Minutes of Meeting

Meeting: Board Meeting
Date: Thursday, 21 May 2026
Time: 6.00pm
Venue: Board Room, Soha's office

Present:

Naomi Barrand	David Mody	Martyn Thorne
Victoria Dingle (via Teams)	Peter Nkum	Kate Wareing
Mark Goldring (Chair)	Peter Sloman	
Emma Luddington	Hayley Smith	

Apologies:

Claire Davis
Dave Lakin

Also in attendance:

Warwick Ainsworth-Parker, Interim Director of Housing and Communities
Matt Archer, Director of Service Redesign and Digital Transformation
Andy Tollett, Director of Property Services
Jeremy Vickers, Interim Director of Finance and Resources
Penny Finburg, Head of Finance and Treasury
Beau Rickerby, Managing Director of Soha Response
Marisa Elliott, Governance and Regulation Manager / Company Secretary

Observers
Jo Garvey, Members' Forum
Chris Hearn, Members' Forum

Announcements

The Chair welcomed Jo Garvey and Chris Hearn from the Members' Forum to the meeting as observers.

Declarations of Interest

The Chief Executive declared an interest in item 69c, the Personnel and Remuneration Committee Minutes.

69a. Approval of Minutes	Actions
The minutes of the Board meeting held on 26 February 2026 were approved subject to an amendment to the 2026/27 KPI for routine repairs. The proposed target was set at 80% which was below the median level of 83%. The Board asked for it to equal the median and the minutes will be amended accordingly. **Resolved:** **That the minutes of the Board Meeting held on 26 February 2026 be signed as a true and accurate record subject to the amendment mentioned above.** **69b. Soha Response Board Minutes** The Chair of Soha Response provided a summary of the meeting which took place on 24 April 2026. He advised that at the end of year, outturn was close to budget which meant that the majority of the continency was unused. He noted that at the year end, we achieved a target of 90% for emergency repairs, 70% for urgent repairs and 63% for routine repairs. Resident satisfaction is at 76% which is an increase from 70% at the same time last year. Productivity is also at target. **Resolved:** **That the Board notes the minutes of the Soha Response Board meeting.** **69c. Personnel and Remuneration Committee Minutes** The Chair of the Personnel and Remuneration Committee provided a summary of the meeting which took place on 12 May 2026. She noted that staffing numbers increased during the year from 181 to 241 to include Soha Response. The CIH qualifications are going well with the third cohort of staff about to begin their courses. She gave an update on Board recruitment for both the resident and independent member roles. She confirmed that she will shortly be contacting interested residents for an informal chat about the Board role and other engagement activities. The Chair of the Personnel and Remuneration Committee noted that the appraisal of the Chief Executive had been carried out by the Chair of the Board. The Committee agreed that the Chief Executive had given an excellent performance over the previous year despite the numerous challenges.	

Resolved:

That the Board notes the minutes of the Personnel and Remuneration Committee meeting.

70. Matters Arising Tracker and Wallboard Ideas

It was noted that most items on the Tracker are either on this agenda, are not yet due or have been completed (and can therefore be removed from the Tracker).

Item 11 - Assurance that Suppliers do not have any Modern Slavery or Human Trafficking Issues
The Board agreed to defer the date to November 2026 to align with the update to our approach to procurement.

Item 42i & 42iii- Amendments to the Consumer Standards Performance Report
The Board agreed to defer the date for changes to the Consumer Standards performance report to July 2026 to align with planned changes to the performance report.

Item 59 - Update Locality Map to Include the New L&Q Homes
This item has been completed although it hadn't been noted on the Tracker. It can be found on the website at soha.co.uk/localities

Item 60ii - KPI on Housing Ombudsman Severe Maladministration Cases
The Board agreed to defer introducing a KPI until next year but noted that outcomes will be reported within the Consumer Standards report.

Wallboard Items

Members were encouraged to add items for discussion or thought to the Wallboard via Marisa.

