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	<p align="center">Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 26 March 2024, at 17:30 (Started 17:36) Hybrid meeting – in person and via video conference</p>	
<p>PRESENT</p>	<p>IN ATTENDANCE</p>	
<p>In person Jim McDevitt (Chair) Hugh Carr John Campbell (Joined 17:43)</p>	<p>In person 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 Jo-Anne Baptie, Governance and Risk Advisor (Minute Taker)</p>	
<p>Via Teams Claire McMillan John Urwin Jordan Manning Ruth Hann (RH) Viv Cockburn (VC) (Joined 17:40) Karen Featherstone (Joined 17:53) Carolyn Wood (Joined 17:54)</p>	<p>Via Teams</p>	
<p>PARA</p>		<p>ACTION</p>
	<p>1. Apologies for Absence & Declarations of Interest</p>	<p>Noting</p>
<p>1</p>	<p>Apologies were received from Brian Devlin, Anneka Gill and Paul Matthews. The Chair welcomed Ruth Hann, Independent Board Member and Chair of BHA Enterprise.</p>	
	<p>2. Declarations of Interest</p>	<p>Noting</p>
<p>2</p>	<p>John Campbell declared his interest in BHA Enterprise.</p>	
	<p>3. Minutes of meetings held on the 13th of February 2024 and Matters Arising</p>	<p>Approval</p>
<p>3</p>	<p>Proposed by John Urwin and seconded by Jordan Manning the Board approved the minutes of the meeting of the 13th of February 2024 as a true record of the meeting and any matters arising updated or were covered in the agenda of this meeting.</p>	
	<p>4. Westruther Update</p>	<p>Noting</p>
<p>4</p>	<p>17:40 Viv Cockburn joined. 17:43 John Campbell joined.</p>	
<p>5</p>	<p>The EDCE updated the Board that we are now in the process of scoping and planning the demolition of the structurally vulnerable homes in Edgar Road which they had previously approved back in</p>	

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	<p>January 2022. BHA have shared the report with the owner and continue with efforts to engage them in a more productive conversation. BHA are also in contact with SBC and have kept them updated on the current position.</p> <p>Discussion around the development from Eildon which is still likely to progress. Discussed potential impacts if development did not go ahead. No immediate concerns or risks and this will be discussed further if Eildon change the current direction of travel to continue with the new build. BHA doing all we can at this stage.</p>	
6	The Board asked how confident BHA are of the condition on number 1, BHA are confident of position and able to demolish no 2 safely.	
7	RESOLVED that the Board: a) Noted the report and next steps.	
5. BHA Enterprise Budget		Approval
8	Karen Featherstone joined at 17:53 Carolyn Wood joined at 17:54	
9	The EDBS advised awaiting grant information from Scottish Government and will provide a revised position when confirmed. [1]	EDBS
10	A Board Member asked why moving the twelve properties from mid-market rent back into social housing. The EDBS confirmed the MMR's are currently loss making and the change gives existing customers lower rent and more security and referred to the previous report where the Board approved these changes	
11	RESOLVED that the Board: a) Approved the BHA Enterprise Budget for 2024-25.	
6. BCR Budget		Approval
12	The EDBS confirmed the Budget for 2024-25 had been approved by BCR, no additional update.	
13	The Board flagged for future consideration increased costs for wind turbine blade decommissioning.	
14	The Board questioned that the £70k minimum cash balance was still adequate and RH advised that this was discussed at last BCR board and felt its comfortable currently, whilst still some uncertainty around SSEC grid connections all agreed £70k not needing to be increased.	
15	RESOLVED that the Board: a) Approved the BCR Budget for 2024-25.	
7. BHA Detailed Budget		Approval
16	EDBS presented the plan, budget and report with no update and opened for discussion and questions.	
17	The Board discussed Savills report and that BHA had maximised the level of affordability in investment. The EDBS advised the investment plan is being managed against what is affordable, to ensure covenant compliance.	

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18	The Board queried the operating surplus in 2027/28 and 2028/29 where the reliance on Gift Aid income was greater and is this how this is being balanced to achieve the required operating surplus. EDBS advised it is a balancing act and greater amount of income from the wind farm is required, but there remains some risk as income from windfarm can be variable.	
19	The Board asked for confirmation that the debt finance was rolled forward rather than repaid at the end of the term loan and EDBS confirmed rolling forward.	
20	EDBS advised that there is an increased appetite from banks to lend to social housing providers and they are reviewing their position on some of the restrictive covenant elements. Will look to cover in future strategy session and if the Board is open to exploring, will progress.	
21	RESOLVED that the Board: a) Approved the BHA five-year financial plan and 2024-25 Budget. b) Commercially sensitive information (section 33) (1) (b) commercial interests & the economy	
	8. CEO Performance 2023-24 and Proposed Objectives 2024-25	Noting
22	*Confidential* (Separate email sent to Trustees, Covered at the end of the meeting with only Trustees in attendance).	
23	RESOLVED that the Board: a) Noted and discussed the CEO's performance and proposed Objectives for 2024-25. Feedback will be given directly to CE in April after the strategy day.	
	9. Write Off Report	Noting
24	EDCE and HOCE presented report with no update and opened for discussion and questions.	
25	The Board asked how the write offs compared to other quarters? EDCE advised last year had been unusually high owing to the review of the 'rechargeable repairs policy', however the position was comparable with previous years quarterly write off values. Noted some accounts uneconomical to chase through the estate and executor.	
26	RESOLVED that the Board: a) Noted the write offs for Quarter 3.	
	10. Chief Executives Report	Noting & Approval
27	CE confirmed still awaiting the nursery business plan and the market assessment of lease costs. Once received will assess further. - Nursery looking for five-year lease (with three-year break clause) so they can apply and access further funding opportunities.	
28	EDCE updated on Consilium repairs contract, confirming that they have stopped working for BHA and full contingencies are now in place.	

