  
Alan Brown (Board Member) (AB)  
Simon Lynch (Board Member) (SL) – by Microsoft Teams  
Laura Ryan (Dr) (Board Member) (LR)  
Christine Stewart (Board Member) (CS)

**In Attendance:** Paul Scott (Chief Executive) (CEO)  
David Leishman (Head of Finances) (HoF)  
Sarah Lynn (Head of Property & Assets) (HoP&A)  
June Wilson (Executive Support Officer) (ESO)  
Sara Wilson (Observer)

The Chair welcomed Board Members, Staff Members and Sara Wilson who will be observing at this meeting.

## **Part 1 Standing Items**

### **1.1 Apologies for Absence**

Apologies were received from Board Members, Kate Christie & Johnny Pietranek and Staff Member Brian Pearson (Head of Housing).

### **1.2 Declaration of Interest**

Declarations of interest were noted for:

Item 2.2 – Rent and Service Charge Increase 2026-27 – Christine Stewart, Board Member.

Item 2.3 – Staff Annual Bonus – Paul Scott, David Leishman, Sarah Lynn & June Wilson – staff members

### **1.3 Minutes of Previous Special General Meeting (SGM) & Board Meeting (30.09.25)**

The Minutes of the Special General Meeting and Board Meeting held on Tuesday 30<sup>th</sup> September 2025 were approved and will be signed by the Chair and the Company Secretary as being an accurate record of each of the meetings.

### **1.4 Matters Arising from previous SGM & Board Meeting Minutes**

There were no matters arising from the Special General meeting (SGM) or Board Meeting minutes of 30<sup>th</sup> September 2025.

## 1.7 Future Meeting Dates

Tuesday 9<sup>th</sup> December 2025:

**Strategy Day (venue tbc), 9.30am-1:00pm** followed by Board Members Christmas Lunch.

## Part 2 Strategy

### 2.1 Mid-Year Budget & Cash Flow Review

The Head of Finance reminded Board Members that the Annual Budget was approved at the Board in March 2025 (paper BM/25/38) as was the Mid-Year Budget at the AICC meeting on 14<sup>th</sup> October 2025 (paper AICC/25/23).

This Mid-Year budget review contains updated assumptions where known and reflects the general activity of year-to-date position.

The Head of Finance highlighted:

- Net Income movement of £101k
  - Gross Rent changed to remove Upper Langlee – prudent approach taken that none of these units will be included in this year's budget given uncertainty of completion dates.
  - SBC Commercial Contract – reduced to match expected out-turn for the financial year.
  - Grants changed to include Social Adaptation award for the year.
- Net Expenditure movement of £158k
  - Staffing costs as detailed at 2.3 in the paper.

The HoF informed the Board Members apart from the details above there are no other proposed changes to the Mid-Year budget.

**The Board Members considered the revised budget and approved the contents of the financial report for the remainder of 2025-2026.**

### 2.2 Rent & Service Charge Annual Review 2026-27

Although Christine Stewart (Board Member) submitted a Declaration of Interest for this item it was agreed she would not need to leave the meeting whilst the item was being discussed.

The CEO informed Board Members that in line with the Rent and Service Charge Setting Policy all rent levels and other charges are reviewed annually with any increases being implemented from the start of April each year. On approval of this paper the level of increase and options will be presented to the tenants for consultation.

In line with the Housing (Scotland) Act 2001, section 25(a), the Board must consider feedback from the tenants following a consultation with them on the rent and service charge increases proposed for 2026-27.

The 2 options are set out in the paper for Board Members to consider.

The Head of Finance directed the Board Members to the financial viability of the outcome of the Rent & Service Charge increase options using worst case scenario to highlight the worse and best-case scenarios.

Referring to the table at section 2.1 and using an analysis on:

- a rent freeze – worst case scenario
- RPI only at 4.5%
- RPI +1% (5.5%) – best case scenario

Assumptions included in the analysis is a salary uplift and direct property costs at 4% and includes rent for newbuilds, phase 1 chargeable from December 2025 for 7 units and April 2026 a further 15 units.

The conclusions show that a rent freeze is not feasible, RPI at 4.5% is not favourable and that RPI+1%, 5.5% is more feasible to be able to continue planned maintenance at the same level as 2025-26 for 2026-27.

