



**KINGDOM HOUSING ASSOCIATION  
BOARD MEETING**

**HELD ON MONDAY 25 AUGUST 2025**

**5:30pm**

**HYBRID MEETING AT SALTIRE CENTRE, GLENROTHES, KY6 2DA**

**PRESENT:** Linda Leslie (Chair) Guy Thomson  
Julie McKinnon Carol Watson  
Blair Louden David Redpath  
Loretta Mordi Brad Gilbert

**PRESENT VIA VIDEO  
CONFERENCING:** Mark Easton Ian Crocker  
Graeme Mackay

**IN ATTENDANCE:** Tom Barclay (Group Chief Executive)  
Dan Blake (Group Director of Communities)  
Calum Kippen (Governance & Communications Director)  
Lesley Janes (Finance Director)  
Gilian Maton (Corporate Governance Manager)  
Diane Rennie (Digital Director, for Agenda item 7 only)  
Tricia Hill (Development Director, for Agenda item 15 Section A only)  
Paul White (Support & Care Director, for Agenda item 15 Section A only)

Reference to abbreviated Job Titles in the Action Column:	<b>BM</b> - Board Members <b>GCE</b> - Group Chief Executive <b>GCD</b> - Governance & Communications Director <b>CGM</b> - Corporate Governance Manager <b>DD</b> - Digital Director <b>FD</b> - Finance Director <b>GDofC</b> - Group Director of Communities <b>GDofCS</b> - Group Director of Corporate Services <b>PA</b> - PA to Chief Executive
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The Chair welcomed everyone, both in person and virtually, to a hybrid meeting of the Board of Management.

It was noted that Board Members had an opportunity to ask questions ahead of the meeting. These were uploaded to Admincontrol ahead of the meeting.

1. **APOLOGIES**

Sinclair Young, Stephen Swan (Special Leave of Absence), Leigh Grubb

*The Governance & Communications Director (GCD) was invited to present.*

The GCD advised that Stephen requested a leave of absence via the Chair due to personal reasons until April 2026. This is a longer than normal period of absence request, so if approved we would ask that Stephen does attend the Strategy Session in December to stay in touch with the Board. We recommend that the Board approves the leave of absence.

The Board **approved** the special leave of absence request until April 2026.

2. **DECLARATIONS OF INTEREST**

The Chair highlighted that Board Members may have an association or working relationship with other organisations that work in partnership with Kingdom and whilst this may not be a direct conflict of interest the relationship should be declared as a standard declaration. It was noted that if Board members are in doubt about what to declare, speak to the Chief Executive or Governance and Communications Director.

The Board **noted** that Linda Leslie is a Board member of KSC. It was agreed that Linda could remain at the meeting while this item is being presented, however will not participate in any decision taken.

The Board **noted** that Loretta Mordi is a Board member of KI. It was agreed that Loretta could remain at the meeting while this item is being presented, however will not participate in any decision taken.

The Board **noted** that Tom Barclay is a Board member of KI and KSC. It was agreed that Tom could remain at the meeting while these items are being presented, however will not participate in any decisions taken.

3. **TO APPROVE THE MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 16 JUNE 2025**

The Chair asked for any points of accuracy, none were identified.

The minutes were **approved** by Carol Watson and Loretta Mordi.

**ACTION BY**

**GCD**

4. **MATTERS ARISING FROM THE MINUTES OF THE BOARD OF MANAGEMENT MEETING HELD ON 16 JUNE 2025**

The Chair advised that all are complete or included in the papers.

5. **MINUTES FROM THE COMMITTEE MEETINGS HELD SINCE THE LAST BOARD MEETING**

*The Governance & Communications Director (GCD) was invited to present and invited the Chair of the Audit, Finance & Risk Committee to provide a verbal update on their meeting on 13th August.*

The Board **noted** the minutes for the;

- Staffing Committee on 23 June 2025
- Customer Services Committee on 29 July 2025

*The Chair of the Audit, Finance & Risk (AFR) Committee provided the below update;*

**Internal Audit Reports**

A representative from Henderson Loggie provided updates on the additional stock audit, which was rated satisfactory with 1 medium grade recommendation and 5 lower grade recommendations. He noted that good progress has been made but recommended that further progress is required before the follow up report in early 2026.

