



Minutes of Berwickshire Housing Association Limited
Board of Directors
Tuesday, 23 March 2021 at 5.45 P.M.
Via Zoom Conference Call Facility

Summary of Key Decisions and Actions

Item No.	Subject	Action to be taken	Action to be taken by	Date Action to be taken by
12	Governance Update	Finalise the documents with Andersen Strathern and present to the BHA Enterprise board for approval	Resources Director	27 May 2021
5	BHA Risk Appetite Statement - Draft	Publish Statement	Finance Director	31/03/2021
10	Contractor Dispute Update	Resources Director to meet with John Campbell	Resources Director	26 April 2021
11	Policies for Renewal	Publish Policies	Resources Director	1 April 2021



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Present:

Jim McDevitt - Chair
Viv Cockburn – Vice Chair
Graeme MacLeod – Vice Chair
Norrie MacPhail
Anne Rutherford
Stephen Scott
Hugh Carr
John Campbell
Scott Holmes

In Attendance:

Michelle Meldrum, Chief Executive
John Bain, Resources Director
Dan Blake, Operations Director
Angela Taylor, Property Director
Eleanor Rooke, Finance Director
Scott Fyfe, (Anderson Strathern)
Colin Turner, Minute Taker

Item No.	Agenda Item	Minute	Action	Action By	Action to be completed by
1	Apologies	Apologies were received from Lynn Gray, Sam Hart and Paul Matthews.			
2	Declarations of Interest	Norrie MacPhail and John Campbell declared their interest in BHA Enterprise.			
3	Minutes from Previous Meeting	<p>Stephen Scott proposed, and Norrie MacPhail seconded that the minutes of the meeting of 16th February 2021 were approved as a true record of the meeting. The Board unanimously approved the minutes of the meeting.</p> <p>Matters Arising:</p> <p>It was reported that all actions from the previous meeting had either been completed, were on track or would be dealt with at this meeting.</p>			
12	Governance Update	Scott Fyfe of Anderson Strathern introduced the Governance review report.	Finalise the documents with Anderson	Resources Director	27 May 2021

		<p>Scott Fyfe reported that the Articles of Association for BHA Enterprise Ltd required significant review to bring it in line with the Companies Act 2006.</p> <p>The statutory guidance required Corporate Control Documents and Intra-Group agreement. Whilst the Management Services Agreement was fit for purpose the Corporate Control Document and the Intra-Group agreement were requiring amendment.</p> <p>A number of points in the Intra-Group Agreement were highlighted for consideration and Scott Fyfe highlighted these to the Board.</p> <p>Moving on to the Articles of Association it was reported that the model articles would be applied to BHA Enterprise Ltd with exceptions being made as required to add control measures to ensure they comply with regulatory guidance.</p> <p>Viv Cockburn queried whether the definition of business was still relevant and there was a general acceptance that this required review and should not be too constrictive as any business conducted outside this definition would need prior approval, in writing, from BHA.</p> <p><i>18:00 – Graeme MacLeod joined the meeting</i></p> <p>Norrie MacPhail suggested that a change of name for BHA Enterprise Ltd might be worth considering at this stage. The Trustees agreed that this was not the occasion to have this discussion, but it could be considered by BHA Enterprise and if appropriate revised at a later date.</p>	<p>Strathern and present to the BHA Enterprise board for approval</p>		
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		<p>The Resources Director confirmed that the Articles of Association and Intra-Group Agreement will be presented to BHA E board for approval.</p> <p>The Board approved the documents as presented subject the agreed changes discussed at the meeting and the additions to the definition of ‘business’ in the Intra Group Agreement. These documents to be presented to BHA Enterprise for comment and Approval.</p> <p><i>18:10 Scott Fyfe left the meeting</i></p>			
4	BHA 2021/22 Budget	<p>The Finance Director introduced the budget for 2021/22 reporting on the level of carried forward spend required from the 2020/21 budget as a result of the delays in planned maintenance due to COVID restrictions.</p> <p>Hugh Carr queried whether BHA had the capacity to deliver this additional work during the financial year. The Property Director advised that the works involved were regulatory or essential health & safety and that the risks in delivering the programmes have been identified including, procurement, supply chain and labour issues and being mitigated as far as possible; and the plan was to deliver as much as possible.</p> <p>The Property Director confirmed that electrical testing was not mandatory in residential properties but BHA was intending introducing this.</p> <p>The Board approved the Budget for 2021/22.</p>			
5	BHA Risk Appetite Statement - Draft	<p>The Finance Director highlighted that this would be a live document and the Board approved the BHA Risk Appetite Statement.</p>	Publish Statement	Finance Director	31/03/2021

6	Chief Executive's Report	<p>The Chief Executive summarised the key points in their report highlighting:</p> <ol style="list-style-type: none"> 1. Receipt of funds to assist customers with excessive fuel debt. 2. Future ways of working 3. Potential further investment in Hoprigshiels wind farm with details being presented to Audit and Finance Committee in April for consideration before coming back to Board in May for approval. <p>The Board noted the report</p>			
7	New Build Gold and Silver Energy Standards	<p>Noting the report, the Board heard that whole life cycle costs were used in new build developments.</p>			
8	Target Setting 2021/22 – BHA BEST	<p>The Operations Director introduced their report and reported that BHA would have the opportunity to re-introduce benchmarking against similar sized Scottish RSLs through Housemark.</p> <p>It was also reported that the Scottish Housing Regulator had agreed with the sector that all statutory return dates for the coming year will be set as they have been previously prior to the COVID concessions.</p> <p>Graeme MacLeod queried the description of 'sustain' when the targets seemed to be lowering the targets. The Operations Director explained the context behind this.</p> <p>The Property Director confirmed that the repairs performance targets are as the current contracts and for the first year of the new contracts. The targets will be reviewed during the second year of the contract. There is a potential risk of performance dropping as new contractors settle into the contract. In addition, there is</p>			

		<p>the additional catch up repairs backlog to factor in once the service can resume.</p> <p>The targets on void times and loss took into consideration the lower turnover that could be attributed to COVID with a potential increase in people moving as restrictions are lifted.</p> <p>The Board approved the targets set for the 2021/22 performance year.</p>			
9	Analysis of Housemark Sector Scorecard for 2019/20	The Board noted the report and in particular the analysis around operating costs and the fact this further reinforced the need to find operating efficiencies.			
10	Contractor Dispute Update	<p>No progress had been made due to the contractors being unable to progress the works due to current lockdown restrictions.</p> <p>John Campbell and the Resources Director are to review the situation and see if there is a quicker way to resolve the dispute.</p> <p>The Board noted the report</p>	Resources Director to meet with John Campbell	Resources Director	26 April 2021
11	Policies for Renewal	The Board approved the Membership Policy and the Privacy Policy delegating authority to staff to make the necessary legal reference changes to the privacy policy when required.	Publish Policies	Resources Director	1 April 2021
12	Governance Report	The Chair updated on arrangements for the Trustee appraisals process and the Board noted the remainder of the report.			
13	BHA Committee Minutes	<p>The Board homologated the decisions made by the</p> <ol style="list-style-type: none"> 1. Operations Committee on 23rd February 2021. 2. Audit and Finance Committee on 2nd March 2021. 			

14	AOCB	Trustees to stay on at end of the meeting for a briefing by the Chair. Board strategy day is postponed and will be rescheduled for early June 2021 dependant on restrictions being lifted.			
15	Date of next meeting	The next Board meeting is scheduled for Tuesday 18 th May 2021 at 17:45			
	Meeting closed	The meeting closed at 19:20			