The financial forecasting software (Brixx) is used when calculating the annual Financial Plan and it is based on the assumption of the newbuild project being finalised as laid out in the paper.

For the rest of the paper assumptions have been based on RPI+1%.

The HoF spoke through the rest of the paper explaining the best-case scenarios based on the assumption of RPI+1% rent and service charges increase being applied.

He highlighted that in table 2.7 the anticipated impact on profitability shows that as long as a rental increase of RPI+1% is constant over the 5-year period a deficit can be avoided.

To ensure WH does not break their interest cover covenant, they need to maintain a 110% ceiling and the Gearing Covenant must not exceed 65% as stipulated by both lenders.

The CEO informed the Board Members that the consultation with tenants will begin in mid-November 2025 and conclude in January 2026 in time to bring a paper to the January Board meeting of the outcomes. It is hoped the responses from tenants will see an increase from last year and be more in line with the responses from 2023-24 as detailed in the paper. The consultations will be carried out digitally, at drop-in sessions which Housing Officers and the Tenant and Community Engagement Assistant will attend to discuss any queries in connection with the rent increase. At the drop-in sessions our Welfare Benefits Officer will also be in attendance to offer advice on welfare benefits.

The CEO highlighted that in section 4.1 the table shows that we are, comparably, broadly in line with the Borders social rent and generally higher than the Scottish average social rent.

Historically, as shown in the table at section 4.4 in the paper it is not an expectation that an increase of 5.5% will not be an outlier.

To demonstrate affordability, the SFHA Affordability Tool has been used against various property types, sizes and tenant circumstances.

The Tenant Satisfaction Survey conducted in the 2024 section of 'Value for Money', tenants ranked to keep rents affordable.

A few observations and queries were raised by the Board Members:

AB – the cashflow looks scary, when it goes into negative.

HoF – it does, but we also have various choices of actions that can be taken around our costs and future plans such as new build development.

ID – under comparability – Eildon is outlier with rent charges, is this due to the having newer properties?

CEO – Yes as Eildon do have newer properties and net zero components within the newer properties could be contributing to the rents being higher.

ID – Is our tenant base remaining stable?

CEO – there is not an increase in our turnover or void property numbers, and we also have a very large waiting list. This indicates that demand is still high for our properties.

ID – will any changes to welfare benefits payments have an impact as presently we have a high number of tenants on benefits?

CEO - Currently, welfare payments make up around 44% of our annual rental income. This highlights the need to ensure we keep abreast of welfare changes so that staff can respond and design services accordingly.

Chair – it is a big task trying to keep rents affordable for tenants.

CEO – The SFHA tool shows we meet the criteria, we need to convey to tenants the difference between 4.5% or 5.5% and what then can be done in terms of maintenance etc.

Chair – The current Business Plan states that the yearly increase should be at RPI + 1%?

CEO – Yes it does. For our new Business Plan we can look at whether this can change or needs to remain.

**Following the discussions, considering the various scenarios the Board Members approved and agreed:**

- **that tenants are provided with the two options outlined in the paper with further clarification of what reduction in improvements would be if the 4.5% option was applied.**
- **that the preferred choice from section 6.1 of the paper is Option 2 at 5.5%.**
- **to the proposed timetable for consultation detailed in the paper ahead of a final decision being made at the Board meeting in January 2026.**

### **2.3 Staff Annual Bonus Payment**

Having presented a Declaration of Interest for this item, staff members Paul Scott, Sarah Lynn, David Leishman and June Wilson left the meeting whilst the item was being discussed by Board Members.

Board Members noted the content of the paper and discussed the provision of a bonus payment for staff for 2025. Board Members agreed that a bonus of £200 should be awarded to staff who qualify.

On return to the room the Chair advised staff that Board Members had agreed that a bonus of £200 should be paid to staff who qualify for 2025. Those staff who do not qualify for bonus to receive vouchers as outlined in 2.2.

Board Members also noted that Bonus Payment provision should form part of the review of terms and conditions under Item 3 of Operational Business Plan 2025/26.

The CEO thanked the Board Members for their consideration and outcome of this item.

