



**Minutes of Berwickshire Housing Association Limited  
Trustee Meeting  
Tuesday, 31 March 2020 at 6.30 P.M.  
via Video Conference Call**

**Summary of Key Decisions and Actions**

<b>Item No.</b>	<b>Subject</b>	<b>Action to be taken</b>	<b>Action to be taken by</b>	<b>Date Action to be taken by</b>
3	Minutes from previous meeting	Establish virtual working groups for Tenant Satisfaction Survey action plan	Operations Director	30/04/20
4	Option appraisal on recruitment of CEO	Carry out procurement for recruitment consultants to support recruitment of CEO	Resources Director / BHA Convener	15/04/20
4	Option appraisal on recruitment of CEO	Establish Recruitment Panel for Chief Executive replacement	Resources Director / BHA Convener	30/04/20
5	Governance Update	Arrange induction for new Board Members when able to do so	Resources Director	30/06/20
6	Allia £5m bond Master Facility Agreement	Authorise Allia £5m Master Facility Agreement with delegated authority	Finance Director	05/04/20
7	RBS Covenant Amendment Letter	Authorise Amendment Letter for £8m facility with RBS with delegated authority	Finance Director	05/04/20
7	RBS Covenant Amendment Letter	Sign Officer's Certificate as authorised signatory	Finance Director	05/04/20
11	Any other Business	Schedule virtual appraisal meetings with Board Members	BHA Convener	31/08/20
11	Any other Business	Carry out regular well being checks on Board Members	Company Secretary	Ongoing



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Trustee  
Tuesday, 31 March 2020, at 6.30 P.M.  
Via Zoom Video Conference Call**

**Present:**

Jim McDevitt (Convener)  
Viv Cockburn (Vice-Convener)  
Scott Holmes (Vice-Convener)  
Sean Dickson  
Lynn Gray  
Paul Matthews  
Norrie MacPhail  
Anne Rutherford  
Graeme MacLeod  
Susie McCosh

**In Attendance:**

Helen Forsyth, Chief Executive  
Eleanor Rooke, Finance Director  
Angela Taylor, Property Director  
Dan Blake, Operations Director  
John Bain, Resources Director  
Nikki Allman, Minute Taker  
Sarah Aitken, Conference Call Support

Item No.	Agenda Item	Minute	Action	Action By	Action to be completed by
	<b>Introduction</b>	In response to the current shut-down due to Covid-19 this meeting was hosted by Graeme MacLeod on the Zoom platform. All Trustees remained connected throughout the meeting.			
<b>1</b>	<b>Apologies</b>	There were no apologies received.			
<b>2</b>	<b>Declarations of Interest</b>	Norrie MacPhail declared his interest in BHA Enterprise.			
<b>3</b>	<b>Minutes from Previous Meeting</b>	The minutes from the meeting of the 18 February, 2020, were approved as a true record of the meeting.  <b>Update on matters arising :</b>  Tenant satisfaction survey (Improvement Plan) –	Establish virtual working groups	Operations Director	30/04/20