Proposed Future Items for Longer Discussion by the Board

The Chair advised that following discussions at appraisals, we have decided to trial having some time at each Board meeting for longer conversations on a specific topic. He advised that several topics had been proposed on the attached list and welcomed feedback and further suggestions from members.

Reports

71. Leadership Team's Key Issues Update

The Leadership Team provided a written update to members on key external trends and internal issues. The external update was noted and no questions were raised. A couple of internal issues were highlighted, and these are detailed below.	
<u>Internal Update</u> **1. Fire Risk Assessment Actions** The Director of Property Services advised there are 19 outstanding actions from the 2023/24 program of which 17 relate to the communal lofts at Cholsey Meadows and will be discussed as part of item 78. The other two actions have been instructed to contractors as part of the 2025/26 works. He advised we have two actions from the 2024/25 program, both of which are minor works to fire doors and have been instructed to contractors. The Director of Property Services advised there are 2,751 actions outstanding, down from 3,123 last month for the 2025/26 program. In addition, 180 new actions were raised during the month. Of the total actions, 26 are urgent with 23 relating to the estates team. These involve the removal of combustible items stored in cupboards and the creation of a policy around this. He noted that work has taken longer than anticipated as residents have had use of these cupboards for many years without challenge, and so we are meeting a degree of resistance but are enforcing. The other three actions are with contractors, and they have been instructed to prioritise. There are a further 144 high risk actions, 104 of which are overdue. These are a mixture of works between estates and contractors, and again these have been prioritised. We now have two new contractors appointed to assist with closing out the actions making four in total, and are working to complete works as soon as possible subject to access. A member commented that although the Board is updated on progress, should it also receive the details of the monitoring of the glide path. Members also raised concerns on the storing of items in cupboards and suggested that these are locked and given codes which are not shared with residents. It was noted that this was one of the solutions being considered. **2. Update on Stock Condition Surveys** The Director of Property Service advised that, to date, we have 86% of properties with a stock condition survey carried out in the last five	

years, this is up from 73% at the last Board meeting and leaves 989 properties still to be surveyed. He noted that the pace has started to drop and we are seeing more challenges to gaining access. We are looking at options for evening and weekend appointments to ensure we get the best possible chance to reach all properties. The Director of Property Service advised we are still on track to be close to 100% by the summer. We will also be asking a third-party surveyor to carry out a validation exercise against our data. A member enquired about any components which are found to be in poor condition and whether a revised date for upgrade is considered. It was confirmed that any large components e.g. window replacement is placed on a list and allocated revised dates for the forward programme by the Head of Asset Management to ensure works are evenly spaced. However, any hazards or repairs are actioned at the time of reporting. **3. Members' Forum AGM and New Forum Members** The Chief Executive advised that the Members' Forum AGM took place on 28 April and was attended by approximately 80 residents, staff and Board members. The Members' Forum also held their elections for Forum members and this resulted in seven new residents being elected to Forum, with their first Forum meeting happening on 14 May. She noted that two of the new members, Jo and Chris are observing the Board meeting tonight. **4. Soha Response First Anniversary** The Managing Director advised that it had been 12 months since the launch of Soha Response and bringing our repairs service in-house to improve reliability and control over service delivery. He noted that performance has strengthened over the year with productivity now achieving the target of 3.2 jobs per operative per day, around 2,600 repairs being completed each month, and average repair times reduced to 16 days. Emergency demand has also reduced, helping create more capacity for appointed and routine work. Resident satisfaction has increased, ending the year at 90% from returned surveys. Continued feedback and follow up is giving us better insight into resident experience and supporting continuous improvement. **5. Chair's Action – Wave 3 Change Request** It was noted that the Board, via a Chair's Action, approved for Soha to provide match funding to support a Wave 3.0 change request for	

