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		<b>Minutes of Berwickshire Housing Association Limited</b> <b>Board of Directors</b> <b>Tuesday, 13 August 2024, at 16:00</b> <b>Hybrid meeting – in person and via video conference</b>
<b>PRESENT</b>		<b>IN ATTENDANCE</b>
<b>In person</b> Jim McDevitt (Chair) John Urwin Hugh Carr Viv Cockburn (left at 17:05) Karen Featherstone John Campbell Jordan Manning		<b>In person</b> Michelle Meldrum (MM), Chief Executive (CE) Dan Blake (DB), Executive Director – Customer Experience (EDCE) Richard Hukin (RH), Executive Director – Business Support (EDBS) Joanna Voisey (JV) Head of Assets and Sustainability (HoAS) Evie Copland (EC), Head of Customer and Neighbourhoods (HoCN) Nikki Allman (Minute Taker), Executive Assistant
<b>Via Teams</b> Carolyn Wood (joined 16:13) Anneka Gill		<b>Via Teams</b>
<b>PARA</b>		<b>ACTION</b>
	<b>1. Apologies for Absence &amp; Declarations of Interest</b>	<b>Noting</b>
1	Apologies were received from Claire McMillan and Paul Matthews.	
	<b>2. Declarations of Interest</b>	<b>Noting</b>
2	John Campbell declared his interest in BHA Enterprise.	
	<b>3. Minutes of meetings held on the 18<sup>th</sup> June 2024 and Matters Arising</b>	<b>Approval</b>
3	Proposed by John Campbell and seconded by Karen Featherstone, the Board approved the minutes of the meeting of the 18 <sup>th</sup> June 2024 as a true record of the meeting.	
	<u>Matters arising</u>  Item 13/02/24-06 Land Acquisition at Linkim Court to be removed from the action log. Item 26/03/24-01 – BHA Enterprise Budget – EDBS advised this can be removed as MMR properties transferred to BHA stock and budget refocused to reflect change. Full Management Accounts will be available to the Board in September. Item 21/05/24-03 – Queries on Loan Portfolio Return – This was clarified and agreed with the SHR and the LPR was submitted to SHR with no further queries. <b>[1]</b>	<b>EXA</b>  <b>EXA</b>  <b>EXA</b>
	<b>4. Audited Statutory Accounts</b>	<b>Approval</b>
4	The EDBS presented the draft audited statutory accounts for the BHA Group, BHA Enterprise Ltd and Berwickshire Community Renewables,	

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	along with CT's Audit Summary Report and the Risk & Assurance Committee reviewed the accounts at their meeting held on 8 <sup>th</sup> August 2024. The EDBS confirmed to the Board that clarification would be provided on the consolidated net debt position. [2]	EDBS
5	The Board noted that the Audit letter had no further recommendations.	
6	<b>RESOLVED</b> that the Board: <ul style="list-style-type: none"> <li>a) Approved the BHA Group statutory accounts and letter of representation for signature</li> <li>b) Approved the covenant compliance certificates for Nationwide, RBS and Allia.</li> <li>c) Noted the BHA Enterprise statutory accounts.</li> <li>d) Noted the Berwickshire Community Renewables LLP statutory accounts.</li> <li>e) Association accounts – Additional commentary to be added to reflect the 12 MMR properties transfer back into BHA stock within the BHA and BHA Enterprise accounts. [3]</li> </ul>	EDBS
<b>5. Assurance Statement</b>		Approval
7	The EDBS presented the Assurance Statement self-assessment which was also independently reviewed with two members of the Risk & Assurance Committee. The outcome of the current assessment indicated we comply with the regulatory standards, with some areas of improvement; however, none are sufficiently impacting the overall assessment, with being fully compliant and any minor actions being reported to be completed within the year.	
8	Following observations from the SHR, the EDBS confirmed that the full matrix is now available within the 'Resources' section within Decision Time to review and monitor for all Board Members.	
9	<b>RESOLVED</b> that the Board: <ul style="list-style-type: none"> <li>a) Reviewed the progress made against last year's action plan and noted new actions identified as part of the 2024 review.</li> <li>b) Reviewed the outcome of the current year assessment of compliance with the Regulatory Standards and agreed the compliance statement.</li> <li>c) Approved the Statement of Assurance wording and to be signed by the Chair. [4]</li> </ul>	EDBS
<b>6. Tenders for Approval</b>		Approval
10	<u>Window &amp; Door Replacement Program</u>  The HoAS presented the tender return for the supply and installation of Windows & Doors to 36 properties following data from the stock condition survey and information from the Repairs Team. The tender processed utilised the framework for windows and doors with Scottish Procurement Alliance (SPA) and has been assessed by the QS, NBM for accuracy and value for money.  Following a question from the Board, the HoAS confirmed the contract does contain a community benefit element from contractors. [5]	HoAS