**The Board Members approved the Annual Bonus Payment of £200, distributed to staff as detailed in the paper.**

## **Part 3 Governance & Assurance**

### **3.1 Annual Board Governance Paper**

Following the conclusion of the 2024-25 annual reviews carried out by the Chair, Vice Chair and AICC Chair the CEO guided Board Members to the paper of the outcomes of the annual reviews.

The CEO highlighted areas within the paper which support compliance with Regulatory Standard 6 which requires that Governing Body Members and Senior Officers have the skills, knowledge and capacity to govern the Company effectively.

The paper shows attendance at meetings is quite strong at 81%, board expenses are within budget, and through the annual reviews areas for further training were highlighted including: Housing Development, Asset Management & Maintenance, ESG & Net Zero, Cyber Security and Partners views of Waverley Housing. These areas have been considered and will be incorporated into the 2025/26 training plan (attachment 1).

The Chairs Annual Review carried out by the Vice Chair and AICC Chair raised no concerns with positive key comments as included in the paper. The Chair will conclude his office bearer role in 2026.

The Board Succession Plan will be submitted to the Board in early 2026, which will be supported by the 2025-26 annual reviews being carried out in Mar-Apr 2026.

ID commented that the outcome of the Annual Reviews is positive and feels this is due to the dedication of the Chair. He knows the amount of time and dedication the Chair puts into his role.

The Chair was humbled by the comments, he expressed, when taking on the role of Chair it needs to be given 100%

The Board Members noted the paper.

### **3.2 UTB Loan Declaration**

The HoF explained to the Board Members that to finalise the Unity Trust Bank (UTB), a letter with specimen signatures of the Chair and Company Secretary is required to be sent to UTB.

The Board Members read the report and attached UTB Loan Declaration and fully understood and agreed to the content.

The Chair commented on the length of time the finalisation of the loan has taken, the CEO replied that there were many reasons this has taken so long and future learning can be taken from this.

The Board Members noted the content of the declaration.

### **3.3 Policies Review**

The CEO updated the Board Members in relation to Policies contained within the Employee Handbook which will be reviewed as part of a larger exercise when looking at staff and pay structure, employee benefits and general terms and conditions and that the Business Recovery & Continuity Plan will be presented to the AICC in the first instance at the February 2026 meeting.

The CEO guided the Board Members to the requirement of them to review and approve the following Policies:

Code of Conduct (Governing Board Members) – this Policy relates to Regulatory Standards 1, 5 & 6 and has been refreshed in line with SFHA guidance.

Code of Conduct (Employee) – this Policy relates to Regulatory Standards 1, 5 & 6 and has been refreshed in line with SFHA guidance.

Streamlined Eviction Policy – this new Policy relates to Regulatory Standards 1, 3, 4 & 5 and provides staff guidance when referring any case for eviction to ensure it is legally compliant and to ensure reasonable lawful steps are taken when implementing the Policy.

Tenancy Sustainment Policy – this Policy will supercede the Strategy in place at the moment. The Policy emphasises early intervention, flexibility, streamlined activity, partnership working, holistic and trauma informed approach to engaging and working with tenants at risk of losing their tenancy. It gives guidance to staff on how to support tenants. Monitoring of this Policy will be included with the 6 monthly Tenancy Sustainment Paper submitted to the Board.

WD noted that under section 1.3 of the Policy it states, 'trauma led' approach this should read 'trauma informed'.

**With the change made to the Tenancy Sustainment Policy as detailed above the Board Members approved the Code of Conduct (Employees) Policy, Code of Conduct (Governing Board Members) Policy, Streamlined Eviction policy and the Tenancy Sustainment Policy.**

### **3.3 Annual Assurance Statement – Annual Continuous Self Assurance Governance Report**

The CEO informed the Board Members that the paper submitted at this meeting replaces the continuous governance paper that is submitted at all other meetings throughout the year.

This paper relates to the Annual Assurance Statement letter (attachment 4) due to be submitted to the Scottish Housing Regulator by 31<sup>st</sup> October 2025 and to ensure that Board Members are confident that evidence set out in the Evidence Bank assures them that we are compliant with the Regulatory Standards and Regulatory Requirements, and will disclose any areas of non-compliance or any area that requires improvement.