additional retrofit works insulation/qualifying energy saving materials, enabling delivery of up to a further 100 properties within the existing Wave 3.0 programme. Our outturn last year was better than budget so this can be accommodated within Business Plan constraints. **6. Santander Asset Cover – Exception to Treasury Management Policy (TMP)** One of our Golden Rules relates to asset cover where we need to keep 10% more than the Lenders requirement. We are borrowing more from Santander, and this will mean that the asset value in charge with Santander is temporarily below the golden rule level of 110%. We are seeking a temporary waiver for this until March 2027. The Board was asked to recognise and approve an exception to the TMP for the Santander asset cover ratio. This was agreed. **Resolved:** **That the Board approves the exception to the TMP for the Santander asset cover ratio and notes the remainder of the update.** **72. The Homes We Want to Own in 2050: Actions to Begin the Process of Getting Us There** The Chief Executive presented the report to ask the Board to provide feedback on the proposed criteria for the acquisition of, investment in, and disposal of homes to move towards our vision of the homes we want to own in 2050. The Chief Executive reminded members that discussions took place at the October Board Away Day to articulate our ambition for the homes we want to own in 2050. Based on the aspirations expressed by our residents and the Board these are homes that are energy efficient; accessible; meet the needs of larger families; have access to outdoor space; meet the varied needs of excluded groups of people in our communities; are within a geography that means we can deliver an excellent, efficient service; and are truly affordable for our residents to buy/rent. The Chief Executive drew members' attention to the action plan which proposes minimum and aspirational standards both for the properties we develop/buy, and the criteria that guide both investment in our current homes and disposals. She confirmed that the disposal criteria will only be used when a home becomes empty. The Chair invited comments and questions on the proposal. A member commented that it would be useful to have some metrics or	

measures in the action plan and also noted the absence of a clear focus on residents and the reasons why we are proposing to do this. A member asked what would happen if we didn't achieve 60% rate of new social rent homes. It was noted that this is an aspirational figure and the proposed minimum standard is to increase the number of social rent homes we have every year by replacing more than we dispose of. The Chief Executive advised that we are proactively seeking social rent opportunities within our area of operation and approaching local authority partners to amend the social rent requirements within S106 agreements. She commented that residents had listed rent and bills as the top two issues they cared about in the survey completed about what mattered to them about their homes. A member asked how we will ensure that all homes are able to get to EPC C before we decide to dispose of them. It was noted that if the cost to retrofit goes beyond £10k per home, they can be exempt and removed from this expectation. EPC certificates include both the current EPC and a maximum potential EPC which helps with this assessment.	
A member commented that the plan needs more intentionality and a more holistic approach. She felt that the plan was trying to shift our stock holding rather than consider a re-think of our initial design brief. She mentioned that there is a well-established standard in terms of creating outdoor spaces that people use and we should be more explicit about this. The Chief Executive commented that the purpose of this paper was to propose how this shift in stock could be achieved by 2050. She would raise a review of the design criteria with the Head of Development for action.	**KW**
A member queried the requirement for an increase in larger homes available. She commented that the lifecycle for needing a larger home was approximately six years. This was noted but as we offer lifetime tenancies, there is some resistance to downsizing when a larger home is no longer needed. We actively ask residents to downsize but only had twelve four-bed homes returned to us last year.	
A member suggested that we identify what we mean by excluded groups and define two or three in the plan.	**KW**
Next, the Chief Executive took members through the disposal criteria process which aims to provide a clear pathway for the decision made. It was noted that a final decision to dispose will be made by the Director Group including the ability for some discretion. It was suggested that we carry out a trial run on the last ten homes that have become void to see what the outcome would be if we used	

