

Minutes of Meeting

Meeting: Board Meeting
 Date: Thursday, 24 September 2026
 Time: 6.00pm
 Venue: MS Teams

Present:

Naomi Barrand	Mark Goldring (Chair)	Peter Sloman
Claire Davis	Dave Lakin	Hayley Smith
Victoria Dingle	Emma Luddington	Martyn Thorne
Jo Garvey	Peter Nkum	Kate Wareing

Apologies:

Peter Finegan

Penny Finburg

Also in attendance:

Warwick Ainsworth-Parker, Director of Housing and Communities
 Matt Archer, Director of Transformation
 Andy Tollett, Director of Property Services
 Jeremy Vickers, Interim Director of Finance and Resources
 Craig Dransfield, Head of Development
 Emma Langstaff, Head of Resident Experience
 Katie Legg, Head of HR
 Beau Rickerby, Managing Director of Soha Response
 Marisa Elliott, Governance and Regulation Manager / Company Secretary
 Jo Worth, Complaints Manager (for agenda item 12)

Observers

Isabel Barnes, Ministry of Housing, Communities and Local Government
 Vic Breach, Scrutiny Group
 Neelam Rutti, Scrutiny Group

Announcements

In the temporary absence of the Chair, the Vice-Chair welcomed Isabel Barnes from the Ministry of Housing, Communities and Local Government together with Vic Breach and Neelam Rutti from the Scrutiny Group to the meeting as observers.

She also advised that this was Jo Garvey's first meeting as a Board member following the ratification of her appointment at the AGM earlier this month.

Declarations of Interest

There were no new declarations of interest.

1. Election of Chair of the Board	Actions
The Vice-Chair advised that nominations for Chair would not be necessary as the Board appointed Mark Goldring as Chair on 24 September 2024 for a three year period. She asked the Board to note this.	
Resolved: That the Board notes the continuation of Mark Goldring as Chair of the Association.	
2. Election of Vice-Chair of the Board The Company Secretary invited nominations for Vice-Chair. It was proposed, seconded and agreed unanimously that Victoria Dingle be re-elected as Vice-Chair for a further year. Resolved: That Victoria Dingle be re-elected as Vice-Chair of the Association.	
3. Co-optees, Shareholding Members and Current Membership Position The Company Secretary took members through the report. It was proposed, seconded and agreed unanimously that Steve Bolton and Janet Crooks continue to be co-opted to the Audit and Risk Committee. In accordance with rule C16.9, a shareholder will cease to be a shareholder where that person has been a Board member and then ceases to be a Board member, unless resolved otherwise by the Board. David Mody has retired from the Board and he has indicated that he does not wish to remain a shareholding Member. The Company Secretary asked members to note that the Personnel and Remuneration Committee has approved 1045 applications for membership. The Committee has deferred 55 and declined 3	

applications. Soha also had 24 existing shareholders (comprising current and ex-Board members).

The Company Secretary also asked members to note that since becoming a mutual association, 279 people are no longer Members. This is due to Members no longer being Soha residents or staff, having passed away or resigning from Membership. The total number of shareholding Members as at 17 September 2026 is 773 of which 76 are staff (just under 10% of the total number of Members).

Resolved:

That:

- 1. Steve Bolton be re-elected as a co-opted member of the Audit and Risk Committee; and**
- 2. Janet Crooks be re-elected as a co-opted member of the Audit and Risk Committee, and**
- 3. To note the remainder of the report.**

4. Committee Membership and Election of Chairs of Committees

The Company Secretary presented the proposed Committee membership, Chairs of Committees, and Complaints portfolio holder role.

It was proposed that Dave Lakin be re-elected as the Chair of the Audit and Risk Committee. This was seconded and agreed.

It was also proposed that Victoria Dingle be re-elected as the Chair of the Personnel and Remuneration Committee. This was seconded and agreed.

It was proposed that Hayley Smith continues to be the lead Board member for Complaints. This was both seconded and agreed.

Resolved:

That the Board approves Committee membership, Election of Chairs of Committees and the Complaints Portfolio Holder role.

The Chair joined the meeting and resumed his chairing duties.