The CEO noted that there have been no material changes over the last year, and the evidence in the Evidence Bank supports this. It is hoped the Board Members have found assurance with the past papers and the documentation in the evidence bank.

There have been 2 notifiable events submitted and acknowledged by the SHR:

1. Changes to the Articles of Association.
2. Confidential Paper submitted at the 30<sup>th</sup> September 2025 Board meeting.

All Governance Related Policies have been fully reviewed since the revised Regulatory Framework was introduced in 2019.

Out of the 27 Regulatory Requirements we are 93% compliant. There are 2 areas that require work to reach compliance - Human Rights & Equal Opportunities - these are linked with the new Integrated Housing Management System which once it is up and running data can be collected from the system.

The presence of RAAC in the office is being addressed, there is an action inspection regime in place with a timescale of 3 years to address this.

On approval of the Board the Annual Assurance Statement Letter will be signed by the Chair and the CEO will submit it to the SHR portal and display it on the Company's website.

Following discussion there were the following queries:

- ID - materially compliant, is this the case of reporting something, rather as not?  
CEO – Yes, we believe in being open & transparent, building a good relationship with the SHR and that requires us to communicate promptly and discuss any areas of concern.
- ID – working towards compliance – the 2 areas identified, is this seen as an issue for WH?  
CEO – there is no difference from last year in this area, therefore better to keep the SHR informed of what is in place to address the issue.

The Chair congratulated staff on the outcome of the Annual Assurance Statement for this year.

The Board Members agreed that information throughout the last year, in this paper and the One Drive Evidence Bank provides sufficient information and evidence to enable them to make a reasonable and justifiable decision.

**The Board Members approved the content of the Annual Assurance Statement, authorised the Chair to sign the letter and for the CEO to submit it to the Scottish Housing Regulator on their behalf.**

## Part 4 | Performance

### 4.1 | Business Plan & Risk Management Report – Q2

The CEO spoke to the paper and its update to the 25/26 Operational Plan at the mid year point.

The CEO reported that the breakdown of the 12 deliverables, which would be a typical representation for this time of year are:

- Completed – 0
- Underway – 9
- Not yet started - 3

The CEO highlighted the staffing review - when originally the operational plan was approved,

has since been split into 2 stages due to staff resignation. The first stage is complete with the 2<sup>nd</sup> stage due to take place in early 2026.

The Upgrade to our IT Systems – procurement for the IHMS has concluded, contract has now been signed and following a positive meeting with the contractor a programme is now in place with the implementation starting in June/July 2026.

As detailed in the paper the KPIs are presently in a position out of a total of 18 there are 3 off target but it is envisaged that these KPIs will be met by the end of March 2026.

The Risk Register is reviewed monthly by the Leadership Team, there are no changes in scoring and no additional risks at this stage. The risks are in a stable situation as detailed in the paper at section 4.

The CEO updated the Board Members in regard to ongoing recruitment of a Housing Officer, there has been a good response to the advert with the latest count of 30+ applications.

The Board Members noted the content of the paper.

#### **4.2 Financial Management Accounts – Q2**

The HoF spoke to the report which gives Board Members the most up to date financial breakdown at the end of quarter 2.

He reported we are sitting in a good position with a surplus of £287k against a budgeted profit of £159k, details of the breakdown are included in attachment 1.

The HoF explained the variances of income and expenditure which has led to the surplus figure.

Following a meeting with the AICC Chair, the HoF informed the Board Members that the pre-payments will be included in the Q3 Management Accounts.

The Q2 Financial Management Accounts were submitted and approved at the AICC on 14<sup>th</sup> October 2025.

The Board Members noted and discussed the contents of the paper.

#### **4.3 Staff Training & Recruitment Report**

The CEO spoke to the bi-annual report highlighting that from the last paper submitted there have been 8 leavers and 1 staff member in the process of leaving as detailed in the paper at section 2.

When a post becomes vacant, it is the responsibility of the Head of the Section to review the position prior to re-advertisement.

Details of successful, ongoing and future recruitment are:

Successful

- Electrician – started 27<sup>th</sup> October
- Property Services Assistant – starting 3<sup>rd</sup> November

Ongoing

- Housing Officer

## Future

- Deputy Chief Executive
- Assistant Director of Governance
- Senior Property Officer

There has also been exploration of recruiting an interim Director of Asset Management to join the Leadership Team for a fixed term contract or in the capacity of a consultant until 31 March 2026.