the disposal criteria. Did it solve the issues and where there any unintended consequences? A member suggested that it would be helpful if we removed the 'Is it politically sensitive?' item from the checklist and also include a summary at the start of the disposal document stating that we've taken account of the trade-offs. A member commented that there is a risk that we sell all homes which are for social rent as they may meet the criteria for disposal. The Chief Executive advised there would be a brake on this but agreed to be more explicit about it in the disposal process. The Chair summarised the discussion and noted the following actions: • Describe what a desirable home looks like and include in the decision making plan for the life of the current Asset Management and Development Strategies • Add a human dimension to the plan • Provide clarity on M42/43 • Make the language clearer on gardens and open spaces • Operationalise the disposal criteria by testing with the Director Group and provide a review to the Board in four months' time (September) with a recommendation for how it will be managed internally going forward • Confirm that outlier homes will not experience any disruption to service • Be explicit about disposal of social rent homes in the process document. **Resolved:** **That the Board:** **1. Approves the actions identified to move us towards owning the portfolio of homes we want to own in 2050, subject to the comments above;** **2. Notes the new asset management void flow (disposal criteria), subject to the comments above.** **73. Group Business Plan 2026/27** ***STRICTLY CONFIDENTIAL*** A confidential item was discussed. The Group Business Plan for 2026/27 was approved. Further information is contained within the Confidential Minutes. **Resolved:** **That the Board approves the Group Business Plan 2026/27 and**	**AT** **AT** **AT** **AT**

notes the updated Appendix B to the ‘Investment in existing homes report’.

74. Global Accounts 2025

The Global Accounts and Soha’s comparative performance were discussed alongside the Business Plan 2026/27.

It was noted that the latest data available is for the year ending 31 March 2025 and shows that Soha’s social housing unit cost is £5,052 per property. It increased by 9.8% from the prior year, primarily driven by responsive and planned repairs. Nevertheless, Soha’s unit cost is the third lowest in the selected peer group. The largest local association which will benefit from scales of economy, Sovereign, had a unit cost of £6,112 which is £1,060 higher than Soha. It would take an increase in the Soha cost base of around circa £7.6m to result in the same unit cost as Sovereign.

Our operating margin has increased by 2% from 2024/25 and the sector upper quartile margin at the end of 2025 was 27.1% which is an increase from the prior year after a period of decline. We therefore remain a comparatively financially strong housing association.

Soha’s development performance was 11th in the peer group at 1.0%, just below the median quartile of 1.2% Our development has previously been consistently above the upper quartile and we expect to return to this level with an increase in planned development and the recent acquisition of 155 homes.

In conclusion, Soha has very good performance and provides good value for money. However, we need to continue to challenge ourselves to improve services, release efficiencies through looking at how we are delivering and consider whether we are investing enough in our long-term investment objectives.

Resolved:

That the Board notes the analysis from the Global Accounts and Soha’s comparable results.

75. Communications Strategy 2026-30

The Director of Service Redesign and Digital Transformation asked the Board to review and approve the Communications Strategy 2026-30.

He advised the strategy provides a summary of current successes and challenges across internal and external communications and details our ambitions around the following themes:

- Clarity of written communication

- The impact of digital communication
- The consistency of communication internally between teams
- The importance of doing what we say we'll do
- Intuitive, friendly and transparent website
- Playing an active role locally

The Chair then invited comments and questions from members.

A member suggested that the word 'ambition' in the action plan be changed to 'commitment'. This was agreed.

MA/RF

A member proposed that we consider other forms of communication e.g. braille or interpretation services and include these in the strategy with timelines. It was noted this is already offered and the document will be amended to reflect this.

MA/RF

A member suggested that we use podcasts as a further way to communicate. It was agreed to consider this.

MA/RF

Resolved:

That the Board approves the Communications Strategy 2026-30.

76. Performance Reports 2025/26

The report was presented by members of the Leadership Team to update the Board on financial and operational performance for the year ending 31 March 2026.

<u>Leadership Team Report</u>

The Chief Executive provided a summary of progress, successes, trends and challenges of the last year including the launch of Soha Response, improved complaints performance, resident satisfaction remaining at or near to upper quartile level, the smooth acquisition of 155 new homes from L&Q and a reduction in arrears levels to their lowest percentage since 2020. She also highlighted some of the areas requiring attention in the coming year.

<u>Performance and Key Trends Report</u>

The Head of Finance and Treasury presented this report and noted some of the key highlights including an overall surplus of £9.8m including £5.0m from property sales. Income was ahead of budget by 0.9% and we have spent 5% less than expected. Net interest payable was 6% less than the budget.