5. Scrutiny Group Review on Soha Response and Management Response to the Recommendations

Vic Breach and Neelam Rutti, members of the Scrutiny Group presented the findings and recommendations from the Group's recent review on Soha Response. It was noted that the report had already

been received and discussed by the Soha Response Board at their meeting in July. He advised that the review focused on understanding how the service operates from first contact to completion, the entire customer experience, and how Soha Response works with other departments to deliver a positive resident experience. The Group also explored opportunities to improve efficiency, resident satisfaction and service quality. Vic and Neelam were pleased with the comments from Soha Response Board members and it was felt there was real value in the review from all those involved. The Chair of Soha Response advised that it was a great piece of work. He noted that seeing the TSM results and statistics was one way to check on progress but the view from residents experiencing the service really highlights the reasons why Soha decided to establish an in-house service. He advised that although the report was positive, there are areas for improvement and we want Soha Response to take responsibility for more aspects of responsive repair works. The Managing Director of Soha Response echoed the Chair's comments and was pleased that the report mirrored his expectations. The Chair of Soha then invited comments and questions from members. A member noted that it was great to see some cross-cutting themes and the project work which has flowed from the review. Another member concurred with this and was pleased to see inter-company and cross-team working. She noted the reduction in complaints and the increase in first time fix as notable achievements but suggested we consider how this could be captured in terms of time and resources saved. The Director of Transformation advised that through the 'Soha Improves' framework we are aiming to share what has been improved and the benefits we are realising. A member asked what are the next steps in terms of delivery of the actions from the recommendations. It was confirmed that these will be monitored by the Managing Director and reported to the Soha Response Board. Vic advised that the Group were very impressed with the skills and the wealth of talent from the supervisory staff and also the change in culture of the trade operatives. Most of them appeared to have	
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embraced the new approach positively. Members thanked the Scrutiny Group for their important and insightful work. Resolved: That the Board notes the Scrutiny Groups' review and the management response to the recommendations. 6a. Approval of Minutes The minutes of the Board meeting held on 23 July 2026 were approved. Resolved: That the minutes of the Board Meeting held on 23 July 2026 be signed as a true and accurate record. 6b. SIB Property Board Minutes The minutes of the meeting held on 23 July 2026 were noted. Resolved: That the Board notes the minutes of the SIB Property Board meeting. 6c. Soha Response Board Minutes It was noted that a verbal update had been discussed at the Board meeting in July. Members were asked to receive the full version of the minutes. Resolved: That the minutes of the Soha Response Board Meeting held on 20 July 2026 be received. 7. Matters Arising Tracker and Wallboard Ideas It was noted that some 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 42 – Performance Report The Chief Executive advised that the integrated Performance Report for staff, SLT and the Board which includes the management and	
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compliance against the Consumer Standards reports was due to be presented in October. She noted that although good progress is being made, it won't be available until the Board meeting in January 2027. Item 72 – 2020 Homes Standard The Chief Executive explained that this hasn't progressed as expected. She advised that it has recently been discussed with the Director of Property Services, Head of Development and Emma Luddington to think through some of the additional content and good practice we should be incorporating. She confirmed that in view of the upcoming inspection, she would like to propose that we pick this up again in the New Year. This was agreed. The Chair asked for some of the 'to be confirmed' dates to be completed. <u>Wallboard Items</u> The Chair continued to encourage members to add items for discussion or thought to the Wallboard via Marisa. <u>Proposed Future Items for Longer Discussion by the Board</u> It was noted that the list of topics had been extended into the new financial year and further suggestions were welcomed from members.	KW/AT/ CD ALL	
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8. Leadership Team's Key Issues Update The Leadership Team provided a written update to members on key external trends and internal issues. A couple of external and internal issues were highlighted, and these are detailed below. <u>External Update</u> Homes England and the Social and Affordable Housing Programme (SAHP) Grant Allocations The Chief Executive advised that the SAHP was massively oversubscribed with one of our neighbouring housing associations, Sovereign Network Group, being unsuccessful in their bid for grant. She noted that this and the renewed focus on enabling councils to become major developers of social housing may make it harder for Soha to continue to access grant through the "continuous market engagement" (CME) route.		

