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	<p align="center">Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 08 August 2023, at 17:45 Hybrid meeting – in person and via video conference</p>	
PRESENT	IN ATTENDANCE	
<p>In person Jim McDevitt (Chair) Viv Cockburn Anne Rutherford John Campbell Hugh Carr Brian Devlin</p>	<p>In person Michelle Meldrum (MM), Chief Executive (CE) Eleanor Rooke (ER), Executive Director – Business Support (EDBS) Dan Blake (DB), Executive Director – Customer Experience (EDCE) Joanna Voisey (JV) Head of Assets and Sustainability (HOAS) Richard Hukin (RH) Executive Director – Business Support Jo-Anne Baptie, Risk & Assurance Advisor (Minute Taker)</p>	
<p>Via Teams Paul Matthews Carolyn Wood</p>	<p>Via Teams Emma Garry (EG) (EGC) (from 17:48-18:20) Development Update</p>	
PARA		ACTION
	1. Apologies for Absence	
1	Lynn Gray and Karen Featherstone.	
	2. Declarations of Interest	
2	John Campbell declared his interest in BHA Enterprise.	
	3. Minutes of meetings held on the 23rd of May 2023, the 7th of June 2023 and Matters Arising	Approval
3	<p>Proposed by Anne Rutherford and seconded by John Campbell the Board approved the minutes of the meeting of the 23rd of May 2023 as a true record of the meeting.</p> <p>Proposed by Anne Rutherford and seconded by John Campbell the Board approved the minutes of the meeting of the 7th of June 2023 as a true record of the meeting.</p>	
4	<p><u>Matters Arising</u> HOAS updated all on the damp and mould status; BHA are developing specific policy & procedures, and deploying training, skills & awareness. BHA are measuring compliance through effective monitoring and reporting and planning a more robust strategic approach to prevention and early detection.</p>	
	4. Audited Accounts	Approval
5	The Chair confirmed that the Risk and Assurance Committee had previously reviewed the audited statutory accounts and recommended their approval.	
6	The Board noted that the Audit letter had no recommendations or control points. The Board thanked the EDBS and team for their efforts in preparing the accounts and supporting the audit process.	
7	RESOLVED that the Board:	

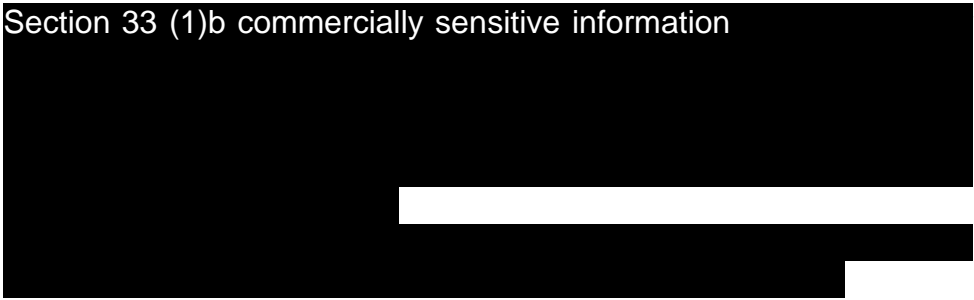
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	<ul style="list-style-type: none"> a) Approved the BHA Group statutory accounts and letter of representation for signature. b) Approved the covenant compliance certificates for Nationwide, RBS and Allia. c) Noted the BHA Enterprise statutory accounts. d) Noted the Berwickshire Community Renewables LLP statutory accounts. 	
	5. Assurance Statement	Approval
8	The Chair noted that two members of the Risk and Assurance Committee had been taken through the matrix detail, and they were satisfied with the approach, evidence, and overall assessment.	
9	The Board asked how the actions within the improvement plan are monitored and reviewed. The EDBS confirmed that there is monthly monitoring by the Executive team and a 6 monthly update is taken to Risk and Assurance Committee.	
10	RESOLVED that the Board: <ul style="list-style-type: none"> a) Approved the Assurance Statement. 	
	6. Appointment of Company Secretary	Information
11	The Board noted this was to be approved via Written Resolution post signing of accounts (9 th August)	
	7. Seton Care Land Receipt	Approval
12	Section 33 (1)b commercially sensitive information <div style="background-color: black; width: 100%; height: 20px; margin-top: 5px;"></div>	
13	The EDBS updated that the impact on covenant cover had been considered and was being discussed with relevant lenders. It was noted that the covenant adjustment being pursued would be in relation to partnership related expenditure only.	
14	The CE advised that recent conversations have highlighted a higher amount being required in relation to the costs of a stock condition validation exercise, hence the increased ask. The CE noted further expenditure may be required in the coming months for due diligence, but a separate report would be brought to the Board.	
15	RESOLVED that the Board: <ul style="list-style-type: none"> Section 33 (1)b commercially sensitive information <div style="background-color: black; width: 100%; height: 20px; margin-top: 5px;"></div> b) <div style="background-color: black; width: 100%; height: 20px; margin-top: 5px;"></div> 	
	8. BHA Enterprise Strategy 2023-2028	Approval
16	The EDBS presented the report for board consideration and approval, acknowledging that depending on strategic partnership outcome it may be subject to change. EDBS invited questions.	