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	<i>(Carolyn Wood joined the meeting at 16:13)</i>	
11	<p><u>Kitchen &amp; Bathroom Contract Continuation</u></p> <p>The HoAS presented the proposal for the continuation of the kitchen &amp; bathroom contract with the current supplier, MP Group using the +1 year option which was carried out in 23/24 with Public Contracts Scotland. The programme has been developed from the stock condition survey data and included properties that were removed from the planned works last year due to financial restraints.</p>	
12	The HoAS advised that there are improved choices for the customer within the elements of both the kitchen and bathrooms.	
13	The HoAS reported that within the contract with MP Group there is the potential option for a further +1, although discussions are taking place with the Procurement Specialist to drive value for money with longer term contracts across the board.	
14	<p><b>RESOLVED</b> that the Board:</p> <p style="background-color: black; color: white; padding: 2px;">Section 33 (1)(b) commercial interests and the economy</p> <p>b) <span style="background-color: black; color: white; padding: 2px;">[REDACTED]</span></p>	<b>HoAS</b>
<b>7. Chief Executive's Report</b>		<b>Noting</b>
15	<p>The CE presented the report highlighting the feedback received on the SHR's Thematic Review of Annual Assurance Statement visit which took place on the 28<sup>th</sup> May 2024.</p> <p>The report highlights the good practice in the operation of a comprehensive approach to tenant and resident safety reporting and assurance. The report also highlights good practice in BHAs approach to benchmarking and networking; sharing ideas, thoughts and good practice with other RSLs including key financial planning assumption setting. Overall reporting a positive engagement with the Regulator.</p>	
16	<p><b>RESOLVED</b> that the Board:</p> <p>a) Noted the Chief Executive's Report</p>	
<b>8. People &amp; Culture Report</b>		<b>Noting</b>
17	The CE presented the report providing an overview of the highlights to date for 2023-24 and welcomed questions. The Board thanked the Executive Team for their work on the progress around the people & culture activity across the business.	
18	<p><b>RESOLVED</b> that the Board:</p> <p>a) Noted the People &amp; Culture Report.</p>	
<b>9. Board Appraisal Outcomes</b>		<b>Noting</b>
19	The EDBS presented the outcome of the Board annual appraisals undertaken by the BHA Chair & Vice Chair. The feedback from the Board were overwhelmingly positively about the past year.	

