



**Minutes of Berwickshire Housing Association Limited
Board of Directors
Tuesday, 16 November 2021 at 5.45 P.M.
Hybrid meeting – in person and via Video Conference**

Summary of Key Decisions and Actions

Item No.	Subject	Action to be taken	Action to be taken by	Date Action to be taken by
4	Reactive repairs contracts	Report the Reactive Repair Contracts through quarterly Property Reports.	Property Director	01/03/22
19	Nationwide Facility Agreement	Execute the Facility Agreement	Finance Director	19/11/21
10	RBS Amendment Letter	Execute the Amendment Letter	Finance Director	19/11/21
11	Voluntary Leavers	Proceed with voluntary leavers exit arrangements	Chief Executive	17/11/21
11	Voluntary Leavers	Feedback to SCC	Chief Executive	17/11/21
13	FOISA Exemption - ongoing legal proceedings [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
14	Company Secretary appt	Appoint Eleanor Rooke as Company Secretary with the relevant authorities	Chief Executive	30/11/21



**Minutes of Berwickshire Housing Association Limited
Board of Directors
Tuesday, 16 November 2021, at 5.45 P.M.
Hybrid meeting – in person and via Video Conference**

Present:
 Jim McDevitt, Chair (In person)
 Graeme McLeod, Vice Chair (via Zoom)
 Viv Cockburn, Vice Chair (via Zoom)
 John Campbell (via Zoom)
 Norrie MacPhail (via Zoom)
 Sam Hart (via Zoom)
 Hugh Carr (in Person)
 Lynn Gray (in Person)
 Anne Rutherford (in person)
 Gavin Edmonds (via Zoom)
 Stephen Scott (in Person)
 Paul Matthews (via Zoom)

In Attendance:
 Michelle Meldrum, Chief Executive (in person)
 Angela Taylor, Property Director (in person)
 Eleanor Rooke, Finance Director (via Zoom)
 Dan Blake, Operations Director (via Zoom)
 Colin Turner, Minute Taker (in person)

Item No.	Agenda Item	Minute	Action	Action By	Action to be completed by
1	Apologies	Apologies were received from Gareth James			
2	Declarations of Interest	Norrie MacPhail and John Campbell declared their interest in BHA Enterprise.			
3	Minutes from Previous Meeting	3.1 Proposed by Stephen Scott and seconded by Anne Rutherford the Board approved the minutes of the meeting of the 28 th September 2021 as a true record of the meeting. Matters Arising:			

		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.			
4	Chief Executive's Update report	<p>The Chief Executive proposed that the Reactive Repair contract performance be reported through the Property Quarterly reports in future, now that the contracts have been awarded and are being delivered.</p> <p>The Chief Executive undertook to circulate, dates for the briefing sessions for 2022:</p> <ol style="list-style-type: none"> 1. Housing Sector Research – February/March 2022 2. Modern Methods of Construction - May/June 2022 3. Customer Insight - August/September 2022 4. Value for Money/Benchmarking – As part of Board event October/November 2022 <p><i>17:51 Norrie MacPhail joined the meeting</i></p> <p>Edgar Road, Westruther</p> <p>The Chief Executive reported that some residents had attended a drop-in session at 5 Edgar Road with the Property and Operations Directors, structural engineer and architect, but have since written again to disagree with BHAs position and professional advice. Discussions are ongoing with the customers on their housing options. BHA and Eildon continue to liaise, given the time constraints on the Eildon rehousing option are governed by Eildon's completion and letting of these new homes.</p> <p>The Board noted the Chief Executive's report.</p>	Report the Reactive Repair Contracts through quarterly Property Reports.	Property Director	01/03/22
5	Performance report Q2	The Property Director and Operations Directors invited questions.			

		<p>The Operations Director reported that BHA had re-joined the “G8” group of RSLs, a benchmarking group of other Scottish social landlords. Further investigation into the number of tenancies not lasting more than one year was being conducted.</p> <p>Acknowledging the greater detail behind the figures was scrutinised by the Operations Committee, the Board noted the report.</p>			
6	<p>Quarter 2 Monitoring Statement</p>	<p>The Finance Director reported that the year to date covenants and forecast covenants for BHA would be compliant.</p> <p>FOISA Exemption - subsidiary non-social housing business ██ ██ ██ ██</p> <p>The Finance Director invited questions.</p> <p>Graeme MacLeod suggested that the number of planned improvements be included in the report to reflect value for money. The Finance Director undertook to speak to the Property Director to include this in future reports.</p> <p>It was confirmed that the legal fees associated with the release of securities from Nationwide were one off costs.</p> <p>The Finance Director explained that the EESSH expenditure was confirmed as being smoothed into next year to avoid any further breach of the covenants. Considerable reallocation of capital works budget had been diverted to assist us meet EESSH.</p>			