		<p>A sub-committee to be established to identify a suitable recruitment consultants to support the process through Quick Quotes for best practice. The Board approved that the following consultants be approached through a quick quotes tendering process: Altair; Aspen People and Campbell Tickell.</p> <p>The Convener advised four board members have expressed an interest for the recruitment panel. These are: Viv Cockburn; Anne Rutherford; Lynn Gray and Jim McDevitt. The remit of this sub committee to manage the selection of the external consultants; approve the Recruitment campaign and complete the interviewing process. The Sub Group should seek the approval of the Board for the remuneration package to be offered and then to report back to the Board with a recommendation for appointment.</p> <p><b>The Board approved the Strategic Options report and confirmed a CEO Recruitment Panel will be set up to recruit a replacement Chief Executive.</b></p>	<p>Carry out procurement for recruitment consultants</p> <p>Establish Recruitment Panel for Chief Executive replacement</p>	<p>Resources Director</p> <p>Convener / Resources Director</p>	<p>15/04/20</p> <p>30/04/20</p>
5	<b>Governance Update</b>	<p>The Resource Director highlighted the update on two notifiable events within the report which were accepted by the Board.</p> <p>Following the successful Board recruitment the two proposed trustees are to be appointed to the Board as Trustees of the Association. It was further agreed that during the Covid-19 restrictions that their induction and date of joining the Board would be on hold.</p> <p><b>The Board noted the report.</b></p>	<p>Arrange induction for new Board Members when able to do so</p>	<p>Resources Director</p>	<p><b>30/06/20</b></p>
6	<b>Allia £5m bond Master Facility Agreement</b>	<p>Following approval by the Audit &amp; Finance Committee the the Board were presented with the Allia Master Facility Agreement (MFA). The £5m bond will fund both the Springfield Phase 1 and Ayton Phase 1 developments.</p>			

		<p>The Board were made aware that there would be no delay in drawing down the funds which are required immediately.</p> <p><b>The Board approved the Master Facility Agreement in its final form.</b></p> <p><b>The Board approved the formal minutes documenting this approval, along with the delegation of authority to the Finance Director. These are to be duly signed by the Convener.</b></p>	<p>Authorise Allia £5m Master Facility Agreement with delegated authority</p>	<p>Finance Director</p>	<p>05/04/20</p>
7	<b>RBS Covenant Amendment Letter</b>	<p>Following approval by the Audit &amp; Finance Committee the Board were presented with the RBS Amendment Letter.</p> <p>This facility is to allow amendments to be made to the loan facility agreement for the £8m facility with RBS. The amendment is in relation to the Interest Cover Ratio on the original agreement. This will update the definitions of the covenant calculation to bring in line with accounting changes introduced by FRS 102, as well as provide for sculpting in the calculation for four years from 2019/20 to ensure sufficient headroom in the covenant over this period.</p> <p><b>The Board approved the Amendment Letter in its final form.</b></p> <p><b>The Board approved the formal minutes documenting this approval, along with the delegation of authority to the Finance Director for the matters set in in section 6c and d of the minutes. These are to be duly signed by the Convener.</b></p> <p><b>The Board approved the Officer's Certificate for signature by the Finance Director as an authorised</b></p>	<p>Authorise Amendment Letter for £8m facility with RBS with delegated authority</p> <p>Sign Officer's Certificate as authorised signatory</p>	<p>Finance Director</p> <p>Finance Director</p>	<p>05/04/20</p> <p>05/04/20</p>