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20	<p><b>RESOLVED</b> that the Board:</p> <p>a) Noted the Board Appraisal outcomes and expressed their thanks to JoAnne Baptie for her support to the Board &amp; Committees during her time with BHA.</p>	
<b>10. Management Services Agreement</b>		<b>Approval</b>
21	<p>The EDBS presented the updated Management Services Agreements for BHA/BCR with no material changes, apart from the annual charge to reflect the 2024/25 budget. The EDBS proposed both agreements should be reviewed on a three-year cycle; with only the annual charge being reviewed, unless there were any material service changes.</p> <p>The Board requested assurance that any BHA resources are realistically in line with the service charges made within the agreements. [7]</p>	<b>EDBS</b>
22	<p><b>RESOLVED</b> that the Board:</p> <p>a) Approved the updated Management Services Agreement and approved the proposal to extend the renewal period to three years.</p>	
<b>11. AGM Re-elections</b>		<b>Noting</b>
23	The EDBS reported on four Trustees who have left since the last AGM, in addition it is reported that a further three existing Trustees have indicated their intention to step down from the Board at a future date.	
24	<p><b>RESOLVED</b> that the Board:</p> <p>a) Noted the AGM Re-elections Report</p>	
<b>12. Q1 Reports</b>		<b>Noting</b>
25	1. Master Delivery Plan – Noted the report with no questions	
26	<p>2. Management Accounts</p> <p>The Board sought clarification on the low expenditure for repairs. The HoAS advised there is no need for concern, this is due to the contingency contractors delay in submitting invoices and improved controls on variations and assured this will be continually monitored.</p> <p>In addition, following questions from the Board, the HoAS confirmed that the capital works expenditure will increase with a healthy uplift during Q2, following the Board approval for the Window &amp; Door Replacement Program and continuation of the Kitchen &amp; Bathroom tender.</p> <p>The Board were advised in the increase in bad debt which has increased due to voids and arrears and further analysis is being carried out to see what is driving this increase.</p>	
27	3. Treasury Management – Noted the report with no questions	
28	4. Governance – item 12.4.2 (for approval)	

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	<p>Discussions took place on Board Recruitment with all agreeing the importance of recruiting from the local areas and ensuring representation within Berwickshire. In addition, emphasis was placed on recruiting from the customer base. The EDCE advised on an active list of customers interested in engaging with BHA, which is being supported by TIS.</p> <p>The Board agreed on the potential of offering Board Traineeships for customers which could be considered for future Board recruitment with other RSLs. <b>[8]</b></p> <p><i>(John Campbell left the meeting at 16:50)</i></p> <p>The CE reported to the Board that the SHR did not have any concerns in relation to the current Board resignations and would be provide them with an update in November.</p>	<b>CE</b>
29	5. Customer – Noted the report with no questions	
30	<p>6. Asset / Repairs <i>(John Campbell rejoined the meeting at 17:00)</i></p> <p>The Board sought assurance on the quality assurance around the right first time for repairs. The HoAS reported this is closely monitored for failure rates, with 10% of post-completion surveys which are based upon types of repairs, costs and adaptations.</p> <p><i>(Viv left the meeting at 17:05)</i></p>	
31	<p><b>RESOLVED</b> that the Board:</p> <p>a) Noted all the Q1 Reports</p> <p>7. Approved the appointment of Andrea Beavon as a BHA Trustee for appointment at the AGM. (item 12.4.2) <b>[9]</b></p>	<b>Chair/EDBS</b>
	<b>13. Write Offs</b>	<b>Noting</b>
32	The HoCN reported two accounts to be noted for the quarter, with no legal write offs or rechargeable repair write off and Q1 figures are within target of the budget set.	
33	<p><b>RESOLVED</b> that the Board:</p> <p>a) Noted the Write-Off Report.</p>	
	<b>14. Policies for Renewal</b>	<b>Approval</b>
34	<p>The following policies were presented for approval :</p> <ol style="list-style-type: none"> <li>1. Entitlements Payments and Benefits</li> <li>2. Code of Conduct – Staff</li> <li>3. Code Conduct – Board Members</li> </ol>	
35	The Board recommended that the Staff Code of Conduct is also presented to Contractors and this element is included within the policy. <b>[10]</b>	<b>HoAS/EDBS</b>
36	The Board recommended that the EDBS reviews the SFHA policies for both staff and Board Members, and looks to adopt these for BHA, if appropriate. <b>[11]</b>	<b>EDBS</b>

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37	<b>RESOLVED</b> that the Board: a) Approved the Entitlements Payments and Benefits Policy b) Approved the Code of Conduct for Staff (see action point 10) c) Approved the Code of Conduct for Board Members (see action point 10)	<b>EDBS</b>
<b>15. BHA Committee Minutes</b>		Homologation
38	The Board homologated the following : 1) Risk & Assurance Committee Meeting (16 <sup>th</sup> July 2024) 2) Risk & Assurance Written Resolutions (18 <sup>th</sup> July 2024)	
<b>16. Any other competent Business</b>		
39	None	
Date of next meeting: Annual General Meeting 10 <sup>th</sup> September at 18:00 Board Meeting 24 <sup>th</sup> September at 17:30		
<b>The meeting closed at 17:18</b>		
Signed: _____ (Chair) _____ Date: _____		