The Customer Voice audit also received a satisfactory grade with 1 low level recommendation. The Audit Chair recommended that everyone reads this audit report as it covers a lot of the different ways we are getting the customer voice involved.

**Gillies Review Report**

The AFR Chair commended the Governance Team for the report provided to the AFR Committee to provide assurance on Kingdom's governance procedures, when measured against the findings and 18 recommendations in the published 'Gillies Report'. He advised that the AFR Committee were satisfied with the report, which we are due to consider in agenda item 12.

**Annual Accounts**

The external audit went well, and we received a clean audit report from RSM. The Group accounts are being presented at agenda item 9 and the AFR Committee noted they are happy to recommend the Board adopt and sign the Group accounts, the letter of representation and letter of support for KI. He wanted to draw particular attention to

the letter of representation, as although the Chair signs the letter, the responsibility sits with the entire Board.

### **Policies**

The Committee approved an update of the Communications Policy and approved an interim update to the Financial Regulations. They also approved the closure of the Car Loan Policy, which remains in place for those loans currently active.

### **Strategic Risk Register**

The Committee reviewed 3 strategic risks and were happy with the register, and the 3 risks reviewed.

The Board **noted** the verbal update.

Members commented on the worthy analysis of the Gillies Review and thanks given to staff for taking the time to provide this assurance.

**CGM**

## **6. CHIEF EXECUTIVE REPORT**

*The Group Chief Executive (GCE) was invited to present.*

### **SECTION A: ITEMS FOR SPECIFIC APPROVAL:**

None

### **SECTION B: HIGHLIGHTED ITEMS:**

#### **2.1 People and Culture (Connecting You Sentiment)**

The GCE explained there is an open anonymous channel of communication for staff to communicate directly with him, based on which he has been communicating back with the full organisation at regular intervals. The GCE noted that he had already been discussing utilising this channel as an additional element in support of the Group's Whistleblowing Policy and will examine further to determine if that's an appropriate future supporting action. The GCE emphasised the need for high quality and continued engagement with all our people, especially as we manage the changes we are going through in the Connecting You journey, and to listen to their feedback, as well as any ongoing concerns.

#### **2.2 The 6 Strategic Enablers ("Super Six")**

##### **2.2.3 Group Business Estate**

In an update to the paper provided, the GCE confirmed that the tender is now live, and we are working towards requesting approval of

the main contractor at the November meeting, which will be additionally supported by a final pre-start cost analysis and business plan assessment. The Development team remains confident that tender delay will not have an impact on completion and handover, estimated as December 2026.

#### **2.2.4 Environmental, Social & Governance (ESG) Journey**

In addition to the report provided, the GCE advised that the preferred candidate has verbally accepted the Sustainability Graduate Trainee role and comes with a very credible skillset and impressive background. We agreed to provide the Board with more detail of the candidate and their role when they have formally accepted their offer as part of the ESG update in November.

GCE

#### **2.3 Kingdom Voice**

A lot of work has gone into our Kingdom Voice framework, and we will use this framework to promote co-production in as many significant aspects of the Group's work as is practically possible.

#### **2.4 Gillies Report into the Financial Oversight and Decision Making at the University of Dundee**

The GCE said he was really pleased that this report had landed well with Members as discussed at item 5.

It was agreed that there was not sufficient time during the meeting to discuss the 3 questions posed, and that Board Members will provide any feedback to the Governance Team or directly to the Governance Manager, via email;

GCM

1. Do Board and committee members feel confident in challenging the financial information presented to them?
2. Is there sufficient clarity on the role of the Board relative to the AFR committee in relation to review of quarterly financial information?
3. Do Board members feel adequately engaged in the establishment and monitoring of budgets, including critical financial assumptions?

