



**Minutes of Berwickshire Housing Association Limited
Board of Directors
Tuesday, 28 September 2021 at 5.45 P.M.
Hybrid meeting – in person and via Video Conference**

Summary of Key Decisions and Actions

Item No.	Subject	Action to be taken	Action to be taken by	Date Action to be taken by
6	Chair and Vice Chair - Role Descriptions	Feedback on role descriptions at next meeting/away day	Chair/Vice chairs	05/11/21 16/11/21
7	Alternative office accommodation	Report back on the Plan to exit from Duns office and source a temporary alternative accommodation.	Property Director	18/01/22
9	Risk Reports	Review the layout of the Risk Report	Finance Director	16/11/21
11	Enterprise Board – Appointment of new director	Seek Ruth Hann's appointment as a Director of BHA Enterprise	Resources Director	28/10/21

Present:

Jim McDevitt (In person)
 Graeme McLeod (In person)
 Viv Cockburn (via Zoom)
 Norrie MacPhail (via Zoom)
 John Campbell (via Zoom)
 Sam Hart (via Zoom)
 Scott Holmes (in Person)
 Hugh Carr (in Person)
 Lynn Gray (in Person)
 Anne Rutherford (in person)
 Gavin Edmonds (via Zoom)
 Gareth James (via Zoom)

In Attendance:

Michelle Meldrum, Chief Executive (in person)
 John Bain, Resources Director (in person)
 Angela Taylor, Property Director (in person)
 Eleanor Rooke, Finance Director (in person)
 Dan Blake, Operations Director (in person)
 Colin Turner, Minute Taker (in person)

Item No.	Agenda Item	Minute	Action	Action By	Action to be completed by
		The Chief Executive chaired the meeting.			
1	Apologies	Apologies were received from Stephen Scott and Paul Matthews			
2	Declarations of Interest	Norrie MacPhail and John Campbell declared their interest in BHA Enterprise. Scott Holmes, Gareth James and Gavin Jones declared their interest in Item 11			
3	Election of Office Bearers	<i>Sam Hart joined the meeting at 17:47</i>			

		<p>The Chief Executive asked for nominations for the role of Chair. Viv Cockburn proposed, and Graeme MacLeod seconded Jim McDevitt and the nomination was unanimously agreed. Jim McDevitt was duly elected Chair of BHA to serve until the next AGM.</p> <p>Jim McDevitt took the Chair. Proposed by Anne Rutherford and seconded by Lynn Gray, the Board agreed to retain two Vice Chairs and the Chair asked for nominations.</p> <p><i>Gareth James joined the meeting 17:48</i></p> <p>Anne Rutherford nominated, and Hugh Carr seconded, Viv Cockburn and Graeme MacLeod. With no other nominations, the nominations were unanimously agreed, and Viv Cockburn and Graeme MacLeod were duly appointed Vice-Chairs of BHA to serve until the next AGM.</p> <p><i>Gavin Edmonds joined the meeting 17:50</i></p>			
4	Minutes from Previous Meeting	<p>3.1 Proposed by Graeme MacLeod and seconded by Anne Rutherford, the Board approved the minutes of the meeting of the 17th August 2021 as a true record of the meeting.</p> <p>Matters Arising:</p> <p>It was reported that all actions from the previous meeting had either been completed, were on track or would be dealt with at this meeting.</p>			
5	Committees – Remits and Membership	<p>Graeme McLeod proposed and Anne Rutherford seconded the proposal to keep the Committee structure as it is. The Board duly approved the retention of two</p>			

		<p>committees; The Audit and Finance Committee and the Operations Committee.</p> <p>The Board agreed the membership of the Audit and Finance Committee as:</p> <p>Vivienne Cockburn (incumbent) Graeme McLeod (incumbent) Hugh Carr (incumbent) Paul Matthews</p> <p>The Board agreed the membership of the Ops committee as follows:</p> <p>Anne Rutherford (incumbent) Lynn Gray (incumbent) Norrie MacPhail (Incumbent) Stephen Scott (Incumbent) John Campbell (Incumbent) Gareth James Gavin Edmonds Sam Hart</p> <p>BHA Enterprise Board</p> <p>The Board appointed Norrie MacPhail and John Campbell to remain as Directors of BHA Enterprise and represent BHA on this subsidiary Board.</p> <p>Contractor dispute working group – John Campbell and Anne Rutherford remain as the Board's representatives on this group.</p>			
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		<p>The Board appointed Sam Hart as its Health and Safety Champion.</p> <p>The Board appointed Viv Cockburn to remain as BHA's representative on the Berwickshire Community Renewables Partnership Board</p> <p>Adviser on Seton Hall site sale– The Property Director updated the Board on the progress being made on the sale and the Board agreed that it would be content with the updates at the meetings declining to appoint a representative to monitor the sale.</p>			
6	Review of the role of Chair and Vice-Chair	The newly elected Chair and Vice-Chairs undertook to review the role descriptions and feedback to the next Board meeting.	Feedback on role descriptions at next meeting	Chair/Vice chairs	05/11/21
7	Future options for main office	<p>The Property Director presented a report that included indicative costs of the minimum required works to bring the office up to a reasonable standard (baseline position) that were in the region of £1.5m.</p> <p>The Property Director summarised the report and advised the Board that this is an options appraisal for the office/site, and the key recommendation from the Leadership Team would be to discontinue the use of the Duns office as BHA's main office.</p> <p>The Board considered a number of questions:</p> <ol style="list-style-type: none"> 1. How many staff live around Duns and had there been any consultation taken place? The Chief Executive confirmed that staff had been consulted prior to moving to the post-covid way of working "The BHA Way" and the office was already vastly underused as staff chose to work at home or were out on our estates. 	Report back on the Plan to exit from Duns office and source a temporary alternative accommodation.	Property Director	18 January 2022

