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	<p style="text-align: center;"><b>Minutes of Berwickshire Housing Association Limited</b>  <b>Board of Directors</b>  <b>Tuesday, 07 October 2025, at 17:30</b>  <b>Hybrid meeting – in person and via video conference</b></p>	
<b>PRESENT</b>	<b>IN ATTENDANCE</b>	
<b>In person</b> Hugh Carr (Chair) Jim McDevitt Calum Boag John Urwin	<b>In person</b> Michelle Meldrum (MM), Chief Executive (CE) Richard Hukin (RH), Executive Director – Business Support (EDBS) Joanna Voisey (JV) Director of Assets and Sustainability (DoAS) Evie Copland (EC), Director of Customer and Communities (DoCC) Nikki Allman, Executive Assistant (Minute Taker)	
<b>Via Teams</b> Andrea Beavon (left at 18:25) Clair Elliot Carolyn Wood Karen Featherstone	<b>Via Teams</b>	
<b>PARA</b>		<b>ACTION</b>
	<b>Election of Chair of the Board</b>	
1	Following the AGM, the Board elected Hugh Carr for the role of Chair of BHA to serve until the next AGM.	
	<b>1. Apologies for Absence &amp; Declarations of Interest</b>	<b>Noting</b>
2	Apologies were received from Jordan Manning and Claire McMillan.	
	<b>2. Declarations of Interest</b>	<b>Noting</b>
3	Karen Featherstone declared her interest in Places for People and Calum Boag his interest in Trust Housing.	
	<b>Strategic Partnership Update - DTP</b>	
4	Andy Roskell from DTP provided the Board with an explanatory overview of the various strategic options for partnership and associated processes.	
	<i>Andy Roskell left the meeting at 18:14</i>	
	<b>3. Minutes of meetings held on the 12th of August 2025 and Matters Arising</b>	<b>Approval</b>
5	The Board approved the minutes of the meeting of the 12 <sup>th</sup> August 2025 as a true record of the meeting.	
	<b>4. Election of Office Bearers, Matters Reserved for the Board, Committees and Executive Remits, Committee Membership</b>	<b>Approval</b>
6	The EDBS reported on the updated remits, in particular the amendments to the Operations Committee and Risk & Assurance Committee remits which were detailed for approval.	

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	The Board sought clarity on the definitions of some of the amendments within both the Risk & Assurance and Operations Committee remits, requesting clean copies with all changes are re-circulated for clarification and approval.	
7	<p><b>RESOLVED</b> that the Board:</p> <ul style="list-style-type: none"> <li>a) Elected a Chair and approved the Matters Reserved for the Board, Executive Team Remit, BHA Enterprise Board Remit with recommended amendments and further clean copies being circulated to the Board Members for the Risk &amp; Assurance and Operations Committee remits. <b>[1]</b></li> <li>b) Approved the appointments to the Risk and Assurance Committee and Operations Committee and the respective Chairs.</li> <li>c) Approved the appointment of a BHA Board representative on the Enterprise Board.</li> <li>d) Approved the BHA Board representative on the BCR Partnership Board.</li> <li>e) Approved the appointment of a BHA Board representative as the Health &amp; Safety representative.</li> <li>f) Approved the Development Committee Membership.</li> <li>g) Approved the BHA Enterprise Board remains at three Directors.</li> </ul>	<b>EDBS</b>
	<i>Andrea Beavon left the meeting at 18:25</i>	
	<b>5. Assurance Statement</b>	<b>Approval</b>
8	The EDBS reported on the outcome of the Assurance Statement self-assessment and referred to the strengthened process with a dedicated session at the Board Strategy Day in August. Following scrutiny by two members of the Risk & Assurance Committee and updates from the Executive Team, it was recommended to the Board that the outcome of the current year, is that, overall, BHA comply with the Regulatory Standards. Key areas of improvement have been highlighted, reported to the Board and included in the Business Plan, however none to sufficiently impact the overall assessment of compliant with SHR requirements.	
9	<p><b>RESOLVED</b> that the Board:</p> <ul style="list-style-type: none"> <li>a) Reviewed the progress made against last year's action plan and recirculate the progress and actions within (Appendix A).</li> <li>b) Reviewed the outcome of the current year's assessment of compliance with the Regulatory Standards and approved the compliance statement (<i>Appendix B</i>).</li> <li>c) Approved the Statement of Assurance wording with a small change requested by the Chair on paragraph 1 (<i>Appendix C</i>) with Board approval for the Chair to sign and submit the statement on behalf of the Association by 31<sup>st</sup> October 2025.</li> <li>d) Re-circulate all the up to date information to Board Members through the Sharepoint portal. <b>[2]</b></li> </ul>	<b>EDBS</b>
	<b>6. Refinancing Options</b>	<b>Approval</b>
10	The EDBS presented the report following the outcome of the ITT process with treasury advisors Allia C&C, for the refinancing required	