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17	Board asked if an exit strategy had been considered for the wind farm. The EDBS advised the BCR board are discussing and considering this along with other future options.	
18	RESOLVED that the Board: a) Approved the Enterprise business plan 2023-28.	
9. Management Services Agreement (Enterprise and BCR)		Approval
19	The Chair requested that the board reviewed the MSAs and approve contents.	
20	RESOLVED that the Board: a) Approved the Management Services Agreement – BHA / BCR. b) Approved the Management Services Agreement – BHA / BHA Enterprise.	
10. Insurance Contract Extension		Approval
21	The EDBS updated the Board, highlighting the volatile insurance market and that the extension with current brokers would benefit by providing consistency of service. The EDBS noted that consideration had been given to the potential crossover with the strategic partnership but recommended the 2-year extension to manage risk and cost.	
22	Board asked for confirmation that the contract extension was compliant with procurement rules and whether cover included director insurance. EDBS confirmed it was compliant and did include director cover. The EDBS confirmed that BHA will require updated reinstatement valuations for the property insurance renewal and that insurers have been updated on Westruther position.	
23	The Board questioned the year-on-year insurance cost rises, and the detail and reasons behind this. RH agreed to review and feedback on this. [1]	RH - EDBS
24	The Board sought assurance that loss adjuster service issues had been resolved. The EDBS confirmed the issues had been raised with Gallagher Account Director and it had been agreed that a new loss adjuster would be put in place going forward.	
25	RESOLVED that the Board: a) Approved the contract extension with Gallaghers until 31/03/26.	
11. Board Appraisals Outcomes		Noting
26	The Chair invited questions and discussion in relation to the report content and outcomes.	
27	The Board asked if anything specific was raised under the improvement area identified around diversity. The EDBS confirmed that the general feedback was more around skills than diversity. One specific area was the need for more customer representation; do we represent the customer base.	
28	Chair thanked the Board for their participation in reviews, and asked if there were any further training requirements, to please advise him directly.	

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29	RESOLVED that the Board: a) Noted the board annual appraisals outcomes report	
	12. AGM Re-elections	Noting
30	The EDBS updated the Board on Lynn Gray's intention to step down from the Board at the September meeting and invited questions.	
31	RESOLVED that the Board: a) Noted the AGM re-elections report.	
	13. Chief Executives Report	Noting
32	The CE presented the report and invited questions.	
33	Section 33 (1)b commercially sensitive information 	
34	RESOLVED that the Board: a) Noted and discussed the report.	
	14. People Update – Year End 2022-23 and Culture Survey	Noting
35	The CE presented the report and invited questions.	
36	Section 33 (1)b commercial sensitive information DB advised BHA have been on a journey and continue to work on improving culture and that the strategy and values work is assisting in this.	
37	Board praised the report results and participation numbers and passed on their congratulations to team.	
38	RESOLVED that the Board: a) Noted content of the report.	
39	John Campbell and Carolyn Wood Left the meeting at 19:00	
	15. Asset Update – Stock Condition	Noting
40	The HOAS presented the report and invited questions and discussion.	
41	The Board raised concern that reported non-compliance in relation to tolerable standard at 3% equates to 50 homes. The HOAS will look at sector comparisons and confirmed that BHA are focusing on these in next year's programme. HOAS confirmed non-compliance was not linked to customers not wanting to participate.	
42	The Board asked if the stock condition survey costs had been updated or based on original rates. The HOAS confirmed they were the original costs so potentially 15-20% increase on these.	
43	RESOLVED that the Board: a) Noted the Asset update – Stock Condition Report.	
	16. Development Update	Noting and Approval

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44	The CE introduced EG, acknowledging there had not been any recent updates from development to the Board due to the low level of activity. EG took the board through a development update presentation. After some discussion, the CE noted that a dedicated session on development would be organised for later in 2023. This would include understanding the Board's appetite around progressing the garages to homes project and open market purchases. [2]	CE
45	Section 33 (1)b commercially sensitive information [REDACTED]	
46	The EDCE summarised increasing housing demand in the Scottish Borders with the number of homes for private rent shrinking year on year. BHA are seeing unprecedented demand for their homes with, on average, 79 applicants per property.	
47	The Board asked for the approximate number of potential new homes based on BHA's current land bank. EG advised that based on BHA's existing landbank and certain other sites, between 30 to 40 new homes could be built per year. EG noted that the position would be improved with increased land bank ready for future development. EG confirmed all opportunities would be considered on their individual merit. The Chair and CE confirmed that the garages to home project had already been agreed by the Board in principle.	
48	Board commented that for open market purchases, in addition to government grants, the terms attached to the sale would be worth exploring for additional benefits to BHA. It was also noted that it would be useful to see the link with Scottish Border's local housing strategy and understand the impact on maintenance and investment programmes.	
49	The Board congratulated the team on meeting all development targets across the year.	
50	RESOLVED that the Board: a) Noted the report and approved the 2023-24 development programme.	
17. Q1 Reports		Noting
51	BHA Management Accounts Q1. The EDBS presented the report and invited questions.	
52	The Board queried the level of repairs costs and how this is being managed. DB advised that work as on going around analysis of spend and volume and reviewing and implementing controls. It was noted the overspend partially related to fences and other carry over works from the prior year. There had been an average of 120 repairs per week since COVID, but there had been a drop in July down to 60-70 per week. The Contractor portal, once implemented, will provide greater visibility, better controls and management, although the full impact cannot be fully quantified yet.	
53	The Board queried the treatment of the Net Zero grant within the accounts. EDBS noted that the auditors had signed off this treatment	RH - EDBS