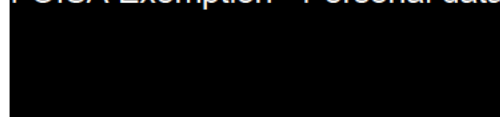
		<p>2. Was it possible to decide to leave this office in Duns and not consider its future, as the building could be left unoccupied for some time and would incur costs? The decision could not be made purely on the estimated upgrade costs of £1.5m but on combining this with the costs of potential options for the office/site. The Property Director advised that option 2.5 in the report – converting the existing office to flats and developing the rest of the site for houses, potentially 21 units, £2.95m – was the option most likely to meet SBC Planning requirements, the £2.95m was before any grant funding, and that there is high demand for social housing in Duns as evidenced by the recently completed Springfield homes. The other options would continue to be developed and reported back to the Board, but option 2.5 was a viable solution which would mean the site could be developed in the future.</p> <p>3. Was it feasible to work with the other local organisations in the Borders to discuss shared accommodation? The Property Director advised that these options will be explored.</p> <p>Understanding the complexity of the situation and the urgency given the critical state of repair of the boilers the Board approved:</p> <p>a) The discontinuation of the Duns office as BHAs main office accommodation subject to an alternative having been identified,</p> <p>b) Exploration of suitable alternative premises to lease for 2 years, subject to review, as an interim measure,</p>			
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		<p>c) An implementation plan to be developed for moving out of the Duns office,</p> <p>d) An implementation plan to be developed for the redevelopment of the Duns office site.</p>			
8	Chief Executive's Update	<p>The Chief Executive updated the Board on:</p> <p>1. Stock Condition Survey – more information available to the Board at the November away day.</p> <p>2. Edgar Road, Westruther – discussions and consultation are ongoing and we have offered to meet with the residents on site, together with the structural engineer to discuss the issues with the properties. The Leadership Team are meeting the local MSPs next week to discuss further. The Scottish Housing Regulator are aware of the situation and are in the process of responding to the residents to clarify their asset investment expectations for RSLs.</p> <p>3. Colleague feedback was positive on the vision, values and strategic aims and the Board would get to see the outcomes at the away day on the 5th and 6th November 2021.</p> <p>The Board noted the report</p>			
9	Risk Reports	<p>The Finance Director reported that the presentation of the reports was a first draft and needed refinement. The system was being improved and this would make the risk scoring clearer.</p> <p>The Board noted the risk reports and looked forward to seeing the improved format at the next review.</p>	Review the layout of the Risk Report	Finance Director	16/11/21
10	Policies for renewal	ITEM WITHDRAWN			

11	Governance Update	<p><i>Scott Holmes, Gareth James and Gavin Jones declared their interest in this item and took no part in the approvals.</i></p> <p>The Board reluctantly accepted the resignation of Scott Holmes from the Board. The Board recorded their thanks to Scott for all his work for the Association over his time with us.</p> <p>The remit of a trustee was approved on the basis that the remit will be reviewed as part of the wider Governance review to take place in quarter 4 of this year.</p> <p>The Board approved, subject also to the approval of the BHA Enterprise Board, the appointment of Ruth Hann as an Independent Director of BHA Enterprise Ltd</p> <p>The Board Homologated the use of the Association's Seal.</p> <p>The Board noted the response from the Information Commissioner stating no further action would be taken in regard to the near miss data breach reported to them on 18th May 2021.</p> <p>The Board noted the report</p>	Seek Ruth Hann's appointment as a Director of BHA Enterprise	Resources Director	28/10/21
12	Subsidiary Board minutes	<p>The Board noted the minutes from the following subsidiary Board meetings:</p> <ol style="list-style-type: none"> 1. BHA Enterprise Ltd – 5th August 2021 2. Berwickshire Community Renewables LLP – 5th August 2021 			
13	Committee Minutes	<p>The Board homologated the decisions taken by its Committee's at the following meetings:</p>			

		Operations Committee of 3 rd August 2021			
20	AOCB	The Chair introduced the agenda for the November strategy away day on 5 th and 6 th of November 2021.			
19	In Camera Item	All staff left the meeting at 7.05pm. The Chief Executive remained with the Board and took the minute for the item			
12	Date of next meeting	The Strategy Away Day is on 5 th and 6 th of November 2021 The next Board meeting is scheduled for Tuesday 16 th November 2021 at 5.45pm.			
	Meeting closed	The meeting closed at 8:15pm			

FOISA Exemption - Personal data



16/11/21