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	<p align="center"><b>Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 13 February 2024, at 17:30 Hybrid meeting – in person and via video conference</b></p>	
<b>PRESENT</b>	<b>IN ATTENDANCE</b>	
<p><b>In person</b> Jim McDevitt (Chair) John Campbell</p>	<p><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) Evie Copland (EC), Customer Experience Lead Joanna Voisey (JV) Head of Assets and Sustainability</p>	
<p><b>Via Teams</b> John Urwin Karen Featherstone Viv Cockburn Carolyn Wood Jordan Manning Claire McMillan Brian Devlin Emma Garry (until 17:46)</p>	<p><b>Via Teams</b> Nikki Allman, Executive Assistant (Minute Taker)</p>	
<b>PARA</b>		<b>ACTION</b>
	<b>1. Apologies for Absence &amp; Declarations of Interest</b>	<b>Noting</b>
1	Apologies were received from Hugh Carr, Anneka Gill and Paul Matthews.	
2	John Campbell declared his interest in BHA Enterprise.	
	<b>2.Acquisition of Land – Former Duns Primary School Site</b>	<b>Decision</b>
3	Emma Garry presented the report following the successful bid in August 2023 for the site and Board support to progress the acquisition of the site. The summary included details of the due diligence undertaken, financial appraisal, utility investigations, demand analysis and feasibility risk assessment.	
4	Emma Garry confirmed to the Board there are no reported access or ground condition issues given it is a greenfield site, but SBC will be providing an indemnity policy to cover a minor historic title issue.	
	<i>Brian Devlin had technical difficulties and left the meeting at 17:40</i>	
5	Further clarification was given to the Board on the capital costs and lifecycle costs, confirming these have not been modelled on sensitivities but modelled on inflation over 30 years.	
6	The Board recommended a standard discount rate for assumptions on financial appraisals, to be agreed with the Risk & Assurance Committee. <b>[1]</b>	<b>EDBS</b>
7	Emma Garry confirmed that there are no associated risks with the grant funding should the land be land banked, should the land be sold, the	

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	grant would need to be re-paid with a risk of not receiving full receipt of the original land purchase.	
8	<p><b>RESOLVED</b> that the Board:</p> <p>a) At professional valuation or less acquire the land at the former Duns Primary School site for any future new build programme.</p> <p><b>[2]</b></p>	<b>CE</b>
	<i>Emma Garry Left the meeting at 17:46</i>	
	<b>3. Minutes of meetings held on the 23rd of January 2024 and Matters Arising</b>	<b>Approval</b>
9	Proposed by Viv Cockburn and seconded by John Campbell the Board approved the minutes of the meeting of the 23rd of January 2024 as a true record of the meeting and any matters arising were covered in the agenda of this meeting.	
	<b>4. Options Appraisal – Applin Cross, Coldingham</b>	<b>Discussion/ Direction</b>
	<i>Brian Devlin rejoined the meeting at 17:51</i>	
10	<p>The HOAS presented the updated report, following the initial discussions on the 28th of November 2023 Board meeting.</p> <p>The Board reviewed the cost options for investing (option 1). The Board questioned the financial rationale given the right investment the properties could continue to be part of BHA stock for a significant period of time, against the indicative costs presented for a rebuild of the site.</p> <p>The HOAS advised the estimated cost for investment should the Board decide to retain the homes <b>section 33(1)(b) commercial interests and economy</b>. The Board were requested to note that these costs could be subject to future increases. In addition, it was noted that the foundation stabilisation works were an unknown quantity to some extent and therefore considerable risk was attached to this issue should the Board decide to retain and invest in the homes.</p> <p>The HOAS advised no grant funding was currently available for the core works required if the homes were retained, however, there is likely to be significant grant funding available for any future new build.</p>	
11	The Board sought clarification on the sub-options if the Board decided to disinvest (option 2). The HOAS advised at this stage direction is sought by the Board as to whether to invest or disinvest. If the Board decides to disinvest, the sub-options relating to that option will follow at a future date. The land would be included in the land pipeline which will form BHA's future new build programme and therefore a decision on future use of the land will be required at a later stage once further investigations have been carried out.	
12	Key concerns were raised by the Board on the impact on the private owner and BHA customers. The EDCE confirmed that ongoing communications are being maintained with our customers and housing needs assessments will take place following the board decision which	

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	<p>will lead to an in-depth housing options appraisal with BHA customers and the private owner.</p> <p>The EDCE assured the Board that BHA colleagues will be taking all the learning from Westruther forward into this necessary process.</p>	
13	<p><b>RESOLVED</b> that the Board:</p> <ul style="list-style-type: none"> <li>a) Agreed on the decision to disinvest.</li> <li>b) Site &amp; options appraisal for the land to be included into future development strategy by Emma Garry and presented to the Board. <b>[3]</b></li> </ul>	<b>CE</b>
<b>5. Chief Executive Update</b>		<b>Noting</b>
14	<p>The CE provided a verbal update on Edgar Road, Westruther following an updated engineer's report. Harley Haddow who are instructed to carry out monthly visual inspections, report on a number of deteriorations to the properties and recommend demolishing the defective properties at the earliest opportunity.</p> <p>The HOAS reported the scoping of tender for the demolition process is underway, with the timeline design work/building work application and procurement this side of the financial year, and then demolition early next financial year with a full report being provided at the next Board meeting. <b>[4]</b></p> <p>The CE advised the Board that communications will need to be managed sensitively due to the continued reputational impact to BHA.</p>	<b>HOAS</b>
15	<p>The HOAS summarised the briefing paper on the new Net Zero Standard and highlighted key implications for BHA and the fundamental changes to move to carbon neutral. The HOAS advised that a response is currently being drafted to Scottish Government on the new standards and exploratory work is underway for funding models (both public and private) and any further feedback will be provided to the Board.</p>	
	<p><b>RESOLVED</b> that the Board:</p> <ul style="list-style-type: none"> <li>a) Noted the content of the Chief Executives Update.</li> </ul>	
<b>6. Q3 Reports</b>		<b>Noting</b>
16	<p><b>Asset Report</b></p> <p>The HOAS presented the report providing an update on the Springfield Phase 3 Development which has encountered intermittent issues with heating and hot water. Reporting that all homes at present have no issues, long term assurances on the performance of the heating are currently being pursued with the ASHP manufacturer and Springfield contractors.</p> <p>Following a question from the Board on the capacity to deliver on the programme of works on Kitchens and Windows, the HOAS confirmed the programme, and contractors are performing well at present and are fully aware of the requirements for completion.</p>	

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17	<p><b>Management Accounts</b> The EDBS presented the Management Accounts to 31 December 2023 and invited questions from the Board.</p> <p>A question was raised regarding the continued issue of rising repairs costs and how the projected outcome for 23/24 will impact the Business Plan and lender covenants.</p> <p>The EDBS advised in terms of the business plan, costs are holding in line with forecast outturn. The business plan for reactive maintenance and voids is <b>section 33(1)(b) commercial interests and economy</b> against the 23/24 forecast of <b>section 33(1)(b) commercial interests and economy</b> following the initial budget of <b>section 33(1)(b) commercial interests and economy</b>. This increase is all within the responsive repairs area with forecast now <b>section 33(1)(b) commercial interests and economy</b> against an initial budget of <b>section 33(1)(b) commercial interests and economy</b>. We are managing this increase along with the investment programme to ensure that covenants are not impacted further.</p> <p>In terms of the covenants, the situation is tight, and we are monitoring this alongside colleagues within our assets and repairs teams to deliver as forecasted.</p>	
18	<p><b>Treasury Management Update</b> The EDBS reported no significant treasury events and invited questions.</p>	
19	<p><b>Governance Update</b> The Chair verbally updated the Board that documents associated with the new National Lottery funding for BeFriend and a new member share certificate were signed on the 15th of February by both the Chair &amp; Company Secretary.</p>	
20	<p>The EDBS reported on the regular governance issues all for noting with one approval for the appointment of Dan van der Horst as a new independent member of BHA Enterprise.</p>	
21	<p><b>Customer Report</b> The EDCE presented the report updating on the successful National Lottery funding for BeFriend and the Board duly acknowledge the increase in the customer satisfaction figures.</p>	
22	<p><b>RESOLVED</b> that the Board:</p> <ul style="list-style-type: none"> <li>a) Approved the appointment of Dan van der Horst as a new independent member of BHA Enterprise. <b>[5]</b></li> <li>b) Noted all the Q3 Reports</li> </ul>	<b>EDBS</b>
<b>7. Land Acquisition at Linkim Court</b>		<b>Approval</b>
23	<p>The HOAS presented the report to purchase an area of land to facilitate the development of a scooter store, as part of the associations approach to fire risk mitigation at Linkim Court.</p>	
24	<p><b>RESOLVED</b> that the Board:</p>	<b>CE</b>

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	a) Approved delegated authority to the Chief Executive in relation to purchase the land for the value of £1. [6]	
	<b>8. Governance Update: Board Skills and Succession Planning</b>	<b>Discussion/ Direction</b>
25	The EDBS reported on the recent successful recruitment activity, however advising that in the coming 12 months there will be some Trustees that will be standing down or have indicated their intention to resign.	
26	The Board discussed the value of having tenant member representation on the Board, all agreed it is crucial to capture the customer voice at the highest level as part of the wider engagement strategy, alongside being a regulatory requirement. The EDCE advised best endeavours will be taken by BHA colleagues during customer connect visits to engage and identify potential Tenant Board Members.	
27	The Board agreed that the skills gap matrix should be updated following the Chairs Annual Board Member Reviews along with a refreshed strategy to actively target agreed specific skills sets. [7]	<b>EDBS</b>
28	<b>RESOLVED</b> that the Board: a) Discussed the Board Skills and Succession Planning	
	<b>9. Risk Management Framework</b>	<b>Noting</b>
29	The EDBS presented the current Risk Appetite Statement with no amendments and invited questions. The Board requested a refresh on risk appetite at the October Board Strategy Day. [8]	<b>EDBS</b>
30	<b>RESOLVED</b> that the Board: a) Noted the Risk Appetite Statement	
	<b>10. Strategic Risk Report</b>	<b>Noting</b>
31	The EDBS presented an update on the review of the strategic risk register and advised that an additional strategic risk has been included - (SR-14) Failure to effectively capture and supply business intelligence.	
32	<b>RESOLVED</b> that the Board: a) Noted the Strategic Risk Report	
	<b>11. Planned Maintenance Policy</b>	<b>Approval</b>
33	The HOAS presented the amended policy for approval by the Board, advising that the policy has been reviewed earlier than its renewal date to ensure effective consideration of the new Net Zero regulatory changes.	
34	<b>RESOLVED</b> that the Board: a) Approved the amendments to the policy. [9]	<b>HOAS</b>
	<b>12. Subsidiary Board Minutes</b>	<b>Noting</b>
35	The Board noted the following: a) BCR Minutes (25 <sup>th</sup> January) b) BHA Enterprise (25 <sup>th</sup> January) – The EDBS provided a verbal update on the recommendation from BHA Enterprise to the BHA Board to bring the 12 Mid-Market Rental (MMR) properties into	

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	general needs social housing stock within BHA, following a full options appraisal.	
36	<b>RESOLVED</b> that the Board: a) Approved the the recommendation from BHA Enterprise to bring the 12 MMR properties into BHA's general needs social housing stock.	
<b>13. BHA Committee Meeting</b>		<b>Homologation</b>
36	The Board homologated the following: a) Risk & Assurance Committee (16 <sup>th</sup> January)	
<b>9. Any other Competent Business</b>		
37	a) The Chair advised final timelines are being made for the Annual Trustee Reviews. b) Board members are reminded to acknowledge Board and Committee attendance no later than the Monday morning before the meeting.	
<b>Date of next meeting 26<sup>th</sup> March at 17:30</b>		
<b>The meeting closed at 19:00</b>		
Signed: <span style="margin-left: 200px;"><b>(Chair)</b></span> <span style="margin-left: 150px;">Date:</span>		

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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	Apr-24	In progress
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	In Progress
28/11/23-04	<b>Item 6 – Chief Executives Report:</b> Pursue BTO to gain some progress on current situation with Adston.	EDBS	Jan-24	Update (Feb 24)
24/01/24-01	<b>Item 4 – Strategic Partnership Update:</b> Upon completion circulate final Savills report to Board Members	CE	Mar-24	To be circulated in advance of Board Strategy Day
24/01/24-04	<b>Item 5 – 2024/25 Budgets &amp; Financials:</b> Carry out requested stress testing for presentation of Budget in March	EDBS	26/03/24	Completed
13/02/24-01	<b>Item 2 – Acquisition of Duns Primary School site:</b> Agree standard discount rate for assumptions on financial appraisals with Risk & Assurance Committee.	EDBS	16/04/24	In Progress
13/02/24-02	<b>Item 2 – Acquisition of Duns Primary School site:</b> Proceed with the acquisition of land at the former Duns Primary School site for any future new build programme.	CE	ASAP	In Progress
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	In Progress
13/02/24-04	<b>Item 5 – Chief Executives Report (Westruther):</b> Provide full Board paper and Engineers report to next meeting with update on tender process for demolition.	HOAS	26/03/24	In Progress
13/02/24-05	<b>Item 6 – Governance Update:</b> Carry out introductions for new Independent Board member for BHA Enterprise.	EDBS	ASAP	In Progress
13/02/24-06	<b>Item 7 – Land Acquisition at Linkim Court:</b> Following delegated authority proceed with land acquisition for £1.	CE	ASAP	In Progress
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	May-24	In Progress
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	In Progress

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Item	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
13/02/24-09	<b>Item 11 – Planned Maintenance Policy:</b> Circulate and implement amended policy.	HOAS	ASAP	Completed
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			