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	in 2026 with detailed recommendations to proceed to the next stages with two lenders to negotiate final offers.	
11	The Board requested a report on final negotiations with Nationwide on redefining of the covenants, and on progress with the recommended new facilities with <b>Section 22 (1)(b) commercial interest and the economy</b> [3]	EDBS
12	<b>RESOLVED</b> that the Board: a) Approved the recommendation for moving forward <b>Section 22 (1)(b) commercial interest and the economy</b> by agreeing a funding split that works for BHA, as joint counter parties. [4]	EDBS
<b>7. Office Update</b>		Approval
13	<p>The CE presented the report on the proposed move for BHA's Head Office advising of continued negotiations in relation to the terms of the lease, given the investment levels required to the building for the site to be suitable for office accommodation.</p> <p>Following scrutiny by the Board key concerns were raised on the proposed location specifically in relation to the ability for customers to access it readily. Other concerns raised related to the current head office site being left unoccupied in such a prominent location, the level of investment required at the proposed new site and the timing on the decision <b>Section 22 (1)(b) commercial interest and the economy</b></p> <p>The CE reminded the Board that the offices have never reopened to customers since covid and there is no evidence to suggest customers want this. BHA offer a range of contact and access opportunities for customers including home visit, office by appointment and meeting in a neutral community venue.</p> <p><b>Section 22 (1)(b) commercial interest and the economy</b></p> <p>[REDACTED]</p> <p>[REDACTED]</p> <p>The CE advised Board Members they are looking to develop an overall proposal which clearly demonstrates value for money and which provides the organisation with a medium to longer term option for their headquarters. At this stage, full approval is not required, only support to continue to explore this option further.</p>	

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	The Board further discussed the land opportunities at the current offices in Duns, which is currently being reviewed by our Development Consultant.	
14	<b>RESOLVED</b> that the Board: <ul style="list-style-type: none"> <li>a) Noted the progress made so far in developing a proposal to move to alternative office accommodation.</li> <li>b) Approved the direction in terms of the relocation of the current head office.</li> <li>c) Delegated Authority to the Chief Executive to carry out negotiations on the lease terms and conditions and proceed to tender for the improvement works.</li> <li>d) Referred to the Board pack on the Seton Hall Land update sale receipt funds.</li> <li>e) Receive future report consolidating the overall position including final costs and agreed lease terms. <b>[5]</b></li> </ul>	<b>CE</b>
	<b>8. Seton Hall Land Update</b>	<b>Approval</b>
15	The EDBS provided a financial position statement for the funds received from the land sale of Seton Hall, Berwick which was completed in December 2023, and to seek approval for the use of the remaining funds in any future alternative office premises.	
16	<b>RESOLVED</b> that the Board: <ul style="list-style-type: none"> <li>a) Noted the current position of the funds.</li> <li>b) Approved the use of the remaining funds into alternative office premises.</li> </ul>	
	<b>9. Demolition of 1-4 Applin Cross, Coldingham</b>	<b>Approval</b>
17	The DoAS presented the report following Board approval to disinvest in the property due to the unknown costs and risks associated with the foundations, the DoAS confirmed that the block is now fully owned by BHA and is unoccupied and duly seeks approval from the Board to demolish the property and move to tender, with the aim to demolishing the block within this financial year, given the inherent risk.	
18	<b>RESOLVED</b> that the Board: <ul style="list-style-type: none"> <li>a) Approved the demolition of 1-4 Applin Cross, Coldingham. <b>[6]</b></li> </ul>	<b>DoAS</b>
	<b>10. Annual Review of Board Effectiveness</b>	<b>Noting</b>
19	The EDBS presented the report following the annual board review which was assessed and validated through the appointment of an independent consultant which confirmed that the BHA Board has operated effectively during the year.	
20	<b>RESOLVED</b> that the Board: <ul style="list-style-type: none"> <li>a) Noted the Annual Review of Board Effectiveness Report</li> </ul>	
	<b>11. Chief Executives Report</b>	
21	The CE presented the report highlighting; Section 22 (1)(b) commercial interest and the economy <div style="background-color: black; height: 100px; width: 100%;"></div>	