Expenditure was £2.2m (5.0%) lower than the budget. Notable variances totalling £2.0m were as a result of a lower spend on planned

maintenance and responsive repairs and an overspend in year 1 of the Wave 3 project due to being able to complete more works than expected in the first year. Rent arrears ended the year at 4.0% against a target of 3.8%. The average re-let time was 24 days against a target of 22 days and void loss ended the year at target at 0.75%. Whilst arrears and re-let times are slightly outside targets these sit alongside strong customer satisfaction figures. Satisfaction with repairs (TSM) for 2025/26 increased to 76% from 70% at the same time last year against a target of 74%. However, repairs completed within target times remains the main area of challenge. Performance and productivity is improving, due to a combination of increased efficiency of teams and work to ensure the administration of repairs (marking as complete) is undertaken swiftly. We achieved upper quartile for four out of thirteen measures for rented homes, and at upper median quartile for seven other measures. For two repairs satisfaction measures, we are under median quartile but we are confident this will improve during 2026/27. For shared ownership, overall satisfaction was at 69%, sitting significantly above the sector upper quartile of 63%. All nine areas of satisfaction in shared ownership are sitting above the upper quartile and is sector leading performance. <u>Progress Against Corporate Plan and Strategy Action Plans – End of Year 1 Update</u> The Chief Executive advised there are 42 actions to complete for the first set of two year objectives. Of these, six have been completed, twenty two are on-going and currently running on target and five are not scheduled to start yet. She noted there are nine actions off target including two relating to the compliance system which is in progress but slower than planned, two relating to lettings and five relating to slower than planned progress on staff involvement in decision making, line manager development, work on a staff capability framework, the development of local partnerships by locality teams and developing a project team to assist with service. These are off target because of capacity constraints in year, but are all expected to be delivered this year. <u>GDPR Performance</u> During 2025/26, Soha has experienced twenty five data breaches an increase from twenty three in the previous financial year. Most of these breaches are because of disclosure of information to the wrong recipient.	

We have received twenty six subject access requests (SARs) an increase from twenty in 2024/25 and have found that in a number of cases, residents have on-going issues, or a complaint already raised with us. This figure is comparable with the results seen from other housing associations. Awareness of the need for a Data Protection Impact Assessment (DPIA) checklist continues to be high across the business. We received twenty nine DPIA checklists covering policies and new projects. Six of these resulted in a full DPIA being required. The majority of staff understand when and why they need to be completed. The Chair then invited comments and questions. A member asked for some additional narrative on the completion of FRA actions to be added to the main performance report including a timeline and what happens next to enable the Board to monitor progress. It was agreed to add further information to the next H&S update. A member enquired about the number of unsold properties at Frances Curtis Court. It was confirmed that three properties remained unsold but these are now being offered at intermediate rent. **Resolved:** **That the Board discussed and notes the performance report for 2025/26.** **77. Health and Safety Update – March 2026** The Director of Property Services presented the report to update the Board on a range of key corporate and contractor health and safety compliance matters. It was noted that the update was being presented in a revised format to make the information clearer and more informative. The Director of Property Services asked the Board to note that some differences in datasets, terminology and reporting methodologies, particularly in relation to FRA remedial actions, electrical fixed wiring compliance and damp and mould reporting have been identified between this and the Consumer Standards reports. These differences reflect differing reporting periods rather than conflicting compliance positions. This will be resolved through the planned work on report streamlining and harmonisation.	**AT/DWE**

The Director of Property Services advised that an internal audit has been carried out on compliance with Awaab's Law with reasonable assurance being given by RSM.

Resolved:

That the Board discussed and notes the report.

78. Update on Fire Compartmentation Works at Cholsey Meadows

The Director of Property Services presented the report to provide the Board with an update on the long outstanding and overdue fire risk actions at the six blocks at Cholsey Meadows.

He advised that under normal circumstances the responsibility for all compartmentation works sits with the freeholder including all of the elements mentioned within our Fire Risk Assessment reports. We approached the freeholder Cholsey Fair Mile Ltd to request they complete these works. The negotiations were very protracted with little success. We also threatened escalation on numerous occasions including reporting to the fire and rescue services which we did in 2025.

