PRESENT	IN ATTENDANCE
Sheenagh Simpson (Chair)	Andrea Wood (CEO)
John Paterson	Alison Wood (Director of Finance)
Ann McGuigan	Gordon Anderson (Director of Housing, Development & Corporate Services)
David Meechan	Glenn Harrold (Director of People and Organisational Development)
Paul Hush	Jean Ramsay (Director of Support)
Wendy Hall	Asa Brooks (Governance, Regulation and Compliance Manager)
James Cox	Leam MacKeown (Inclusion Manager – Supporting TAG)
Liz Matheson	
Mary Parker	

ACTION

1.1 APOLOGIES

The Board expressed their deep sadness about the recent news that Board member Jack Crombie and former Board member Angus Turner, had recently died. Both had been founding members of Key, and were integral to its work. The Board noted that our condolences had been passed on to their families.

Apologies were received from Daniel McCafferty and Gillian Anderson.

1.2 DECLARATIONS OF INTEREST

A Board Member declared an interest in respect of agenda item 1.5.2.

1.3 MINUTE OF PREVIOUS MEETING (11.3.26)

The minute of the previous meeting was approved.

1.4 MATTERS ARISING

The Chief Executive explained that there had been a delay in circulating the appraisals and these will be sent to members this week, with a return date of two weeks time where possible. This would allow the feedback to be collated before the Governance session on June 17th. It was noted that four Board members are due to meet with the Chair in person as part of this process. GM/Chair

ACTION

1.5 STAFFING ISSUES

This agenda item was taken in camera at the end of the meeting

1.6 REVIEW GROUPS

1.6.1 Finance (5.5.26)

The Director of Finance provided a verbal update from the Review Group, advising that the main item of business was the five-year financial projections, which were agreed. It was noted that the starting position for these may be updated once the year-end accounting disclosure has been received, which is due prior to submission at the end of the month. DF

1.6.2 Housing Development (13.5.26)

The Director of Housing provided a verbal update, confirming that the Review Group had approved the Annual Return on the Charter under delegated authority, with submission to the Scottish Housing Regulator scheduled by the end of May. The Group also reviewed tenant satisfaction survey results, noting the areas which will require attention over the coming year. DH

The Board noted the main agenda item had been a comprehensive review of the objectives and risk profile within the Housing Strategic Plan. Tenant safety, affordability and meeting the anticipated requirements which will arise from the new energy efficiency standard remain key areas of risk and are detailed in the risk register along with associated mitigation actions.

1.7 AUDIT COMMITTEE – MINUTE OF MEETING (5.5.26)

The Board noted that the annual internal audit report had been presented to the Audit Committee, which included seven audits, one of which had substantial assurance and six of which had reasonable assurance.

1.8 RISK MANAGEMENT REVIEW

The Chief Executive spoke to the Risk Management Review for 2026, which was approved by the Board. It was noted that the Employer National Insurance Contributions risk, which had been a key issue in the previous year, is no longer reflected in the current risk register following the mitigating actions being progressed during 2025.

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The Board noted that organisational performance remains strong, with continued compliance with regulatory requirements and positive Care Inspectorate outcomes. Workforce pressures remain a key consideration, although recruitment has shown improvement and the organisation has maintained its commitment to paying the Real Living Wage.

The Chief Executive highlighted that a significant change in the risk profile relates to digital systems, noting the transition to externally hosted systems. However, it was noted that this approach presents a lower overall risk compared to maintaining in-house systems, particularly in relation to data security.

The Board discussed developments within the wider sector, including an increasing number of service transfers and consolidation activity among providers. It was noted that Key's growth has historically been incremental, responding to local requests for support, external opportunities and service transfers. The Board considered whether a different approach should be adopted and discussed the potential risks and implications of organisational growth, including in relation to Key's values and the financial position of potential partners.

It was agreed that a separate meeting could be arranged to allow further detailed discussion of these strategic considerations and the Chief Executive invited members to let her know if they were interested in attending. The Board emphasised the importance of maintaining alignment with Key's core values in any future approach. CEO

In response to a query regarding workforce trends, the Director of People advised that staff turnover is often linked to individuals receiving training and experience with us then moving to higher-paid roles in the public sector, although a number of staff subsequently return to the organisation. A smaller proportion of departures relate to pay and rota considerations.

1.9 SHR ENGAGEMENT PLAN

The Governance Manager spoke to the report, which was noted by the Board. The Engagement Plan published by SHR at the end of March states that Key's regulatory status is "compliant" and Key remains "systemically important" due to the scale of our operations.

