

EAST LOTHIAN HOUSING ASSOCIATION

A meeting of the **ELHA Board** was held on Thursday 25 September 2025 at 4.00pm, at the Maitlandfield Hotel, Haddington.

Present:	Brian Logan	(1/1)	Eileen Shand	(1/1)
	David Rose	(1/1)	Katrina Hamilton	(1/1)
	Iain Atkinson	(1/1)	Pamela Macleod	(1/1)
	Maureen Batten	(1/1)	Andrew Philip	(1/1)

In attendance: Martin Pollhammer, Chief Executive
Karen Barry, Director of Housing.
Gary Alison, Director of Finance & Corporate Services
Charlie Cooley, Director of R3 & Asset Management
Eric Stoddart, Executive Support Officer (Minutes)

GENERAL

Before formally opening the meeting, the Chair welcomed Andrew Philip to his first Board Meeting. The rest of the attendees then briefly introduced themselves to Andrew.

- 1. Apologies**
Alan Forsyth (0/1), Peter Ewart (0/1), and Paul Hillard (0/1).
- 2. Declarations of Interest by ELHA Board Members**
There were no Declarations of Interest.
- 3. Minutes of Meeting of 21 August 2025**
The Minutes were approved by the ELHA Board. They were proposed by David Rose and Seconded by Katrina Hamilton.

The Chair then signed the Minutes.
- 4. Action List**
The ELHA Board noted the Action List.
- 5. Matters Arising**
There were no matters arising.

GOVERNANCE

- 6. Election of Office Bearers**
The Chair highlighted that there were three principal roles to be filled: Chair, Vice-Chair, and Secretary.

The Chair invited the outgoing Secretary, Karen Barry, to chair the meeting, and the outgoing Secretary then invited nominations for the Chair.

Chair:

Brian Logan was proposed by Eileen Shand. There were no further nominations, and the proposal was seconded by David Rose. The ELHA Board **approved** the appointment of Brian Logan as Chair of the ELHA Board.

From this point Brian Logan resumed as Chair of the meeting.

Vice-Chair

Brian Logan proposed Eileen Shand as Vice-Chair, and this was seconded by Katrina Hamilton. There were no other nominations, and the ELHA Board **approved** this appointment.

Secretary:

Brian Logan proposed Karen Barry as Secretary, and this was seconded by Katrina Hamilton. There were no further nominations, and the ELHA Board **approved** this appointment.

7. Other ELHA Board Appointments

The Chair advised that the Association currently has two Sub-Committees (the Risk & Audit Committee, and the Governance Committee). In addition, there is one Advisory Committee (the Joint Consultative Committee, JCC).

As this is the first meeting since the Association's AGM, membership of the Committees and JCC should be confirmed. A minimum of three and a maximum of eight members can sit on the Committees, although in practice, membership is expected to be six to seven members. Up to three members can sit on the JCC. The Chair should not be a member of the Risk & Audit Committee.

The Chair noted the separate paper (Appendix 1), which showed the current membership of the ELHA Board's Sub-Committees, Advisory Board and the R3 Board, and proposed that all those listed remained in post, and this was **approved** by the ELHA Board.

The Chair also proposed that new member Andrew Philip join the Risk & Audit Committee, given his financial background. Andrew Philip agreed to this, and this was **approved** by the ELHA Board.

The Chief Executive suggested that it would be helpful to have another member for the Governance Committee, increasing membership from the current six, to seven. However, there were no nominations for the role, so the status quo remained.

The R3 Repairs Limited Board is appointed annually by the ELHA Board. It consists of up to six members, three of which are expected to be ELHA Board members (but can be ELHA members of staff), and three who are independent members. The R3 Board can appoint Directors in between the annual re-appointment process.

It should be noted that as part of the Governance Review, it was confirmed that R3 Board appointments could be made on three-yearly terms, however the ELHA Board has not made any decision as to whether or not to change to three-yearly appointments. This could be problematic in any case as ELHA Board terms of office may not sit alongside three-yearly appointments to the R3 Board. At this stage, R3 Board Members have only been asked about their willingness to stand for the coming year.

There are currently three ELHA Board members serving on the R3 Board, Alan Forsyth, Peter Ewart, and Iain Atkinson, and all three are prepared to stand again. ELHA does not wish to place staff members on the R3 Board unless it is unavoidable. The ELHA Board needs to confirm which members of the ELHA Board will sit on the R3 Board in 2025/26.

There are three independent places available on the R3 Board, and three existing members, in Peter Hayman, Shona Mitchell, and Nick Pollard. However, Peter Hayman has advised that he does not wish to stand again, so there is currently one independent vacancy on the R3 Board. The R3 Board is reviewing its Succession Plan. The two other serving independent members of the R3 Board have indicated their willingness to continue, and the ELHA Board is asked to confirm Shona Mitchell's and Nick Pollard's re-appointment as Directors for 2025/26.

