
BOARD MINUTES

Date of Meeting - 15 September 2025

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Minute/information removed or edited due to information relating to personal/confidential items or being commercially sensitive.

Board Minutes

Name of Meeting	Board Meeting	Date of Meeting	15 September 2025
Venue of Meeting	Bill Dickie Suite	Time of Meeting	5.15pm

1. Welcome

In person

A McFarlane, K Gibb, R Brown, N McKay, A Newlands, D Boyle, E Walker, S Watson

Teams

S Dodson

Apologies

R Hughes, A Glen

In Attendance

C Garmory (Chief Executive), L Beresford (People Director), N Macholla (Finance and Corporate Services Director), F Smith (Customer Service Director), S Young (Property and Development Director), L Hughes (Minute)

Attendees

C Garmory confirmed that the meeting was quorate.

2. Election of Chairperson

A McFarlane did not join the meeting.

- 2.1 The Company Secretary C Garmory led this item. She advised in accordance with Rule 37.6:

The Board must be assured that any Board Member who has continuous service on the Board of nine years or more and who is seeking re-election is able to demonstrate his/her continued effectiveness as a Board Member before he/she may stand for re-election.

She confirmed that after a formal appraisal process with Freya Lees from NorthStar Consultancy, A McFarlane had demonstrated effectiveness to continue as a Board Member.

Members present approved that A McFarlane has effective skills, knowledge and objectivity to continue as a Board Member.

- 2.2 C Garmory advised Board that in accordance with Rule 59.5:

The Board will elect the Chairperson of the Association; the Secretary and any other Office Bearers the Board considers necessary. The Chairperson and other Office

Bearers will be appointed on an annual basis at the next scheduled Board Meeting held after each annual general meeting.

- 2.3. She confirmed that A McFarlane was willing to continue as Chairperson for another year and the Board **approved** his re-appointment. She advised Members that the Chair of the Audit Committee would be re-elected prior to the next meeting on 20 November 2025.

A McFarlane joined the meeting.

C Garmory, Company Secretary handed the meeting to Chairperson Andrew McFarlane, congratulating him on his appointment.

3. Declaration of Interest

- 3.1. The Chair advised Members that they could declare an interest at any point and reminded them if they wished to have a discussion without staff present then they could ask for staff to leave the room at any point in the meeting.
- 3.2. He reminded Members that if any points made during the meeting would indicate non assurance, then these should be raised. He also asked Members to alert him if they considered any points could result in a notifiable event.
- 3.3. Members were advised that any substantive questions raised on the portal should be addressed to the relevant Director at the appropriate time.

4. For Approval

4.1. Annual Assurance Statement - Confidential

Minute/information removed or edited due to information relating to personal/confidential items or being commercially sensitive.

4.2. Innov8 Restructure Update and Approvals - Confidential

Minute/information removed or edited due to information relating to personal/confidential items or being commercially sensitive.

4.3. Wellbeing – Non-Confidential

- 4.3.1. L Beresford introduced this report and noted that the purpose is to update Board on our strategic commitment to employee wellbeing. She confirmed that it introduces the proposed framework and background work for our Wellbeing Approach 2025 - 2030, which is designed to embed wellbeing as a core organisational priority. She alerted Members to the Wellbeing wheel, which outlined our six key areas of focus.
- 4.3.2. Members agreed that they were satisfied with the approach and enquired how the outcomes would be measured. L Beresford confirmed that current figures are the baseline, which will be measured in two ways, via our quarterly pulse surveys and external accreditation, including our Investors in People Wellbeing status, which is presently silver.

- 4.3.3. With no more questions Members **approved** our Wellbeing Approach acknowledging the commitment will be measured through accreditation outcomes, wellbeing indicators, and employee engagement metrics.

4.4. **EDI Vision and Roadmap – Confidential**

Minute/information removed or edited due to information relating to personal/confidential items or being commercially sensitive.

4.5. **Landscape Maintenance Contract Variation – Confidential**

Minute/information removed or edited due to information relating to personal/confidential items or being commercially sensitive.

5. For Oversight and Monitoring

5.1. **Annual Audit Committee Report – Non-confidential**

- 5.1.1. E Walker (Chair of Audit Committee) introduced this report advising it is a requirement of the remit of the Audit Committee to provide this report annually and present it to CVHA Board. She also noted that this report provided input to the work required to support the Annual Assurance Statement. She confirmed that this report was scrutinised by Audit Committee on 21 August 2025. She further informed Members that at the meeting she had hosted a closed session for both external auditors RSM and internal auditors TIAA. She advised that both partners had been very positive about CVHA staff and their commitment to the audit process, she asked for her thanks to be passed on to the Finance Team of whom RSM were very impressed by the team's band width of experience and knowledge.

- 5.1.2. She noted that this detailed report was a true reflection of the views and opinions of Audit Committee and the work carried out across the last 12 months.

- 5.1.3. With no further questions Board **noted** the contents of this report.

6. Minutes of Meetings and Action Log

6.1. **Action Log**

- 6.1.1. With no comments the action log was **approved**.

6.2. **CVHA Minutes – 25 August 2025**

- 6.2.1. Board **requested** a change to 3.4.9 as outlined below:

Approved the principle of offering a Car Salary Sacrifice scheme using a third-party provider, to be potentially launched by February 2026 with further assurance to be provided to Board prior to approval.

- 6.2.2. With no further comments, subject to the change noted at 6.2.1, Board **approved** the minutes as a true record of the meeting of 25 August 2025.

7. Group Parent Monitoring - Confidential

7.1. Board **noted** the Audit Committee minutes from the meeting on 21 August 2025.

7.2. Board **noted** the CVPS minutes from the meeting on 3 September 2025.

All CVHA Officers left the meeting except for L Beresford, C Garmory and L Hughes (minute)

8. AOCB

8.1. L Beresford introduced the confidential board paper that had been circulated to board members via CVHA email with a password. She confirmed that this paper was in two parts, firstly to request to board to consider a settlement agreement for a staff member and to provide an update on an ongoing staff matter to which Board were aware.

8.2. Members discussed both in detail and agreed to **approve** the settlement agreement and were satisfied that legal advice would be taken by both parties. They also **noted** the update to the staff matter.

9. Date of Next Meeting

17 November 2025 and the Special Board Meeting regarding Douglas on 27 October 2025 (Teams).