The GCE invited questions/comments from the Board, who then asked about the Fit for the Future Review (F4F) and the resource impact/requirement. He reminded the Board that this work was always part of the original programme and has been designed as a reflective evaluation. It will consider issues of resource balance, workflows, any current process barriers and the like, providing the final evaluation ultimately to the Staffing Committee.

In terms of the current position on F4F, it was noted that the Steering Group met earlier today, and the supernumerary resource has already been reduced to around 2 FTE. The GCE concluded by noting that the Staffing Committee will be kept very close to this process.

## **SECTION C: RECURRING MATTERS**

The Board **noted** the content in Section C.

### **7. DIGITAL STRATEGY REPORT**

*The Digital Director (DD) was invited into the room here at 1753 and invited to present.*

The DD thanked Board Members for attending the dedicated digital session last Monday. This session resulted in several risks being identified, which were added to the digital paper and uploaded to Admincontrol.

She advised that the digital milestones and actions within the delivery plan will be updated with new ones created upon approval of the strategy.

She **noted** that there was a request for a deep dive on the identified risks to be carried out through the Audit, Finance & Risk Committee.

The Board then **approved** the Digital Strategy.

*The Digital Director was excused from the meeting here at 1756.*

### **8. BOARD APPRAISAL FEEDBACK REPORT**

*The Governance & Communications Director (GCD) was invited to present.*

## **SECTION A: ITEMS FOR SPECIFIC APPROVAL**

### **1.1 Results**

The GCD started by thanking Members for their participation in the appraisal process; the Chair and Vice Chair for their time in carrying out the 1-1 meetings and to the Governance Team for planning and supporting throughout the process and devising the action plan presented for approval today.

**CGM**

He summarised that the main themes coming out of the appraisal process were;

- Papers
  - To reduce the volume of operational/non-essential information coming to the Board.
- Customer voice
  - To increase opportunity and visibility of the Customer Voice in Board and Committee papers.
- Finance Training
  - To upskill non-finance Board Members in their finance knowledge and confidence through training
- Tailored training needs
  - To offer training specific to the training needs of each Board Member.

#### 1.1.4 Action Plan/Commitments

The GCD explained that the action plan looks slightly different this year as it identifies commitments from the Executive side and from the Board Members side and asked if Board Members had any questions on the plan.

Board Members discussed the use of the Document Library to host some of the additional Board paper information, and they agreed that it caused difficulty in accessing the information, ultimately noting that they'd prefer it sat within the papers themselves. Discussion continued on the volume of papers, and it was agreed that the Governance Team will seek to find out how other peer organisations manage their board papers, and if there are any areas for improvement with our own in terms of structure and volume. This will be a discussion topic at the December strategy session.

Board Members also considered if they provide enough steer to our Exec Team on the information they want to receive. It was **agreed** that this could be a topic for discussion at the strategy session in December.

**GCD**

The Board then **considered** the need for a Board Member recruitment exercise to take place within the next 6 months and **agreed** that this is necessary, specifying a digital and finance skills gap on the Board currently.

**CGM**

The Board **approved** the board appraisal action plan and **noted** that they will receive quarterly progress updates.

**CGM**

9. **ANNUAL ACCOUNTS REPORT 2024/25**

*The Finance Director (FD) was invited to present.*

**SECTION A: ITEMS FOR SPECIFIC APPROVAL**

**1.1 Group Audited Financial Statements for the year ended 31 March 2025**

The FD summarised the content of the paper provided, highlighting a few of the main adjustments made, namely the impairment of the Saltire Centre and Leslie Court (£406k and £440k), and the abortive costs at James Bank (£360k), due to not moving forward with previous projects.

Board Members challenged the large write-off for James Bank and sought some additional information on the lessons learned, and a reflection of what led us down a certain route, causing us to later backtrack.