1.10 ANNUAL PROCUREMENT REPORT

ACTION

The Director of Housing spoke to the report, which was noted by the Board. The Board acknowledged that the procurement activities outlined ensured full compliance with legal requirements. Members also noted that the implementation of internal audit recommendations has further strengthened our approach, with a greater number of activities being incorporated within formal procurement arrangements. In addition, the Board welcomed consideration of joining an established framework for agency staffing.

1.11 WRITE-OFF OF NON-RECOVERABLE DEBT

The Director of Finance spoke to the report, outlining the debtor balances which will inform part of the year-end external audit.

Noting the circumstances behind each of the debtor cases, and the ongoing attempts to recover debt where possible, the Board approved the write-offs of the non-recoverable debt for Key, as detailed in the report.

1.12 BOARD GOVERNANCE SESSION (17.6.26)

The Governance Manager spoke to the report. The Board noted the draft programme for the Governance Session due to be held on 17 June, which would include a review of the collective appraisals from Board members, the annual review of the composition of the Board and an overview of recent SFHA guidance.

1.13 TENDER AND DEVELOPMENT REPORT

The Board noted the the report, which contained the summary of all tenders that Key considered through the year, the reasons for us declining to submit tenders where relevant and the results of those we did submit. The Board agreed that the reasons for us participating, or not, in the listed procurement exercises were appropriate and reflected Key's values, strategic aims and approach to risk management.

The Director of Corporate Services highlighted the successful outcome of the Glasgow framework, noting that all existing support arrangements transferred to the new hourly rate at implementation. It was noted that discussions are ongoing regarding potential support reductions.

The Board noted that a West Dunbartonshire tender is expected.

The Director also referred to a successful tender outcome in North Ayrshire, with the organisation successfully securing the service it applied for. The Board noted that this

ACTION

will involve the transfer of staff to Key from an existing provider in July.

1.14 BOARD UPDATE

The Chair advised the Board of Dave Le Sage's intention to retire from the Board following a period of leave, noting his 19 years of service and his significant contribution to the organisation. The Board recorded its thanks and appreciation.

The Chief Executive advised that, following recent changes to Board membership, there is a need to recruit additional members. It was noted that a range of approaches will be taken, including utilising existing networks and targeted recruitment, with the potential for wider recruitment activity if required. The Board approved initial approaches being made to a number of identified individuals. — CEO

The Board discussed the importance of ensuring an appropriate balance of skills and experience, as well as maintaining diversity in Board membership. It was agreed that Board members would also put forward any potential candidates for consideration.

The Board approved the resolution to appoint Paul Hush as a director of KHA Developments Limited. The Board also approved the appointment of David Meechan as Chair of the Audit Committee, noting that further arrangements will be made to strengthen the Committee's membership.

2. HOUSING, DEVELOPMENT AND ADMINISTRATIVE ISSUES

2.1 Bank Mandates

The Board approved the new bank mandates, and amended were for noting.

2.2 Proposed Property Purchases – Dunoon and Port Glasgow

The Director of Housing spoke to the proposal to purchase a property in Dunoon, currently leased by Key to support a young person. The Board noted that acquisition of the property would provide continuity of support and prevent the individual from becoming homeless. It was noted that grant funding is anticipated from the Scottish Government and the local authority. The Board approved the purchase.

The Director also spoke to a proposal that Key purchase a property in Port Glasgow to meet the needs of a young person identified by the local authority. It was noted that the Council and Scottish Government have provided in-principle agreement to part fund the purchase, with an element of mortgage required. The

ACTION

Board approved the purchase and delegated authority to progress the acquisition. DH

2.3 Service Transfers

The Board noted the transfer of one individual's support from another provider to Key on 13 April 2026, within North Ayrshire. This included TUPE transfer of two of the three existing employees.

2.4 Request for Approval – Scottish Charity Awards

The Board approved the attendance of two members of staff at the Scottish Charity Awards ceremony on 11 June 2026.

2.5 Entitlements, Payments & Benefits Policy Amendment

The Board approved an amendment of the Entitlements, Payments and Benefits Policy so that the Chief Executive is authorised to approve attendance by our people at events to mark awards, achievements or other significant milestones relevant to our business instead of the Board. The Chief Executive will also have delegated authority to authorise staff receiving or accepting hospitality associated with Key's work and that of our partners, where the value of the hospitality is greater than £60.00.

2.6 Leases

The Board noted the signing of two new lease agreements for offices in Coatbridge and Kilmarnock.

The Board also noted the renewal of two further leases, one for an office in Coatbridge and one for a worker base in Sanquhar.

3. AOB

No other business was considered.

4. DATE OF NEXT MEETING

The Board will next meet on Wednesday, 17th June 2026.