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	in prior year accounts but agreed that the treatment would be rechecked and confirmed. [3]	
54	Treasury Management Update Q1. The EDBS presented the treasury management update.	
55	Governance Report Q1. The EDBS presented the governance report and updated on an error in the report, confirming only one potential candidate has been brought forward for approval, not two as stated.	
56	Election of Trustees The EDBS presented the report and invited questions.	Approval
57	RESOLVED that the Board: <ul style="list-style-type: none"> a) Noted the reports. <ul style="list-style-type: none"> a. BHA Management Accounts Q1. b. Treasury Management Update Q1. c. Governance Report Q1. d. Election of Trustees. b) Recommend John Urwin as a trustee and approved his membership of BHA. 	
	18. Policies for review	Approval
58	Asbestos Management Plan – the HOAS presented the policy and invited discussion and questions.	
59	The HOAS advised the policy template used was based on current legislation and HSE guidance, which has been reviewed and made relevant to BHA.	
60	Sustainability Policy – the HOAS advised that the current policy is an interim policy until further government direction received.	
61	The Board highlighted the risk around decisions being made now becoming obsolete as the landscape is still so subject to change, and the risk of abortive expenditure. The need to put in place more rigorous evaluation and risk review was discussed. The HOAS agreed to consider risk review and reference this within the policy. [4]	HOAS
62	RESOLVED that the Board: <ul style="list-style-type: none"> a) Approved the Asbestos Management Plan. b) Approved the Sustainability Policy with noted amends. 	
	19. Subsidiary Board Minutes	Noting
63	The Board noted the following Minutes: <ol style="list-style-type: none"> 1. Windfarm Partnership Board 20th of July 2023. 2. BHA Enterprise Board 20th of July 2023. 	
	20 BHA Committee Meetings	Homologation
64	The Board homologated the following: <ol style="list-style-type: none"> 1. Risk and Assurance Committee 18th of July 2023 noting that the Committee had met alone with both Internal and External auditors and no concerns were raised. 2. Operations Committee 9th of May 2023. 	
	21 Strategic Partnership Update (Presentation)	Noting and Approval

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65	At 19:45 the BHA team (with exception of CE and the minute taker) left the meeting for private board discussion.	
66	The board discussed the options proposed within the presentation. The Chair confirmed that the Operations Chair will be Carolyn Wood going forward.	
67	RESOLVED that the Board: a) Approved the 2 points within proposal.	
21 Any other Competent Business		
68	None raised.	
69	Chair and board expressed their thanks to ER, EDBS for 5 years of exceptional work during her time at BHA.	
70	ER thanked the board for their challenge and support.	
Date of next meeting 19th of September 2023 at 17:30		
The meeting closed at 20:00		
Signed: (Chair) Date:		

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BHA BOARD ACTION LOG

ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
15/11/22-03	Item 5 – Options Appraisals Report - Homes in Berwick: Further update to be brought to the Board on June 23	HOAS	08/08/23	Completed – Covered within meeting 08/08/23
14/02/23-08	Item 15 – Policies for Review: Provide recommendations to Operations Committee identifying affected homes with Damp & Mould	HOAS/EDCE	08/08/23	Completed – Covered within meeting 08/08/23
21/03/23-05	Item 12 – Reward & Recognition Changes: Set up and initiate Board Task & Finish group for policy reviews	EDBS	08/08/23	In progress
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	In progress
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	RH - EDBS	19/09/23	Update : 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 also BHA claims experience. Currently now paying 4.6p per unit as compared to below 2p per unit previously

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ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
08/08/23-02	Item 16 – Development Update: Separate dedicated session to be scheduled for the Board.	CE	19/09/23	Completed – on agenda at November Strategy Day
08/08/23-03	Item 17 – Q1 Reports – BHA Management Accounts: Grant allocation within accounts to be rechecked and confirmed.	RH - EDBS	19/09/23	Update : Yes this has been reviewed and checked and the treatment is correct
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	Completed
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			