This is a significant risk for us as it is our main way of accessing grant for land led development (e.g. for our CLT partnerships and package deals) and has been included in the Top Live Risk register. Awaab's Law: Phase 2 Preparation A member enquired if Soha Response was ready for the additional phase of Awaab's Law. The Director of Property Services advised that although these new hazards haven't been law, we have been dealing with them already. He noted that the time frame for managing the hazards are the same as Phase 1 and we have two dedicated HHSRS surveyors who will be managing cases from 30 November. The Director of Property Services believes we are in a good position and will be able to manage the workload.	
<u>Internal Update</u> Regulatory Inspection The Chief Executive advised that we have received confirmed dates for our forthcoming regulatory inspection. The scope is expected at the end of October with documents requiring submission by 20 November, and the inspection team observing the Board meeting on the 28 November. The team of three will then be on site on 13 and 14 January and will meet with some Board members, staff and engaged residents. The Chief Executive advised that preparatory work is advanced and we will discuss the inspection further at the October Board Away Day. Update on Testing of Disposals Criteria The Chief Executive apologised that the update was supposed to be appended to the Leadership Report but another on 2050 Homes Standard had been included instead which has not been fully completed. She confirmed that the correct appendix would follow and be added to the set of Board papers. Update on Fire Compartmentation Works at Cholsey Meadows <i>STRICTLY CONFIDENTIAL</i> A confidential item was discussed and further information is contained within the Confidential Minutes. Resolved: That the Board notes the report. 9. Development Approval and Update on Schemes at Risk	ME

The Head of Development presented the report to update the Board on progress since the last meeting. <u>Appendix A – Land West of Church Ley, Ambrosden</u> The Head of Development asked the Board to approve a 19 or 14 unit S106 scheme with Lion Court Homes. He advised that discussions are taking place between Lion Court and Cherwell District Council as to whether 5 of the homes should be delivered as First Homes (in which case they will be delivered by Lion Court) or shared ownership (in which case they will be delivered by Soha). He noted that the NPV is sufficiently large on the 19 unit scheme to convert 11 of the houses to social rent levels and with the 14 unit scheme 3 houses can be converted to social rent levels. A member commented on the proximity of the proposed Piddington asylum accommodation to this site and whether there would be any potential effects on local sales. It was agreed to carry out further stress testing and to have a mitigation strategy in place. The Board approved the acquisition of the units and the proposal to set social rent levels as detailed in the report. <u>Appendix B – Update on Schemes at Risk</u> <i>STRICTLY CONFIDENTIAL</i> A confidential item was discussed and further information is contained within the Confidential Minutes. <u>Resolved:</u> That the Board: 1. Approves the acquisition of 19 or 14 homes at Land West of Church Ley, Ambrosden; 2. Approves discounting 11 homes on the 19 unit scheme or 3 homes on the 14 unit scheme from affordable to social rent levels, or a “discounted affordable rent” level as set out in our Rent Setting Policy; and 3. Notes the remainder of the report. 10. Assurance Against Updated Standards The Governance and Regulation Manager presented the report to provide assurance to the Board on the upcoming changes to regulation and legislation.	CD
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A member was surprised to see that the new Competence and Conduct Standard doesn't specifically reference Board members. It was noted that both the Code of Governance and Conduct do directly mention Board members but the new Standard relates to staff only. Resolved: That the Board notes the update. 11. New Code of Conduct and Competence and Conduct Policy The Head of HR presented the report to ask the Board to approve the Soha's new Code of Conduct and Competence and Conduct Policy. She advised that the Code of Conduct is based on the new NHF Code but has been co-designed with residents and staff following a number of workshops. It's in a draft format and we're continuing to take any feedback and tweaks to ensure we've not missed anything. The Head of HR confirmed that she had received feedback from a member on the duty of candour which is making its way through parliament and due next year. However, she advised that we want to ensure that we're future proofing the Code so we will be building this into the final version. A member asked how do we manage staff asking for permission before participating in protests or rallies and have we defined what this actually means. For one person this could be a political demonstration or for another a human rights or freedom of expression issue. The Head of HR advised that we've not encountered this before at Soha so there's no precedent. She agreed to consider this point further and suggested that some guidance would be helpful rather than adding to the Code. Resolved: That the Board approves the new Code of Conduct and Competence and Conduct Policy. <i>Jo Worth joined the meeting.</i> 12. Complaints Performance and Annual Review 2025/26 The Complaints Manager presented the report to update the Board on complaints performance in 2025/26. She was pleased to report a 33% reduction in complaints (708 in 2024/25 to 475 in 2025/26) and a 36% reduction in repair complaints	KL
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largely due to the introduction of Soha Response. Most of the other departments have also seen a reduction. The Complaints Manager noted that escalation to Stage 2 remains relatively low with around 10% of Stage 1 complaints progressing to Stage 2. However, most Stage 1 responses were upheld or partially upheld. She advised that complaint handling timescales remain very strong, with 99% compliance at Stage 1 and 100% compliance at Stage 2. In addition, she asked the Board to note that we are fully compliant with the Housing Ombudsman's Complaint Handling Code as demonstrated in the self-assessment document. In terms of learning, we've identified seven areas where we have or will be making improvements and we've also used the feedback from the Resident Experience Group for wider learning. The Chair invited the member with responsibility for complaints to comment on the report from a Board perspective. She confirmed that she had detailed her thoughts in an email to the Complaints Manager which she will share with the Board. In summary, she wanted to thank the Complaints team for their excellent work and confirmed that she was satisfied that what we're reporting is a true reflection of what's happening. The Chair then invited comments and questions from members. A member commented on the significant reduction in complaint numbers and was pleased to see the tangible improvements shown by the results. A member enquired about the two corporate complaints received and what these related to. It was noted that they were regarding data protection issues and how we handled them. A member asked about the Housing Ombudsman and the number of cases they've determined as maladministration. There was a discussion on this and how well Soha is performing against other housing associations. It was noted that we're getting things right at Stage 1 and Stage 2, and fewer residents are taking complaints to the Housing Ombudsman. However, we are aware that we need to make further improvements where there has been a service failure. A member commented on the increase in compensation payments. It was noted that the Housing Ombudsman published some guidance on compensation amounts in January and as a result, Soha has amended its own compensation framework to align with the Ombudsman. We've	
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also increased the amount paid for a missed appointment from £10 to £15 to mirror the recommendation by the Ombudsman.