The Group Director of Communities (GDC) explained that some very mature work was carried out on the original project plan to move our Direct Access Service to a new location and create a Care Academy within the existing building. However, the work would have used up about one third of KSCs cash reserves and reduced the capacity of the Direct Access Service by 50%. The KSC Board ultimately made the decision not to proceed with the project.

The Group Chief Executive declared his interest in KSC as a KSC Director here and acknowledged the challenge from this Board on the significant actions of a subsidiary, which in this case led to the write-off. GCE agreed to take the observations of this Board back to the KSC Board, with the suggestion that moving forward, KHA will be given more of a line of sight on any potential large KSC projects at an earlier stage.

The Board then **approved** the accounts for the year ended 31 March 2025 and granted **delegated authority** to the KHA Chair, Chair of Audit, Finance & Risk Committee and the Company Secretary for signing.

**1.2 Letter of Representation and Letter of Support**

This letter of representation is a standard audit process in which the auditors state the responsibilities of the Board in relation to the audit, and the Board acknowledges it has complied. A copy of the letter was

**FD / CGM**

provided and contains a series of standard clauses with the exception of clause 11, which requires the Board to confirm it has approved a new loan agreement for the refinancing of the £6m KHA/KI loan repayable by KI on 1 March 2026.

The FD confirmed that the letter was considered by the Audit, Finance & Risk Committee and both the Group Director of Corporate Services, and the Finance Director stated that each of the representations can be confirmed.

The letter of support was also provided, which reaffirms the Board's financial support for KI and confirms that KHA will not, to the detriment of KI and its other creditors, seek repayment of the inter-company creditor and loan balances for at least the next 12 months. This is required by RSM to support the going concern basis on which the accounts have been prepared.

The Board **approved** the letter of representation and the letter of support and **delegated authority** to sign the letters to the Chair.

**FD / CGM**

## **SECTION B: HIGHLIGHTED MATTERS**

### **2.1 Audit Findings Report**

The FD confirmed that Kelly Adams from RSM attended the Audit, Finance & Risk Committee to present the audit findings, and the report confirms there are no material unadjusted audit errors. Further it notes that RSM are providing a clean audit report in respect of the Group and subsidiary accounts, with only 1 minor control recommendation. The FD provided a verbal overview as below;

Main audit risks and key findings to highlight to Board:

- Value of defined benefit pensions scheme - satisfied with calculations and assumptions from The Pensions Trust, a third party source
- Going Concern - Budgets & cash flows reviewed and RSM gained assurance that an appropriate basis of going concern had been applied for each entity. In KHA, disclosure of the £6m loan would need to be in the letter of representation and support.
- Valuation of fixed assets - need for impairment for Leslie Court (£400k) and an adjusted error of £213k for Saltire to write down to the land value. Lower Mill was queried due to the scheme being paused, however net carrying value after grant is £163k which is below trivial threshold
- RSM highlighted that management should review liabilities to ensure they are true liabilities. FD confirmed that this will be done as part of transfer of balances to XLedger.

- RSM also noted an increase in revenue development costs not capitalised partly because of the write off of £360k at James Bank.
- 3 adjusted errors:
  - Saltire impairment, Leslie Court impairment and reclassification of NHT grant
  - Unadjusted errors across the Group of £149k in aggregate, which is considered not 'material'
- Clean audit report issued for all Group entities.

## 2.2 KSC & KI

The Board **noted** Section B of the report.

10. **TREASURY APPROVALS REPORT**

*The Finance Director (FD) was invited to present.*

**SECTION A: ITEMS FOR SPECIFIC APPROVAL**

**1.1 KHA / KI REFINANCING AGREEMENT**

**THIS MINUTE HAS BEEN REMOVED AS IT CONTAINS COMMERCIALY SENSITIVE INFORMATION**

The KI Board approved the terms of the loan agreement on 19 August 2025 and delegated authority to the Chair of the KI Board to sign the agreement.