Section 4 of the paper sets out an update of staff enrolled in professional qualifications with the Company's assistance.

- The Chair raised a query on having 2 joiners leaving, there has been no recruitment in this capacity, is this why there has been an increase in subcontractors' costs?

The HoP&A noted that she is looking at the overspend on subcontractors but also highlighted that some of the costs were in relation to staff absenteeism. Once the review has been carried out this may lead to an advertisement for a further joiner.

The CEO also noted that the costs will be affected with it being the first year of using a zero-based budget.

- WD enquired what is the plan for the interim Asset Management post after 31<sup>st</sup> March 2026.

CEO – We are looking for someone who will be available to start immediately, which may be a consultant. From 31<sup>st</sup> March 2026 this area will be captured by the Deputy CEO. It is likely to be April before the Deputy CEO can take up post.

The CEO explained that a consultant has been engaged to provide Development Consultancy for New Build Development, this consultant – Emma Gary will not cover Asset Management.

- ID asked – what is the contingency?

The CEO reported that the situation will remain as is, although with the newbuild project being covered by the consultant this takes the pressure off him for this project.

The Board Members noted the paper and delegated authority to the CEO to appoint an interim Director of Asset Management.

## **4.4 Complaints & Compliments Mid-Year Report**

The CEO spoke to the mid-year report on complaints and compliments to give Board Members a level of assurance and further information on performance in both areas.

Complaints are detailed in section 2 of the paper with a comparison against 2024-25. All complaints have been responded to. He noted that majority of complaints received are in relation to reactive repairs.

Compliments are detailed in section 3 of the paper with a comparison against 2024-25. He noted that majority of compliments received are in connection with reactive repairs.

FOI, Data Subject Access Requests and Data Breaches, detailed in section 4 of the paper shows there have been 4 FOI requests and no DSAR's or Data breaches.

- ID enquired in relation to complaints, staff conduct is highlighted, is this an issue?

The CEO explained that in terms of absolute numbers it is relatively low, however it is monitored on an ongoing basis and there are no major themes showing up. Staff, have to at times deal with challenging circumstances which unfortunately can lead to complaints being received.

The Board Members noted the report.

#### **4.5 Contractors & Consultants Mid Year Report**

The HoP&A spoke to the paper providing Board Members with a mid-year report on any updates to the approved contractor and consultant list; performance of emergency and non-emergency repairs performance and planned and cyclical maintenance expenditure.

The approved contractor & consultant list has 2 consultants to be added:

1. Emma Gary Housing Consultancy – in the interim will be providing expert advice on the Company's New Build Development programme.
2. Hjaltland Trading Ltd – covering H&S advice.

And 2 Companies who have requested to be removed from the list:

1. Dobbie & Michie
2. Roxburghe Homes Solutions

Performance of Emergency repairs up to 30<sup>th</sup> September 2025, WH trades team are completing these repairs on average within 2.1hrs and subcontractors are completing the repairs within 2.8 hours.

Non-Emergency Repairs are being completed by Waverley on an average of 8 days and subcontractors on an average of 6 days.

The planned and cyclical programme completions as at 30<sup>th</sup> September 2025 is at 46%, it was noted that Inchmyre & Kelso works are not due to start until October 2025.

The HoP&A will be meeting with SBHA to discuss the communal asbestos checks.

- AB enquired about the non-emergency response times regarding Clamp & Pringle having only completed 67% of the expected repairs.

HoP&A informed the Board Members that as the rough casting cannot be done in the wet weather, timelines have fallen behind, she has, however, been in touch to look at improving their targets.

- The Chair enquired, the works to be carried out at Inchmyre, are these dependent on SBHA?

HoP&A – Yes, we only have 4 properties in the area, but we keep in touch with SBHA to ensure WH tenants are looked after.

**The Board Members noted and discussed the contents of the paper and approved the additions and deletions to the Approved Contractor List.**

#### **4.6 Health & Safety Action Plan Update**

The CEO directed the Board Members to the paper that Elizabeth Sinclair (ES), Health & Safety consultant, prepared for the Board following her onsite presence in the office week beginning 20<sup>th</sup> October 2025.