Resolved:

That the Board discussed and notes the report.

13. Learning from Resident Experience

The Head of Resident Experience presented the report to inform the Board on progress with learning from resident experience.

She detailed how we're taking a systematic approach to reviewing what we're seeing and hearing and how that's resulting in learning. The Resident Experience Group is helping us to strengthen oversight by reviewing Housing Ombudsman determinations and the actions that flow from them, closed complaint reports, deep dives, any learning reviews and our proactive reviews when we're notified that are cases with the Ombudsman.

The Head of Resident Experience advised that with the implementation of Soha Improves, we hope to further strengthen how we're using resident feedback to deliver service improvements.

Resolved:

That the Board discussed and notes the report.

Jo Worth left the meeting.

14. Proposal for Soha Response to Undertake Gas Installations

The Director of Property Services presented the report to seek approval from the Board for bringing Soha's planned heating upgrade programme in-house to Soha Response when the current contract ends in October 2026.

He advised that it's a good opportunity to bring gas installations in-house and it includes new boiler replacements which are part of either the cyclical programme or they get to the end of their useful life and we upgrade them, or any which are boiler failures. Where it's no longer economically viable to repair it, the work will be delivered Soha Response.

The Director of Property Services confirmed that it's been discussed extensively with the team and he is confident that it can be accommodated within the existing structure. He noted that with this contract, even if we aren't able to secure the right people, we can still outsource the work to third party contractors, without any disruption to residents.