The KHA Board **approved** the terms of the loan agreement and **delegated signing** of the loan agreement to the Chair.

**THIS MINUTE HAS BEEN REMOVED AS IT CONTAINS COMMERCIALY SENSITIVE INFORMATION**

**1.3 Private Placement Interest Cover Covenant Renegotiation**

The Board **noted** the request to **approve** the amendment to the Private Placement interest cover covenants via written resolution between Board Meetings, as the next meeting is not until 19 October.

11. **SECRETARY'S REPORT**

*The Governance & Communications Director (GCD) was invited to present in the Secretary's absence.*

The GCD explained that Rule 68 of our Rules states the following;

*At the last Committee Meeting before the annual general meeting, the Secretary must confirm in writing to the Committee that Rules 62 to 67 have been followed or, if they have not been followed, the reasons for this. The Secretary's confirmation or report must be recorded in the minutes of the Committee Meeting.*

Although the Secretary was not present at this meeting, the GCD assured that he has spent time with our Governance Manager before going on annual leave to gain assurance on Rules 62 to 67 and provided the below confirmation in the report provided;

*"As Secretary of the Association, I can confirm that a system of regular checks has been implemented to audit the various minutes, registers,*

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*and I am happy to confirm, in accordance with the requirement of rule 68, that rules 62 – 67 have been followed.”*

Board Members **noted** the Secretary’s report ahead of the Annual General Meeting per the Rule of the Association.

## 12. **MANAGEMENT ACCOUNTS & TREASURY REPORT**

*The Finance Director (FD) was invited to present.*

### **SECTION A: ITEMS FOR SPECIFIC APPROVAL**

None.

### **SECTION B: HIGHLIGHT MATTERS**

#### **2.1 Q1 Management Accounts**

##### **2.1.1 Statement of Comprehensive Income**

The FD highlighted that the Q1 Management Accounts show an **operating surplus** of £2.6m which is on track with the budget of £2.6m.

The Board **noted** Q1 management accounts to 30 June 2025.

#### **2.2 Review of quarterly management accounts by Audit, Finance & Risk Committee.**

The FD explained that the Audit, Finance & Risk Committee, and the subsidiary Boards of Directors had discussed the review process for quarterly management accounts. She highlighted that we only have 3 AFR meetings per year, so there isn’t an opportunity for all quarterly accounts to pass through AFR for review, which means there is an inconsistent process at present.

The Chair of the AFR Committee advised that the ultimate responsibility for oversight of the Association's financial position and performance rests with the Board, and that the Board should not rely solely on the AFR Committee. He would be in favour of the quarterly management accounts being presented directly to the Board. The GCE confirmed that the Board can delegate the task to the AFR Committee, but can’t delegate the ultimate responsibility. He also noted that the organisation needs to continue to work with all Board members, especially those members whose core skills are non-financial, to more fully understand the Group's finances and reporting.

It was **agreed** by Board Members that the quarterly management accounts will go straight to the Board for review. At each of its meetings, the AFR will be provided with assurances as to the status of the group's financial reporting with any material exceptions reported. This might provide an opportunity for a 'deep dive' on any material financial control issues or concerns. The committee will not however be asked to review the quarterly management accounts.

It was **noted** that Board Members are keen to upskill in understanding a set of accounts.

### **SECTION C: RECURRING ITEMS**

The Board **noted** the content of Section C.

#### **13. PERFORMANCE REPORT**

*The Governance & Communications Director (GCD) was invited to present.*

The GCD took the report provided as read and summarised that we are presenting the previously agreed "big 9" key performance indicators (KPIs) to the Board, with three rated green; 3 rated amber and 3 rated red. We have provided management comments for all ambers and reds. He invited the Group Director of Communities to comment further on the areas for improvement.

In relation to total re-let days, the GDC explained that we have completed an end-to-end, keys-to-keys process review, and we can now further analyse data into our localities, and on which he is confident this number is improving. July has already reported 36 days, which is positive.