The Director of Property Services advised that in May 2025 Soha took the decision to complete all works within its core blocks below loft level and in total, 54 actions were completed. This means that the flats themselves and the communal areas are all considered as protected cells and offer 30 minutes of fire protection in each. Currently, there are five actions outstanding as each applicable loft void requires fire stopping compartmentation.

The Director of Property Services then took members through each of the four options together with the costs (where applicable) benefits and disbenefits of each. The options include:

- Option 1 – Compartmentalise Loft Spaces of Soha Blocks
- Option 2 – Continue to work with the managing agents/freeholders to find a solution
- Option 3 – Seek enforcement action
- Option 4 – Assess whether there was any breach in building or fire safety legislation at the point of construction

He advised there is no one simple solution and recommended a combination of options 2, 3 and 4 as detailed in the report. He noted that although this does not provide a short term solution to the overdue actions, it offers the best long term outcome for Soha.

The Chair then invited comments and questions from members.

Members were clear that resident safety was the priority. The limitations of installing fire stopping in the loft space only for our blocks was discussed, with the best outcome clearly being that the freeholder acts to compartmentalise across the entire loft space, of which the Soha blocks are a small part. The Board confirmed that if spending money on our area of the loft would improve safety of our residents then cost was not a barrier to doing this work.	
Members were concerned about the implications and liability it places on them as Non-Executive Directors and whether delaying the works puts them in a vulnerable position. It was agreed to review the Directors' liability insurance as knowledge of the situation could affect it.	**AT/PF**
It was suggested that Soha seeks legal advice on what we can realistically achieve or actions we could take and for this to be shared with the Board in between meetings. It was further suggested that we ask an appropriate surveyor to provide advice on whether there are any additional actions we can take and the improved amount of time we would achieve if we installed fire breaks in the loft spaces. These were both agreed.	**AT**
A member asked if we had informed the affected residents and whether any were known to be vulnerable especially as there is a stay put policy in place. It was confirmed that residents weren't aware of the situation. It was noted that if residents knew, they could put extra pressure on the freeholder to carry out the works. This will be taken forward.	**AT**
A member suggested we write, via the lawyer, to the Chief Fire Officer setting out our concerns. This was agreed.	**AT**
Resolved:	
That the Board discussed the proposed options and agrees the recommendation detailed in Appendix A alongside the actions detailed above.	
79. Partnerships and Mergers Annual Review 2026	
The report tabled asked the Board to consider Soha's corporate structure and whether it is appropriate to meet Soha's vision, aims and objectives.	
It advised that the Board must consider annually whether it is appropriate to continue with the current structure including whether we should proactively seek partnerships or to merge. The report confirmed that the Business Plan is being brought to the Board alongside this report and demonstrates that Soha is a financially	

strong, independent entity which is performing at top quartile levels in terms of operating margin. We also still have sufficient capacity to enable us to continue to develop and have been successful at raising significant new debt at competitive rates. It is the view of the Chief Executive that our current structure remains appropriate, and a formal merger is not proposed.

The report also contained information about a broader mapping and analysis of Soha's partnerships. It is intended to support us to become more intentional about which partnerships we develop and participate in, and facilitate better cross-team working and communication between Soha and its partners. The report noted that a further discussion paper on partnerships will be brought to the Board in July.

There were no questions raised.

Resolved:

That the Board:

1. **Agrees to continue with Soha's current corporate structure as the most appropriate to achieve its vision, aims and objectives;**
2. **Asks the Executive to reactively consider opportunities offered by the stock consolidation agendas of other associations, and remains open to alternative partnership delivery mechanisms (including joint ventures) that may enable Soha to better achieve its objectives; and**
3. **Notes the broader work on mapping organisational partnerships and the intention to bring a further report to Board in July.**

80. Any Other Business

None.

81. Date of Next Meeting

The date of the next Board meeting will be Thursday, 23 July 2026 at 6.00pm in the Board Room at Soha's office.

The meeting ended at 8.25pm.

Signed:

Date: 23 July 2026