As noted in the paper processes have begun to address the Action Plan and as further

updates are achieved the Board Members will be updated.

During the week onsite ES met with the Policy Working Group to carry out Policy & Procedure Writing training and met with the Risk Assessment Group where training was carried out to develop risk assessments.

To provide the Board and CEO the paper detailed the next steps that will be carried out for 2025.

The paper gave an update on Awaab's Law (England) which is in place from 27.10.25 we await dedicated guidance from Scottish Government.

- LR enquired about the noise element detailed in the 3 phases in the paper. Will this be part of the Scottish Law?

The CEO expects that will not be part of Scottish legislation as this will be covered under Anti-Social Behaviour (ASB).

The Board Members noted the paper.

#### **4.7 Development Report**

The CEO spoke to the paper noting within the paper there has been no change regarding section 2 since the last Board meeting in September 2025.

As detailed in Section 3 there has been formal notification from Clarks re the handover of block 6 of 7 units on the 10<sup>th</sup> December 2025.

The CEO was onsite on the 27<sup>th</sup> October and reported there was not a great deal of difference from when the Board Members visited at the Summer Engagement Event on 19<sup>th</sup> August 2025, therefore was skeptical as to whether this date would be achievable.

There is a further meeting with the contractors on 29<sup>th</sup> October, and it is hoped to see a lot more progress with the external areas of the site. Emma Garry(EG), Development Consultant will be attending this meeting following her appointment earlier this month.

Monthly meetings will be replaced with fortnightly meetings, and we are looking for improved communication from Clarks and clarity that these 7 units will definitely be ready for handover on 10<sup>th</sup> Dember.

Following a member query, it was agreed that there will be no public communications carried out until the whole of Phase 1 has been completed and all tenants have successfully moved into their properties.

There has been movement with the contract and it is anticipated the signing will take place soon.

In regard to the issues with Scottish Water, they have requested further information from WH. The ultimate goal is to see an increase in the original offer given to WH in respect of the Reasonable Cost Contribution without the need to embark on a potentially costly litigation process. Board Members will be kept updated with progress in this area.

The Board Members were guided to section 4 - Financial Impact. It was noted that the grant received and apportioned should not all necessarily be to phase 1. EG, Head of Finance and the CEO will be working closely together over the next period of time and will be preparing a clearer financial breakdown for phases 2 and 3 of the Newbuild project.

It is hoped that this work will culminate in a presentation at the Annual Strategy Day on the

financial impact phase 1 has had on both current and future development plans. The Chair noted, following the training session delivered prior to the Board meeting on Long Term Financial Planning and Covenants for Board examples of costings were discussed whereby each unit will cost £350k and the impact this puts on the return in rent to WH.

The CEO noted that although this could result in a negative return to WH it is not always a reason not to go ahead. It is, however, important that the Board are aware of this and factor that into the decision making process over the longer term.

The Board Members noted the paper.

## **Part 5 Items for Discussion**

### **5.1 Chair's Items**

The Chair asked the Board Members to respond to the meeting invites that have been sent out to them for the Board and, if relevant, the AICC meetings for 2025-26

The Strategy Session on 9<sup>th</sup> December 2025 (venue to be confirmed) will be covering the 2026-29 Business Plan and the Newbuild Development. Could Board Members please try and come along to this event. It will be followed by an informal lunch for Board Members.

### **5.2 Chief Executive's Items**

The CEO informed the Board that he had attended the Rural and Islands Housing Association Conference (RIHAF) in Dundee, which he found the presentations to be informative and useful.

The SFHA Finance Conference due to take place on 11<sup>th</sup> & 12<sup>th</sup> November will be attended by the CEO and HoF.

## **Part 6 Items for Information**

Sept

Share – courses and qualifications,

Oct

Share's Committee/Board training brochure (Jan-Jun 26), courses

## **Any Other Competent Business**

None

The Chair thanked everyone for attending and for their input into the meeting.

The meeting closed at 7.25pm

Certified as an accurate record.

\_\_\_\_\_Chair

\_\_\_\_\_Company Secretary

\_\_\_\_\_ **Date**