In relation to arrears, the GDC explained we have been upskilling 10 of our Neighbourhood Officers who hadn't previously handled arrears, and we've also updated and re-established relationships with external legal partners. He is confident we have the right teams in place and that we will see an improvement in Q2.

Board Members acknowledged the hard work in Q1 following a period of significant change and re-shaping. They raised a slight concern that we are only forecasting 5 of the 9 to be green by the end of the year. GCE agreed with this concern, noting that the Executive Team remains focused on delivering all aspects of reporting within the targets set and will continue to work hard in order to achieve this.

Board Members asked that the Customer Services Committee remains close to performance with a deep dive into any low-performing areas, on as live as basis as the cycle of reporting will allow.

The Board **noted** the report

#### 14. **DELIVERY PLAN REPORT**

*The Governance & Communications Director (GCD) was invited to present.*

##### **1.1 RAG Rating Approach**

The GCD presented an updated approach to the RAG status in the Delivery Plan, where a milestone can be rated amber if it misses its deadline, if the risk to the business isn't significant. The date box will be highlighted in red instead to show the deadline missed, with a newly projected completion date.

The Board **agreed** to this new approach to RAG status.

The GCD further explained that there were 46 milestones due in Q1, and we completed 31 (67%). We have requested 29 new dates throughout year 2, and we are deferring 9 milestones into year 3 and 1 into year 4.

The GDC explained some of the above;

- 9 deferrals in the delivery plan are linked to digital and data infrastructure
- 2 deferrals are related to SHNZS publication, for which we are still waiting for the Scottish Government to provide some information, and the decision to postpone KSC becoming a charity.
- Other projects with new dates include EBITDA, the digital strategy, F4F review, which have all made excellent progress with some pieces falling short due to external factors.
- The updated integrated asset management strategy has missed its deadline, but will be coming to the Board in October.

The GCE provided assurance to the Board that he has a strong focus on delivery in the business, which has formed a regular aspect of Executive Team discussion and review. GCE suggested that from his perspective, there may have been some over-ambition and some under-estimation of the number of interdependencies across Delivery Plan activities, which the Group Directors will need to manage going forward. The GCE noted that Group Directors will look at the planning process very carefully going forward, to ensure a 360-degree view of what we are delivering in the Group is taken.

The **Board** noted the report.

*Rule 36 of KHA Rules states that Meetings must not last longer than two hours unless at least two-thirds of the Members present agree after the end of that time to continue the meeting.*

*The Chair sought approval from the Board here at 1920 to continue the meeting should it exceed two hours. All members **agreed** they were happy to continue.*

## 15. **COMMUNITIES REPORT**

*The Development Director (DD) and Support & Care Director (SCD) were invited into the room here at 1921.*

*The DD presented item 1.1*

### **SECTION A: ITEMS FOR SPECIFIC APPROVAL**

#### **1.1 Disposals from KHA to KI for MMR (45 homes) - Blairhall, Pool of Muckhart and Craigtoun Phase Two.**

The DD sought approval of disposals from KHA to KI through an intercompany lease for the purpose of mid-market rent with details provided in the paper and consent forms provided in the document library.

Board Members were advised that following approval, a notifiable event would be submitted to the SHR as required.

The Board then **approved**

- the disposal of the four homes at Blairhall, Fife by way of an intercompany lease between Kingdom Housing Association and Kingdom Initiatives for the purpose of mid-market rent.
- the disposal of the 12 homes at Pool of Muckhart, Clackmannanshire by way of an intercompany lease between Kingdom Housing Association and Kingdom Initiatives for the purpose of mid-market rent.
- the disposal of the 29 homes at Craigtoun, St Andrews by way of an intercompany lease between Kingdom Housing Association and Kingdom Initiatives for the purpose of mid-market rent.