The Chair noted that with the retirement of Peter Hayman as an independent Director of R3, there was a vacancy to be filled. However, as there were no current candidates, it was agreed that any appointment to fill that position would take place in due course.

It was noted that one Representative Member for EVH is required (who, if required, is able to cast the Association's vote at General Meetings). David Rose is the current Secretary of EVH, and is ELHA's representative member. EVH take details of a second member who can act in the Representative Member's absence, and this responsibility is normally taken by the Chair.

The Chief Executive highlighted that this will be the first year that ELHA has not appointed an SFHA Representative Member. This is due to a change in the SFHA's constitution. Instead, the most senior member of staff in each member organisation is asked to cast any vote or convey any similar decision to the SFHA.

Finally, although not related to ELHA (since it is a standalone charity, so this is for information only), the Board of the Care & Repair Charitable Trust has always had some ELHA Board representation. Currently David Rose serves on the Charitable Trust Board.

The following memberships were **approved** by the ELHA Board for 2025/26:

- a) Risk & Audit Committee: Maureen Batten, Peter Ewart, Alan Forsyth, Katrina Hamilton, Paul Hillard, David Rose, and Andrew Philip.
- b) Governance Committee: Alan Forsyth, Katrina Hamilton, Paul Hillard, Brian Logan, David Rose, and Eileen Shand.

- c) Joint Consultative Committee: Alan Forsyth, Katrina Hamilton, and David Rose.
- d) R3 Repairs Board: Iain Atkinson, Peter Ewart, and Alan Forsyth as the ELHA Board member representatives, and Shona Mitchell, and Nick Pollard as independent members.
- e) Representative Member of EVH: David Rose with the Chair to act as EVH Representative Member in the absence of the nominated Representative Member).

The ELHA Board also **approved** to delegate responsibility to the Risk & Audit Committee for electing a Chair to the Risk & Audit Committee, and to the Governance Committee for electing a Chair to the Governance Committee.

8. **Code of Conduct and Eligibility for Membership**

The ELHA Board members were reminded of the Model Code of Conduct for Board Members, and the Chair emphasised to everyone that they need to complete their Code of Conduct Form, Declaration of Interests Form, and Eligibility for Membership Form, and return these to the Executive Support Officer. The Chief Executive noted that members could not continue to serve on the ELHA Board, if they did not complete and return these forms.

Any ELHA Board member who has not received, or mislaid their forms, should contact Eric Stoddart, Executive Support Officer, to request copies be issued.

9. **ELHA Board Calendar 2025/27**

The Chief Executive noted that the dates in 2025 are already agreed, dates in 2026 are now confirmed, and dates in 2027 are provisional.

Pamela Macleod queried the ELHA Board meeting shown for 29 February 2026, as 2026 is not a Leap Year. The Chief Executive thanked Pamela for picking this up, and the Director of Finance & Corporate Services confirmed that this should in fact be Thursday 19 February 2026.

The ELHA Board **approved** the ELHA Board Calendar 2025/27, subject to that change.

10. **Secretary's Report**

The ELHA Board homologated the use of the Seal in respect of the Membership Certificate issued to Andrew Philip, Longniddry.

PRIORITY ITEMS

11. **Financial Regulations Update**

The Director of Finance & Corporate Services explained that the Governance Review report by Altair recommended (at Action GP6) that ELHA update the Financial Regulations.

The key proposed changes are detailed with the covering report by the Director of Finance & Corporate Services. There are also several changes to be made to take into account naming changes, including:

- Director of Finance, now Director of Finance & Corporate Services
- Management Committee, now ELHA Board
- Audit & Assurance Committee, now Risk & Audit Committee
- Risk Management Strategy, now Risk Management Framework.

In addition, given ELHA only has one subsidiary, R3, references to 'subsidiaries' have been replaced with subsidiary, other than in Section 6.1, which refers to the creation of future subsidiaries.

Maureen Batten queried the wording at 2.3.1 around the Risk & Audit Committee 'will resolve ELHA's strategy for addressing insurable risk'. The Chief Executive proposed that clearer wording for this be considered, and that alternative wording for this section would be reported back via the 'Action List' to the next ELHA Board meeting (November 2025), and this was accepted. The Chair asked if there were any other comments, but there were none.

The ELHA Board **approved** the revised Financial Regulations Policy.

POLICIES

12. Policy Review Summary

The Chief Executive highlighted that there had been an update to the 'Neighbour Nuisance & Antisocial Behaviour' policy. The Director of Housing explained that this was an unscheduled update following a review of the policy against the EVH Landlord Safety Manual (LSM) to ensure that both were aligned. It has been agreed that guidance within the LSM will be adopted.

The ELHA Board noted the Policy Review Summary Report.

ANY OTHER BUSINESS

There was no other business, and the meeting closed at 4.16pm.

DATE OF NEXT BOARD MEETING

Thursday 27 November at 7.00pm at Head Office, Haddington.

**ADOPTION OF THESE MINUTES APPROVED AT THE MEETING ON
27 NOVEMBER 2025**

Signed

(Chair)