		<p><i>18:26 Sam Hart joined the meeting</i></p> <p>Norrie MacPhail queried the £108k of SUNAMP batteries in stock and asked if these were going to be used? The Property Director advised that things had moved on since this purchase was made and work was ongoing to determine what the future use of these batteries would be.</p> <p>The Board noted the report</p>			
7	Q2 Review of the Business Plan	<p>The Finance Director introduced the report and invited questions.</p> <p>It was confirmed that the master spreadsheet was reviewed at least twice a month by staff at both Executive Team meetings and Performance Meeting</p> <p>The Board noted the progress made against delivery of the business plan</p>			
8	Q2 Write Off report	The Board noted the write off report			
9	Nationwide Facility Agreement	<p>The Finance Director reported that the facility agreement had been reviewed by the Audit and Finance Committee and was being presented to the Board for approval. Hugh Carr, Chair of the Audit and Finance Committee, gave his assurance that the document had been scrutinised and recommended it's approval by the Board.</p> <p>The Board resolved that the Nationwide Facility Agreement, the extract minutes and Officer's Certificate, which incorporate the delegation of authority to the Chief Executive or Finance Director to negotiate, finalise, approve and accept the whole</p>	Execute the Facility Agreement	Finance Director	19/11/21

		terms and conditions of the Facility Agreement were approved.			
10	RBS Amendment Letter	<p>The Finance Director reported that the amendment letter had been reviewed by the Audit and Finance Committee and was being presented to the Board for approval. Hugh Carr, Chair of the Audit and Finance Committee, gave his assurance that the letter had been scrutinised and recommended it's approval by the Board.</p> <p>The Board resolved that the RBS amendment letter, the extract minutes and Officer's Certificate, which incorporate the delegation of authority to the Chief Executive or Finance Director to negotiate, finalise, approve and accept the whole terms and conditions of the Amendment Letter were approved.</p>	Execute the Amendment Letter	Finance Director	19/11/21
11	Voluntary Leavers Request (First call out)	<p>The Board approved the packages for the seven voluntary leavers as detailed in the report, understanding that leaving dates were still to be negotiated.</p> <p>The Chair reported that the Staff Consultative Committee had asked the Board to consider two options:</p> <p><i>1. The SCC would like the board to reconsider the enhanced voluntary redundancy deadline for those staff who are applying for new posts and wish to remain with BHA but are unsuccessful in the interview process, that the enhanced voluntary redundancy will be extended to them rather than the statutory redundancy. The SCC feel this is not</i></p>	<p>Proceed with voluntary leavers exit arrangements</p> <p>Feedback to SCC</p>	<p>Chief Executive</p> <p>Chief Executive</p>	<p>17/11/21</p> <p>17/11/21</p>

		<p><i>unreasonable as this is potentially only affecting a couple of employees</i></p> <p>The Board discussed the request and whilst there was discussion around the possible implications of varying the initially agreed offer, the Board voted in favour of the request (10 votes for ,2 against)</p> <p>2. <i>The SCC would also like the board to reconsider the enhanced voluntary redundancy for the trial period of any new post rather than the statutory redundancy should staff or equally BHA feel this is not the right fit.</i></p> <p>3.</p> <p>The Board discussed this point and declined to support it for the following reasons:</p> <p>1. The number of colleagues involved. Potentially 13 in line with the new posts of Neighbourhood Manager Tenancy Sustainment Manager and Customer Experience Assistant.</p> <p>2. The timescales involved i.e. the target implementation date is April 2022 and therefore the Board could potentially be presented with a number of enhanced requests in June 2022 following the trial period. The Board agreed that this was not a reasonable timeframe in terms of the decision relating to the enhanced financial package. All colleagues who are successful at interview will be given every opportunity to succeed and those who are not successful at</p>			
--	--	--	--	--	--

		agreed the principle that we should build to the standard that met future requirements regarding net zero carbon. A discussion ensued regarding the affordability of this given HAG funding is based on the lower silver standard. It was agreed that one of the early strategy sessions for 2022 would be on this subject with the likelihood that the following would have input: Angela Taylor (Property Director), Eleanor Rooke (Finance Director) and Sam Hart (Trustee).			
17	Date of next meeting	18 th January 2022 at 17:45			
	Meeting closed	The meeting closed at 18:55			