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	BHA are formalising this through mutual termination of the existing contract with Consilium. Board were reminded that BHA are currently re-procuring the repairs contract and closely monitoring performance. Out of contract contingency arrangements may result in short term cost implications (Q1-2) with a potential increase in out of hours costs. There are also opportunities to secure fixed rates on some works with other aspects indicatively cheaper. EDCE assured Board that we shall continue to monitor this against budget provision and forecasts.	
29	CE confirmed the acquisition is for the land only of the former Duns Primary School (former playing fields) and not the former school building which has been purchased by a separate developer.	
30	RESOLVED that the Board: a) Noted the Report. b) Approved the Nursey lease proposal subject to additional information being received and reviewed.	
11. Report from Chair of BHA Enterprises		Noting
31	RH verbally updated that Dan van der Horst has just joined the Enterprise Board and will be attending April's meeting. JC has advised he will be stepping down so will be looking for a new BHA representative. [2]	EDBS
32	RESOLVED that the Board: a) Noted the Report from the Chair of BHA Enterprises	
12. Policies for renewal		Approval
33	EDBS no further update on Membership Policy, invited feedback. Board discussed scope, interpretation and agreed more robust definition required as well as inclusion recommended. [3]	EDBS
34	RESOLVED that the Board: a) Discussed and feedback on the draft Membership Policy for further review, amend and final draft.	
13. BHA Committee Meeting		Homologation
35	The Board homologated the following: Operations Committee (30 th January)	
14. Any other Competent Business		
36	NONE	
Date of next meeting 21st May 2024 at 17:30		
The meeting closed at 19:00		
Signed: (Chair) Date:		

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BHA BOARD ACTION LOG

Item	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
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	EDBS had discussions with TIAA to incorporate into the 2024/25 internal audit programme. Awaiting revised audit plan from TIAA
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
28/11/23-04	Item 6 – Chief Executives Report: Pursue BTO to gain some progress on current situation with Adston.	EDBS	Jan-24	Verbal Update to be provided at May meeting.
24/01/24-01	Item 4 – Strategic Partnership Update: Upon completion circulate final Savills report to Board Members	CE	Mar-24	Completed
13/02/24-01	Item 2 – Acquisition of Duns Primary School site: Agree standard discount rate for assumptions on financial appraisals with Risk & Assurance Committee.	EDBS	16/04/24	Completed
13/02/24-02	Item 2 – Acquisition of Duns Primary School site: Proceed with the acquisition of land at the former Duns Primary School site for any future new build programme.	CE	ASAP	Completed
13/02/24-03	Item 4 – Applin Cross (Options Appraisal): 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
13/02/24-05	Item 6 – Governance Update: Carry out introductions for new Independent Board member for BHA Enterprise.	EDBS	ASAP	Induction date arranged 22/05/2024
13/02/24-06	Item 7 – Land Acquisition at Linkim Court: Following delegated authority proceed with land acquisition for £1.	CE	ASAP	In Progress - Still with SBC solicitors and BHA waiting for adaptations grant for 2024-25
13/02/24-07	Item 8 – Governance Update: Board Skills and succession planning: Review Board Skills Matrix following the Chairs Annual Board Member Reviews.	EDBS	August-24	In Progress - Board Member Appraisals ongoing. Due to be completed during May.
13/02/24-08	Item 9 – Risk Management Framework: Refresh on risk appetite at the October Board Strategy Day.	EDBS	11/10/24	In Progress

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26/03/24-01	Item 5 – BHA Enterprise Budget - Awaiting grant information from Scottish Government and will provide a revised position when confirmed	EDBS	August 2024	SG have now confirmed that there is no issue from a grant perspective of moving the properties. A revised budget will be presented back to Board in August
26/03/24-02	Item 11 – Report from the Chair of BHAE: BHA representative required.	EDBS	August 2024	In Progress
26/03/24-03	Item 12 – Policies for renewal: Membership Policy draft to be amended and circulated.	EDBS	May 2024	Completed
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			