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**BHA BOARD ACTION LOG**

Item	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
23/05/23-07	<b>Item 18 – Policies for review:</b> Internal audit review of financial regulations would be considered for the programme next year to ensure key aspects of the regulations are included.	EDBS	Jul-24	To be included revised programme being submitted to Risk & Assurance Committee (July and back to August Board)
19/09/23-04	<b>Item 5 – BHA Board Succession Plan and Skills Report:</b> Data within the skills report to be anonymised in future.	EDBS	Aug-24	To be taken into account – in next report – Completed
13/02/24-03	<b>Item 4 – Applin Cross (Options Appraisal):</b> Site & options appraisal for the land to be included in the development of a future new build programme over the next 12 months during 2024/25.	CE	January 25	Completed – noted to be updated in Development Update in Q4
13/02/24-05	<b>Item 6 – Governance Update:</b> Carry out introductions for new Independent Board member for BHA Enterprise.	EDBS	October-24	Completed
13/02/24-07	<b>Item 8 – Governance Update: Board Skills and succession planning:</b> Review Board Skills Matrix following the Chairs Annual Board Member Reviews.	EDBS	August-24	Completed
13/02/24-08	<b>Item 9 – Risk Management Framework:</b> Refresh on risk appetite at the October Board Strategy Day.	EDBS	11/10/24	To be provided in October 2024
21/05/24-13	<b>Item 12 – Strategic Risk Report:</b> Clarify risk appetite ratings associated with SR-2	EDBS	October 2024	To be provided in October 2024
21/05/24-14	<b>Item 12 – Strategic Risk Report:</b> (see also action - 13/02/24-08) arrange risk management training	EDBS	October 2024	In progress - External support required for Risk Session to the Board
13/08/24-01	<b>Item 3 – Minutes of meeting held on 18<sup>th</sup> June :</b> Remove/update actions as per minutes.	EXA	ASAP	Completed
13/08/24-02	<b>Item 4 – Audited Statutory Accounts :</b> Clarify to the Board on the consolidated net debt position.	EDBS	ASAP	Completed
13/08/24-03	<b>Item 4 – Audited Statutory Accounts :</b> Add additional commentary to reflect the 12 MMR properties transfer back to BHA stock within both sets of accounts.	EDBS	ASAP	Completed
13/08/24-04	<b>Item 5 – Assurance Statement :</b> Arrange signature of Assurance Statement by the Chair	EDSB	ASAP	Completed – 21/8/24

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Item	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
13/08/24-05	<b>Item 6 – Tenders for Approval</b> : Provide the Board with details of the community benefits from both the tenders.	HoAS	24/09/24	
13/08/24-06	<b>Item 6 – Tenders for Approval</b> : Award the tenders for Window & Door Replacement Program and Kitchen & Bathroom Contract continuation.	HoAS	ASAP	Completed
13/08/24-07	<b>Item 10 – Management Services Agreement</b> : Examine all BHA resources associated with agreements to ensure they are correctly re-charged.	EDBS	Sept-24	In Progress - work has yet to be completed on this and propose to bring back to Board Meeting in November
13/08/24-08	<b>Item 12.4 – Q1 Report Governance</b> : Research potential Board Traineeships with other RSLs.	CE	November-24	In Progress
13/08/24-09	<b>Item 12.4.2 – New Board Member</b> : Offer Board position to Andrea Beavon & arrange induction process	Chair/ EDBS	September-24	Completed
13/08/24-10	<b>Item 14 – Policies for Renewal</b> : Include Contractors within Staff Code of Conduct	HoAS/ EDBS	September-24	In Progress
13/08/24-11	<b>Item 14 – Policies for Renewal</b> : Review SFHA policies for both staff and Board Members and look to adopt these, if appropriate	EDBS	September-24	Completed
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			