8	<b>Chief Executive's Report</b>	<p><b>signatory.</b></p> <p>The Chief Executive presented the report highlighting the current changes in working and services to tenants during the COVID-19 outbreak.</p> <p>Operations Director – It has been an opportune moment to review the CRM system and assess how staff engage with the tool. Currently analysing calls (category types ie, Rent, Allocations, Repairs) with daily reports being circulated to ensure call handling is effective.</p> <p>Independent Living – De-Registration from Care Inspectorate on 01/04/20. Despite no longer being a specific requirement, reporting to the Inspectorate about the service BHA will continue to review any guidance from them.</p> <p>Property Director – Both development sites have closed. Springfield at the time of closing was in advance of the scheduled completion date. The building contract determines any issues, no cost implication anticipated at the moment, but any change will be reported; security of the site remains the responsibility of Springfield Plc.</p> <p>Harts (Ayton site) – This development was in the very early stages; again, the building contract determines any issues, no cost implication anticipated at the moment, but any change will be reported; security of the site remains the responsibility of Harts Plc.</p> <p>Scottish Government supplier relief – Currently awaiting further information on funding to ensure contractors financial security.</p> <p>Finance – Reviewing cash flow on a weekly basis to monitor rent income levels. At this stage cannot predict</p>			
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		<p>any increases in arrears but this is continually monitored by the Leadership Team. The Board were assured there is good cash flow for the association currently with the opportunity to source RBS revolving credit.</p> <p>The Board sought assurance on enquiries relating to Rent Payment Holidays for tenants who are financially affected by COVID-19. The Chief Executive confirmed the Borders Housing Network have issued a joint press release to clarify that there will be no payment holiday available and that no evictions will take place during this period. Staff will continue to support tenants with claims through Universal Credits and the DWP.</p> <p><b>The Board noted the Chief Executives Report and verbal updates from members of the Leadership Team.</b></p>			
9	<b>Risk Report</b>	<p>The risk register was fully updated in early March. The current COVID-19 outbreak has been listed and the impact detailed relating to staff and tenants. The Leadership Team will complete their training on the new risk process at the end by April by Zoom meeting.</p> <p><b>The Board noted the risk report.</b></p>			
10	<b>BHA Committee Minutes</b>	<p>The Board homologated the minutes from :</p> <ol style="list-style-type: none"> <li>1. Audit &amp; Finance Committee – 18<sup>th</sup> February 2020</li> <li>2. Operations Committee – 25<sup>th</sup> February 2020</li> </ol>			
11	<b>AOCB</b>	<p>Board Appraisals – The Convener will schedule appraisals with all Board Members using virtual meetings.</p> <p>Board Well being checks - The Resource Director will carry out regular telephone checks in the coming weeks.</p> <p><i>The Leadership Team, minute taker and conference call</i></p>	<p>Schedule virtual appraisal meetings with Board Members</p> <p>Carry out regular well being checks on</p>	<p>Convener</p> <p>Resources Director</p>	<p>31/08/20</p> <p>Ongoing</p>

		<p><i>support left the meeting at 19.25pm</i></p> <ol style="list-style-type: none"> <li>1. Recruitment of new CEO: The Trustees agreed to delegate the recruitment process to the sub committee in consultation with the successful consultant who is appointed to guide the team. The sub group will refer all relevant points back to the Trustees for their overview.</li> </ol> <p>Thereafter a general discussion was held on the following 2 items that had not been part of the original agenda.</p> <ol style="list-style-type: none"> <li>2. COVID-19: The Trustees discussed the possibility of furloughing some staff during the present pandemic. This would have a saving in costs with UK Government funding 80% of their costs up to certain levels.</li> <li>3. Scott Holmes also expressed a desire to speak to the Finance Director around other possible cash flow and funding implications. This had been raised/agreed earlier in the main Board meeting.</li> <li>4. Programme (Transformation) Board: The Trustees noted a concern at the apparent lack of progress with the Programme noting that we are around 5 months into the process. The discussion then opened out as to whether the Programme should be slowed down/delayed/put on hold until a new CEO is appointed as they may wish to make further changes.</li> </ol> <p><i>Post meeting note: A discussion was held with CEO at 9.00am on Wednesday 1st April and it was agreed that a short informal Board meeting to handle points 2 &amp; 4 would be held on Tuesday 7th April by video</i></p>	<p>Board Members Convener to speak to the CEO at the earliest opportunity to discuss the concerns raised under points 2 &amp; 4.</p> <p>Scott Holmes to speak to Finance Director by telephone on 1 April 20.</p>	<p>Convener</p> <p>Scott Holmes</p>	<p>01/04/20</p> <p>01/04/20</p>
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		<i>conference. The CEO also confirmed that the possibility of furloughing some staff was already on the Leadership Team's agenda for that morning's meeting.</i>			
	<b>Date of the next meeting</b>	The next full meeting is scheduled for 19 <sup>th</sup> May at 6.30pm and an informal meeting had been planned for Tuesday 7 <sup>th</sup> April 2020 as noted above			
	<b>Meeting closed</b>	Following the discussion without the Leadership team the meeting closed as 20.20pm			