He advised that it's another workstream for Soha Response which we're very comfortable that we can carry out. We believe we've got the right management structure and the controls in place and can deliver it at a cost neutral perspective. The Chair then invited comments and questions from members. A member had some concerns about health and safety risks. She asked whether gas installations were a higher risk than servicing, how that's being considered, whether or not there are any insurance implications and if we've spoken to our insurers about it. The Director of Property Services advised it is a highly regulated activity and each of the engineers have to be individually gas safe registered and Soha has to be gas safe registered as a business. He noted that he would be more concerned about somebody who interferes with something they don't understand e.g. a roofer who disconnects a flue and when they reconnect it, doesn't realise what the implications are. A member asked why we are considering insourcing this work now (rather than six months ago) when there is such a short time frame to make a decision. The Director of Property Services advised that the gas servicing and gas installation contract have been intrinsically linked but after market testing we are proposing to split them now as we have the capacity and infrastructure within Soha Response to take on the installation contract. A member enquired about recruitment and was concerned about our ability to recruit and retain staff. The Director of Property Services was confident that we are offering the right salary level to attract gas safe engineers but if we are struggling, we can continue to outsource some of the work. A member asked if we would be in a position to do more from an environmental point of view e.g. installing air source heat pumps instead of gas. He confirmed that the Soha Response Board had considered whether air source heat pumps should be installed instead of gas boilers (we currently only replace electric systems with air source). However, replacing gas boilers with air source heat pumps would involve a significantly higher level of investment and currently an increase in heating costs for residents. Whether / when we should stop installing new gas boilers would be part of discussions with the Board as we consider our Environmental Strategy this autumn. A member enquired about air cooling and what that might mean for	
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costs and installation. The Director of Property Services confirmed that we're in the process of installing our first air to air, which involves cooling, and we are installing a monitoring device in that property to assess what the costs are of running it. We've paired it with solar and it will provide an interesting example of the costs of running a property that has an element of cooling as well. The Chair summarised the discussion and advised that the risks could be managed by having the appropriate insurance and continued access to contractors, and that insourcing would not alter Soha's Environmental Strategy. Resolved: That the Board approves the development and mobilisation of an in-house planned heating upgrade service through Soha Response when the current contract ends in October 2026, subject to final approval of the detailed operating model, budget, recruitment plan and transition arrangements. 15. Health and Safety Update Although this item was for discussion, the main updates on fire compartmentation and actions from Fire Risk Assessments were discussed at item 8. Resolved: That the Board discussed and notes the report. 16. SP34 Group Treasury Management Policy This item was for consent with no questions raised. Resolved: That the Board approves SP34 Group Treasury Management Policy. 17. SP36 Rent Setting Policy The Chief Executive explained why we want to make a small adjustment to this policy. She noted that we want to have flexibility to establish a methodology we could use when setting affordable rents when what we really want to be doing is charging social rents on new developments. We are increasingly seeing that the S106 market prices will enable us to afford to set the rent for the houses that we're buying at social rent levels.	
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The Chief Executive advised that we could approach our local authority partner to have the s106 agreement amended to allow us to charge social rents rather than affordable rents but this a lengthy process and not worth the administration. We want to have an affordable rent that could be as close as possible to a social rent level when we can afford to do it on a development. It's a way of resolving the S106 issue. There were no questions raised. Resolved: That the Board approves the amendments to SP36 Rent Setting Policy. 18. Annual Review of Modern Slavery Statement 2025/26 This item was for consent with no questions raised. Resolved: That the Board approves the Modern Slavery Statement 2025/26. 19. Procurement Statement of Approach 2026-30 This item was for consent with no questions raised. Resolved: That the Board approves the Procurement Statement of Approach 2026-30. 20. IT Strategy 2025-2030: Year One Review This item was for information and no questions were raised. Resolved: That the Board notes the report. 21. Any Other Business The Chair announced that this would be Jeremy Vickers' last Board meeting. The Board thanked him for his steady stewardship of the finance function and team before Mark Cole joins us as permanent Director of Finance and Resources on 5 October. 22. Date of Next Meeting	
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| <p>a) The Board Away Day is being held on Friday, 9th and Saturday, 10th October 2026 commencing at 4.45pm on the Friday at Oxford Spires Hotel, Abingdon Road, Oxford OX1 4PS (Hotel - voco Oxford Spires)</p> <p>b) The date of the next Board meeting will be Thursday, 22nd October 2026 at 6.00pm in the Board Room at Soha's office.</p> <p>The meeting ended at 8.10pm.</p>  <p>Signed:</p> <p>Date: 22 October 2026</p> | |
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