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	<div style="background-color: black; height: 20px; width: 100%;"></div> <div style="background-color: black; height: 20px; width: 100%;"></div> <p><u>Board Strategy Sessions</u> The CE fed back on the recent survey for the format of Board strategy sessions and agreed that these will continue as daily sessions for now.</p> <p>Section 22 (1)(b) commercial interest and the economy</p> <div style="background-color: black; height: 80px; width: 100%;"></div>	
22	<b>RESOLVED</b> that the Board: a) Noted the Chief Executives Report	
	<b>12. Policies for renewal</b>	
23	None	
	<b>13. Subsidiary Board Minutes</b>	
24	None	
	<b>14. BHA Committee Minutes</b>	Homologation
25	The Board homologated the following: 1) Risk & Assurance Committee (6 <sup>th</sup> August 2025) 2) Operations Committee (19 <sup>th</sup> August 2025)	
	<b>15. Any other competent Business</b>	
26	None	
	<b>Date of next meeting:</b> <b>25<sup>th</sup> November 2024 at 17:30</b>	
<b>The meeting closed at 19:38</b>		
Signed: _____ (Chair) _____ Date: _____		

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**BHA BOARD ACTION LOG**

Item	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
04/02/25-01	<b>Executive Team Salary Benchmarking Review:</b> Develop a policy and procedure to pay and reward for the Executive Team.	Board Dev Team /EDBS	TBC	Not started
04/02/25-03	<b>Item 5: Rent &amp; Service Charge Setting 25/26:</b> Conduct review of one-bedroom rents ahead of next year's consultation with wider sector including model for calculating one-bedroom rent.	DOCC	31/10/2025	In Progress
12/08/25-02	<b>Item 6: OMP Purchases Croftsfield &amp; Northfield:</b> Progress with firm offers as approved by the Board for both properties and arrange tenancy agreement for sitting tenant.	DoAS	ASAP	In Progress
12/08/25-04	<b>Item 8: People &amp; Culture Update:</b> Provide HIVE results summary at Board meeting in November	CE	25/11/2025	In Progress
07/10/25-01	<b>Item 4: Election of Office Bearers, Matters Reserved for the Board, Committees and Executive Remits, Committee Membership:</b> Update Risk & Assurance & Operations Committee remits and re-circulate for approval to the Board and upload approved onto One Advanced.	EDBS	ASAP	In Progress
07/10/25-02	<b>Item 5: Assurance Statement:</b> Update wording on paragraph 1 and arrange for Chair to sign statement.	EDBS	31/10/2025	
07/10/25-03	<b>Item 6: Refinancing Options:</b> Provide report on development with discussions on resetting finances and re-defining of the covenants with Nationwide.	EDBS	03/02/2026	
07/01/25-04	<b>Item 6: Refinancing Options:</b> Progress discussions with two recommended lenders to agree funding split.	EDBS	03/02/2026	
07/10/25-05	<b>Item 7: Office Update:</b> Continue with negotiations on lease terms and overall final costs of new proposed office.	CE	25/11/2025	In Progress
07/10/25-06	<b>Item 9: Demolition of Applin Cross:</b> Proceed with tender for demolition.	DoAS	Jan-26	
	Action completion overdue			
	Action ongoing and date not due			

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Item	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
	Action complete			