



**Minutes of Berwickshire Housing Association Limited
Trustee
Tuesday, 23 June 2020, at 6.30 P.M.
Via Zoom Video Conference Call**

Present:

Jim McDevitt (Convener)
Viv Cockburn (Vice-Convener)
Scott Holmes (Vice-Convener)
Anne Rutherford
Susie McCosh
Paul Matthews
Norrie McPhail
Lynn Gray
Stephen Scott
Sam Hart

In Attendance:

Helen Forsyth, Chief Executive
John Bain, Resources Director
Eleanor Rooke, Finance Director
Dan Blake, Operations Director
Angela Taylor Property Director
Colin Turner, Minute Taker

Item No.	Agenda Item	Minute	Action	Action By	Action to be completed by
		The Convener welcomed Stephen Scott and Sam Hart to their first meeting of the Board			
1	Apologies	Graeme MacLeod			
2	Declarations of Interest	Norrie MacPhail declared his interest in BHA Enterprise.			
3	Minutes of previous meetings	<p>The Board approved the minutes of the following meetings as a true record to be signed by the Convener at a relevant time:</p> <p>3.1 BHA Board meeting 19 May 2020</p> <p>Matters arising:</p>			

		<p>considers employees in post only on the 31st March annually.</p> <p>The drop in satisfaction on opportunities to participate has reduced and Tenant Volunteers role is being reviewed to try and increase this. We seek to create more informal and broader ways to participate.</p> <p>The Board approved the report and delegated authority to the Chief Executive, or in their absence, the Operations Director, to submit this year's ARC by 31 July 2020.</p>			
5	Five Year Financial Return – Extension	The Finance Director reported, and the Board duly noted, that the Regulator has extended the return deadline to 30 September to better account for the impact of COVID-19 on the forecasts.			
6	Loan Portfolio Return	The Board approved the submission of the Loan Portfolio return and delegated authority to the Finance Director to submit the return by 31 July 2020.	Submit the LPR	Finance Director	31/07/20
7	Management Services Agreements	<p>The Finance Director introduced the reviewed management service agreements (MSAs) and the Board approved the changes.</p> <p>The Finance Director undertook to get the agreements signed by the relevant individuals.</p>	Execute the MSAs	Finance Director	31/07/20
8	Policies for Renewal	<p>8.1 – Risk Management Policy</p> <p>Viv Cockburn asked about the review of the strategic/key risks and the Chief Executive clarified that these would be presented in every risk report to the Board in future. The Finance Director undertook to clarify the wording in the policy to reflect this.</p> <p>Work on the register continues and will be ready for submission to the Board in August</p>	Amend the polices as agreed then publish the policies	Resources Director	30/06/20

		<p>An action that the leadership team have already identified is the need to engage the Board more in the health and safety monitoring. There was a champion on the Board in the past and we need to identify a way to ensure that connection with the health and safety committee is still there.</p> <p>A debate on risk appetite was being factored in and hoped to be discussed at the Board Away Day.</p> <p>An accountability matrix would be introduced to make it clear who was responsible for what in our risk management approach.</p> <p>Anne Rutherford suggested the wording clarifying the seven key risks needs to be altered to reflect the living nature of the key risks.</p> <p>The Board approved the Risk Management policy as amended.</p> <p>8.2 – Financial Regulations</p> <p>Viv Cockburn noted the cross referencing of issues such as procurement.</p> <p>Anne Rutherford queried the references to OJEU and Viv Cockburn confirmed that following recent legal advice, there was currently, no clear stance in UK law on how this will be handled post Brexit.</p> <p>Use of non-gender specific pronouns will be standardised throughout all our policies as they are reviewed.</p> <p>The Board approved the Financial Regulations as amended.</p>			
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		<p>8.3 – Write Off Policy</p> <p>The Board approved the Write Off policy.</p> <p>8.4 – Marketing and Communications Strategy</p> <p>Clear statements in the policy about listening to our tenants will be included.</p> <p>The Board approved the Marketing and Communications Policy as amended.</p>			
9	<p>Update on major contracts coming out of COVID-19</p>	<p>Construction contractor’s health and safety processes for COVID safe working for the two new build sites have been approved by BHA’s consultants.</p> <p>Contractors for routine, planned and cyclical works are preparing their Health and Safety plans for assessment in preparation for work getting work started again but there are many unknowns such as supply chain issues and access to tenants’ homes, which will affect delivery. An assessment of the current programmes was presented and assuming 50% of delivery of the energy improvement and window replacement contracts in what remains of this financial year, impact on the budget would be an underspend of over £1m.</p> <p>No contractors have requested an increase in costs in respect of COVID-19; any such requests would affect the RSL sector I not just BHA, and discussions are ongoing across the sector.</p> <p>Sam Hart clarified that the sector is already making advances in managing the risk of site closures due to COVID-19 and explained that the scale of BHA’s house</p>			

16	AOCB	<p>Norrie MacPhail reported that there had been conversations within the BHA E Board around its role, and the potential for the BHA E Board to develop further opportunities in either expanding the windfarm or looking at other opportunities for income generation for BHA. Norrie sought an indication of the appetite from the BHA Board to undertake a high-level options appraisal for presentation to the BHA Board in October 2020. Norrie confirmed the options appraisal would be conducted at minimal cost and would be undertaken by the BHA E Board so as not to utilise Leadership Team time.</p> <p>The Convener suggested that this might be better considered at the Board Away Day in November 2020.</p> <p>The BHA Board supported BHA Enterprise in conducting an options appraisal for presentation to the BHA Board at the Board Away Day in November 2020.</p>	Proceed with high-level options appraisal for potential new income generating activities within BHA Enterprise.	BHA E Board	31/10/20
13	Minutes from BHA Subsidiary Board meetings	<p>The Board noted the minutes from the following subsidiary board meetings:</p> <ol style="list-style-type: none"> 1. BHA Enterprise – 28 May 2020 2. BCR Windfarm Partnership – 28 May 2020 3. <p>The Board noted the minutes from the meetings</p> <p>19:40 – The Chief Executive and Company Secretary remained with the Board and all other staff left the meeting at this point.</p> <p>Following the discussions noted at item 3 above the Chief Executive and the Company Secretary left the meeting.</p>			

14	Update on Trustee Appraisals and feedback	A brief discussion was held to allow the Convener to advise that all Trustees (apart from those just recruited) had been appraised with copies retained for future should the Regulator or anyone else seek sight of them.			
15	Update on CEO recruitment	A brief update was given to Trustees to advise of number of applicants at the date of Board meeting along with other notes of interest recorded with Campbell Tickell.			
17	Date of the next meeting	The next meeting will be held on 18 th August 2020 at 18.30.			
18	Meeting closed	The meeting ended at 20:08			