*The DD and the SCD presented item 1.2*

## **1.2 Approval in Principle for Capital Funding for Redevelopment of James Bank Centre**

The Board **approved** the in principle capital investment in the refurbishment of James Bank to provide 12 self-contained flats for the Direct Access service managed by Kingdom Support & Care and 8 homes for mid-market rent **noting** that the project will come back to the Board for final approval once we have a fixed price tender, which will include updated cost plan and risk analysis.

*Carol Watson left the meeting here at 1935.*

## **1.3 Development Approvals - Broich Road, Crieff, Perth & Kinross - Ogilvie Homes & Blairhall Dunfermline**

The DD sought approval for two new developments as outlined in the paper.

Board Members asked if “off the shelf” options are rare and the DD advised that we are approached quite often, but the opportunities don’t always fit with our plans. We call these projects windfalls.

The Board **approved**;

- the project at Broich Road, Crieff subject to the receipt of a formal offer of grant of £2.054m from the Scottish Government.
- the project at Blairhall, Fife subject to the receipt of a formal offer of grant of £0.281m from the Scottish Government.

### **SECTION B: HIGHLIGHTED MATTERS**

The report was taken as read and there were no questions.

The Board **noted** section B.

### **SECTION C: RECURRING MATTERS**

The report was taken as read and there were no questions.

The Board **noted** section B.

*The Development Director and Support & Care Director were excused from the meeting here at 1940.*

## **16. CORPORATE SERVICES REPORT**

*The Governance & Communications Director (GCD) was invited to present in the absence of the Group Director of Corporate Services (GDSCS).*

## **SECTION A: ITEMS FOR SPECIFIC APPROVAL**

### **1.1 Board Member Re-Election - 9 Year Rule Process at AGM**

The GCD confirmed that nobody reached the 9 year rule this year, but two Board Members will reach it next year.

In line with Rule 42.1 the Board **agreed** to the nomination of Bradley Gilbert for election onto the Board at the upcoming AGM.

### **1.2 Annual Assurance Statement Process**

The Board **noted** the Annual Assurance Statement evidence list in Appendix B and **noted** the statement will be presented for approval at the October Board meeting.

### **1.3 Special General Meeting and Annual General Meeting 2025**

The GCD explained a need to call a Special General Meeting this year to look at our investment plan and borrowing powers within our Rules.

The Board **approved** calling the SGM in accordance with rule 21.1.

The Board **approved** the SGM and AGM agendas with no suggested amendments.

### **1.4 KHA Scheme of Delegation**

The Board **reviewed** and **approved** the KHA Scheme of Delegation

### **1.5 Membership Policy**

The Board reviewed and **approved** the KHA Membership Policy

### **1.6 Changes to Charity Law**

The Board **noted** the requirement for KHA to submit Board Member information to OSCR and that there is an opportunity to opt out of publication until 31st August, after which their data will be submitted.

### **1.7 Board Strategy Events**

Board Members will recall that attendance at the January Group Strategy Session is difficult, and we wanted to gain the opinions of Board Members as to how we could structure this differently.

The Chair asked, that given the time, we send round a survey after the meeting to gain the opinions of Board Members.

### **1.8 Board Equality & Diversity**

Board Members **noted** the request to complete the anonymous diversity questionnaire by **31 August 2025**.

### **SECTION B: HIGHLIGHTED MATTERS**

The report was taken as read and the FD gave a verbal update below;

**THIS MINUTE HAS BEEN REMOVED AS IT CONTAINS COMMERCIALY SENSITIVE INFORMATION**

The Board **noted** the update.

#### **17. ANY OTHER BUSINESS**

**THIS MINUTE HAS BEEN REMOVED AS IT CONTAINS COMMERCIALY SENSITIVE INFORMATION**

The Board **approved** the draft minute provided in **Appendix 1**.

#### **18. CONFIDENTIAL ITEM**

*All staff were excused from the meeting here at 8pm with the exception of the Group Chief Executive, who presented the items.*

*The Minute is held separately.*

#### **19. DATE OF NEXT MEETING**

Monday 20 October 2025 at 5.30pm

Signed: