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		<p>Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 19 September 2023, at 17:30 Hybrid meeting – in person and via video conference</p>
PRESENT		IN ATTENDANCE
<p>In person Jim McDevitt (Chair) Viv Cockburn Anne Rutherford Carolyn Wood John Campbell Hugh Carr John Urwin</p>		<p>In person Michelle Meldrum (MM), Chief Executive (CE) Dan Blake (DB), Executive Director – Customer Experience (EDCE) Joanna Voisey (JV) Head of Assets and Sustainability (HOAS) Richard Hukin (RH) Executive Director – Business Support (EDBS) Jo-Anne Baptie, Risk & Assurance Advisor (Minute Taker)</p>
<p>Via Teams Brian Devlin Karen Featherstone</p>		<p>Via Teams</p>
PARA		ACTION
1	The Chief Executive took the Chair and the Board approved Jim McDevitt for the role of Chair. Jim McDevitt was duly elected Chair of BHA to serve until the next AGM and took Chair of the meeting.	
	1. Apologies for Absence	Noting
2	Paul Matthews and Lynn Gray	
	2. Declarations of Interest	Noting
3	John Campbell declared his interest in BHA Enterprise.	
	3. Minutes of meetings held on the 8th of August 2023 and Matters Arising	Approval
4	Proposed by Viv Cockburn and seconded by John Campbell the Board approved the minutes of the meeting of the 8 th of August 2023 as a true record of the meeting.	
5	<p><u>Matters Arising</u> It was reported that all actions which were due for completion by this meeting had been completed and the progress of the remaining actions were noted as below: 21/03/23-05 Item 12 Reward and recognition changes as and when required so agreed to be removed from the action log. 23/05/23-02 Item 11 Health and safety progress reporting is ongoing.</p>	
	4. Election of Office Bearers, Matters Reserved for the Board, Committees and Executive Remits, Committee Membership	Approval
6	The Board approved Jim McDevitt for the role of Chair and Vivienne Cockburn for the role of Vice-Chair. Both Jim McDevitt and Vivienne Cockburn were duly elected to serve until the next AGM.	
7	The Board requested that reviewing of performance data on damp, mould and condensation be included along with current compliance monitoring within the Operations Committee Remit. Agreed inclusion and remit to be amended. [1]	EDCE

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8	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Appointed a Chair. b) Appointed a Vice Chair. c) Approved the Matters Reserved for the Board, Committee Remits and Executive Team Remit. Operations Committee Remit to be amended with additional as agreed. d) Approved the continuation of the Appointments Panel Remit. 	
5. BHA Board Succession Plan and Skills Report		Approval
9	The EDBS presented the report with no additions and opened for discussion and questions.	
10	<p>Board discussed the report and acknowledged this was a beneficial exercise to go through.</p> <p>Highlighted areas of future concern with IT and Legal skills gap an area of focus when appointing future Trustees and asked are these areas an urgent priority.</p> <p>CE advised no immediate concern currently with specialists and consultants available if required, also added that strategic asset planning is an area to consider going forward.</p> <p>Discussion around option to consider co-opted Board Members if required. Agreed would explore, clarify role of Co-optee and feedback. Board expressed need to keep as simple as possible. [2]</p>	CE / EDBS
11	The Board requested personal data within the document to be anonymised in future. [4]	EDBS
12	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Approved the BHA Board Succession Plan and Skills Report. 	
6. Annual Review of Board Effectiveness		Approval
13	The EDBS prepared the paper, and the Board were satisfied that the evidence confirmed they had operated effectively during the year.	
14	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Approved the annual review of board effectiveness. 	
7. Chief Executives Report		Noting and Approval
15	<p>The CE introduced report, providing an update on:</p> <ul style="list-style-type: none"> - Item 2 Office accommodation and Community nursery, as previously agreed no further investment in building. Seeking approval of lease extension and additional spend for office boiler. - Item 3 Westruther the homes at Edgar Road, hopeful a solution will be agreed this week. - Item 7 Springfield Phase 3 delayed due to sprinkler system and water pressure, also impacts on Westruther tenant. <p>The CE invited discussion and questions.</p>	
16	The Board sought clarification as to liability for any costs due to additional requirements at Springfield and detail on loss of rental revenue.	

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	<p>HOAS confirmed developer liable for remedials and potential alternative solutions being considered along with impact of any ongoing monitoring or management controls required.</p> <p>EDBS advised a c. £2000 a week loss in rental income.</p>	
17	<p>Board asked for further update on Item 8 RAAC timescales.</p> <p>HOAS advised disruptive surveys were being carried out on non-traditional homes as part of the stock condition process so will check for RAAC during this process. If any RAAC identified, the Board will be updated.</p>	
18	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Approved the extension to the nursery lease from end of September 2023 to the end of March 2024 and the expenditure of 6K for new boiler. b) Noted the Chief Executives Report. 	
	8. Q1 Reports	Information and noting
19	<p>Customer Report (Q1) EDCS presented report and invited feedback and discussion.</p>	
20	<p>Board thanked EDCE for the comprehensive and clear report. Discussion over content and the EDCE confirmed focus on right first-time scope, interpretation, and adaptations internally.</p>	
21	<p>Asset Report (Q1) HOAS presented report and invited discussion.</p>	
22	<p>Board sought clarification on Forecast vs Actual spend chart within report, HOAS confirmed and will review the graph for better clarity going forward.</p> <p>HOAS clarified underspend position against forecast advising of some large contracts planned that will be progressed quickly. At this stage, it is likely the budget allocated for the year will be spent.</p> <p>In the process of reforecasting with finance, which will be clear in next accounts.</p>	
23	<p>Board also raised concern that the compliance action plan is behind schedule and questioned if sufficient resources were in place to support the asset's function. HOAS advised the Asset Team are being supported by two consultants now, however, acknowledged some of the original timescales were over-ambitious. HOAS reminded Board that the actions in the Compliance Action Plan are improvements.</p> <p>A review of the action plan and deadlines is taking place. The Board were given assurances that further improvements will be seen in next report to be presented at January's Board.</p> <p>Board noted the timescale for the indicative kitchen and bathroom contract and how this might be impacted by Christmas but were</p>	

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	happy with the assurance that this will be managed to avoid disruption to customers over Christmas.	
24	Board questioned Fire compliance as states two not started, HOAS confirmed the actions were improvements with one being the in-progress fire policy.	
25	Delivery Plan CE updated the Board stating that the Executive Team will be reviewing the plan after the mid-year point to assess progress and priorities for the rest of the year. Opened to Board for discussion.	
26	RESOLVED that the Board: a) Noted the reports.	
9. Pension Overview		Noting
27	EDBS no further update, opened for discussion and questions. Board pleased to see recognition of effect and impact on colleagues within the report and questioned that BHA have the support needed from pension specialists. Board sought reassurance that we BHA are fully compliant with auto enrolment and queried if any colleagues opt out. EDBS confirmed compliant, unaware of anyone opting out and BHA will be reaching out to experts as and when required.	
28	RESOLVED that the Board: a) Noted the Pension Overview Report	
10. Policies for Renewal		Approval
29	Compensation Policy no update, questions invited. Board expressed concern that some of the amounts detailed in policy felt minimal, is it standard as it feels very structured. Training to the teams will require customer focus to ensure we do the right thing. EDCE confirmed there is no standard response to this matter across the sector, in fact it is extremely variant. Advised that explicit instruction to consider rent rebate will be included and will reinforce in colleague training. [3]	EDCE
30	BHN Unified Domestic Abuse Policy presented for approval. EDCE summarised policy background working with the Housing Associations across the Borders and invited questions. Board acknowledges quality of report and raised no concerns or questions.	
31	RESOLVED that the Board: a) Approved the Compensation Policy further to amendments agreed. b) Approved the BHN Unified Domestic Abuse Policy.	
11. BHA Committee Meetings		Homologation
32	The board homologated the following. a) Operations Committee 1 st of August 2023.	
12. Written Resolutions		Approval

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33	Written Resolution New Company Secretary – Richard Hukin	
34	Written Resolution Nationwide Signatories – Richard Hukin	
35	Board queried additional vote on resolutions, and it was confirmed that it was due to previous EDBS (Eleanor Rooke) voting so needs discounted.	
36	RESOLVED that the Board: a) The Board approved the appointment of Richard Hukin as BHA Group Company Secretary. b) The Board approved the addition of Richard Hukin to the Nationwide Mandate.	
13. Any other Competent Business		Approval
37	EDBS presented the Election of Trustees report recommending a New Board Member, Jordan Manning stating will be great asset. No objections or questions.	
38	CE advised another interview being conducted next week, as well as a potential tenant and will update ASAP.	
39	RESOLVED that the Board: a) Approved the appointment of Jordan Manning as a board member and operations committee.	
40	CE provided a verbal update on strategic partnership work highlighting two key areas ongoing in relation to treasury and asset condition validation. Stock tour to be conducted this week, Both Board Project Teams are meeting on 16 th of October and a further update will be given at the strategy day in November.	
41	The Board acknowledged formal resignation of Lynn Gray and Anne Rutherford at this meeting thanking them both for their contribution to BHA over the years. Note that Lynn Gray attended prior to the meeting formally starting for a presentation to both her and Anne Rutherford.	
Date of next meeting 28th of November 2023 at 17:30 Strategy Day 10th of November 2023		
The meeting closed at 18:55		
Signed: (Chair) Date:		

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BHA BOARD ACTION LOG

ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
23/05/23-02	Item 11 – Health and Safety Relaunch: Additional information requested to be included in Board report template and review the Risk and Assurance template to ensure this aligns.	HOAS	26/09/23, 28/11/23	In progress, update at next Board meeting
23/05/23-05	Item 16 – Annual Report of the Chair of Risk and Assurance: Operations Committee report written by the chair would be presented annually in May and will be added to the governance calendar and agenda.	EDBS	06/02/24	In progress
23/05/23-07	Item 18 – Policies for review: 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
08/08/23-01	Item 10 – Insurance Contract Extension: Overview of drivers behind year-on-year cost increase to be provided, Update 19/09/23 Largely due to an increasingly hardening insurance market and a number of companies pulling out of the housing sector. Still trying to obtain a definitive split based on the proportion of the increase being related to the overall market conditions and BHA claims experience. Currently now paying 4.6p per unit as compared to below 2p per unit previously.	RH - EDBS	19/09/23	Complete
08/08/23-03	Item 17 – Q1 Reports – BHA Management Accounts: Grant allocation within accounts to be rechecked and confirmed. Update 19/09/23 Yes this has been reviewed and checked and the treatment is correct.	RH - EDBS	19/09/23	Complete
08/08/23-04	Item 18 – Policies for Review – Sustainability Policy: Policy to be amended to include additional requirements agreed prior to issue.	HOAS	19/09/23	Complete
19/09/23-01	Item 4 – Operations Committee Remit: Remit to be updated to include review of performance data on damp, mould, and condensation along with current compliance monitoring.	EDCE	28/11/23	Complete
19/09/23-02	Item 5 – BHA Board Succession Plan and Skills Report: Explore options and requirement for co-opted board members to open up pool if required, clarify role and feedback.	CE / EDBS	28/11/23	Complete – having recently recruited more Board Members as part of our successions plans and we will revisit the co-optee

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				issue in future if we feel it is relevant
19/09/23-03	Item 10 – Policies for Renewal: Compensation Policy – review and addition of rent rebate prior to issue.	EDCE	ASAP	Complete
19/09/23-04	Item 5 – BHA Board Succession Plan and Skills Report: Data within the skills report to be anonymised in future.	EDBS	Aug-24	In Progress
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			