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		<p align="center">Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 16 August 2022, at 5.45pm. Hybrid meeting – in person and via video conference</p>		
PRESENT		IN ATTENDANCE		
<p>In person Jim McDevitt (Chair) Hugh Carr Anne Rutherford John Campbell</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) Angela Tinkler (ATi), Governance, Risk and Assurance Specialist (GRA Specialist) (Minute Taker)</p>		
<p>Via Teams Graeme McLeod Norrie MacPhail Gavin Edmonds Sam Hart</p>		<p>Via Teams Angela Taylor (AT) – Executive Director of Assets and Sustainability (EDAS)</p>		
PARA		ACTION	STATUS UPDATE	
	1. Apologies for Absence			
1	Viv Cockburn, Paul Matthews			
	2. Declarations of Interest			
2	Norrie MacPhail and John Campbell declared their interest in BHA Enterprise			

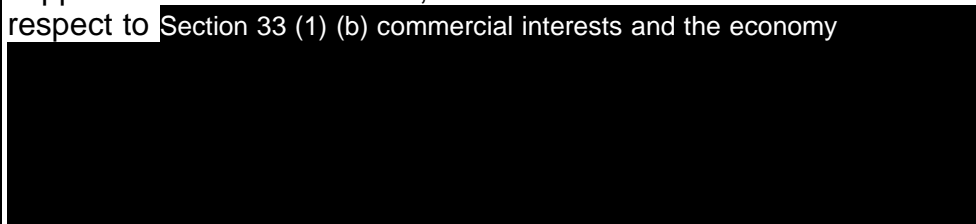
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	3. Minutes of a meeting held on 21 June 2022 and Matters Arising		
3	Proposed by Anne Isles and seconded by Hugh Carr, the Board approved the minutes of the meeting of the 21 st June 2022 as a true record of the meeting.		
4	<u>Matters Arising</u> It was reported that all actions which were due for completion by this meeting had been completed and the progress of the remaining actions were noted.		
	4. Assurance Statement		
5	The Governance, Risk and Assurance Specialist presented the report, highlighting the detailed assessment that had been provided to the Board in the appendices and supporting documents in DecisionTime. It was explained that the areas for improvement were those that had previously been reported in the Governance Review, which has been subject to Board scrutiny and discussion.		
6	The Board noted the detailed information that had been provided to support the Board's assessment of compliance and the draft wording of the assurance statement for approval. The Board discussed the areas that had been assessed as 'partly compliant' due to improvements being identified. The Board agreed that the areas for improvement, were ongoing areas already identified through a continual improvement focus, with actions being contained within the current business plan. Therefore, the Board considered a more accurate reflection in the Assurance Statement would be compliant with areas for improvement.		
7	The GRA Specialist confirmed that the changes would be made and the updated statement provided to the Chair for signature prior to submission to the Regulator. [1]	GRA Specialist	
8	RESOLVED that the Board:		

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	a) Approved the Assurance Statement subject to the change of wording to “..... <i>Berwickshire Housing Association is compliant with the regulatory requirements, with areas for further improvement identified.....</i> ”.		
	5. Audited Accounts		
9	The EDBS presented the report confirming that the Audit and Finance Committee had previously reviewed the audited statutory accounts and Letter of Representation and recommended their approval for signature by the designated signatory. The EDBS further explained that BHA Enterprise and Berwickshire Community Renewables LLP accounts were duly approved by their respective boards and were included for information only.		
10	The Board noted the questions that had been provided to the EDBS in advance of the meeting and that satisfactory responses had been received.		
11	The Board thanked the EDBS and team for their efforts in preparing the accounts and supporting the audit process.		
12	RESOLVED that the Board: a) Approved the statutory accounts for signature, together with the auditor’s letter of representation, Allia, NBS and RBS compliance certificates b) Noted the BHA Enterprise statutory accounts c) Noted the Berwickshire Community Renewables LLP statutory accounts		
	6. Q1 Governance Report		
13	The Governance, Risk and Assurance Specialist presented the report. The Chair facilitated the Board discussion, focussing on the discussion points as highlighted in the presentation. The Board discussed that the Matters Reserved for the Board provided clarity for those decisions that must be made by the Board but acknowledged		

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	that the Board has discretion to request other matters to be reported to them.		
14	The Board discussed the proposals set out in slides 12 – 15 in relation to setting thresholds for contract approvals. The Chief Executive confirmed that the thresholds would be in relation to expenditure already approved in the budget.		
15	The Board acknowledged that the contract approval process was a small part of the overall procurement process which is subject to scrutiny and oversight and that the purpose of the Board thresholds was to ensure that the Board received assurance from the Executive on the procurement process for larger contracts prior to the organisation making a contractual commitment.		
16	The Board discussed the role of Operations Committee and agreed that an additional layer of approval was not efficient and therefore thresholds for Executive and Board approval should be agreed.		
17	As the Board had differing views on an appropriate threshold for supplies and works contracts, the Chair took the matter to a vote. In respect to Section 33 (1) (b) commercial interests and the economy  to be approved by the Board. The GRA Specialist confirmed that these thresholds would be included in the Matters Reserved for the Board and Standing Orders.		
18	The Board highlighted the importance of robust controls and recording of approvals made by the Executive Team.		
19	The Board considered and agreed to the proposal to redefine the role and scope of the remit of the Audit and Finance Committee to the		

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	Risk and Assurance Committee, noting that finance and treasury matters would be reported to the Board. The Governance, Risk and Assurance Specialist confirmed that the proposed remit of the Risk and Assurance Committee was based on best practice for audit and risk committees.		
20	The Board discussed the proposed remit and agreed that landlord compliance and health and safety should be specified within the remit and providing scrutiny and receiving assurance of these areas should be a key aspect of the committee's role. The Governance, Risk and Assurance Specialist agreed to make these additions to the remit.		
21	In relation to the Executive Team remit, the Board agreed that the Chair or Vice Chair should approve the write off of an individual's current or former tenant arrears of £20k and above. The GRA Specialist confirmed that this would be updated in the Executive Team remit and Standing Orders.		
22	In reference to slide 22, the Board agreed to establishing Board working groups where these would add value and provide additional oversight prior to matters being considered formally by the Board. It was agreed that the establishment of an asset management working would be discussed at the September Board meeting after consideration of the asset management requirements arising from the stock condition surveys. ^[2]	Chair of Trustees	
23	The Board discussed the proposal to reduce the number of Board meetings to six meetings per year and regularise the frequency of meetings to every two months as outlined in slide 23. In response to a question from the Board, the EDBS advised that the proposed Board schedule would be refined to ensure regulatory and statutory deadlines could be met. The Board agreed to move to six meetings per year, taking effect from April 2023.		
24	It was confirmed that the formal documentation in relation to the Matters Reserved for the Board and revised remits of the Risk and		

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	Assurance Committee, Operations Committee and Executive Team would be updated to reflect the feedback from the Board and would be formally approved by the Board in September and subsequently approved by the relevant Committees. [3]	GRA Specialist	
25	<p>RESOLVED that the Board:</p> <p>a) Approved the following contract approval thresholds: Section 33 (1) (b) commercial interests and the economy [REDACTED]</p> <p>b) Approved the change of role of the Audit and Finance Committee to the Risk and Assurance Committee</p> <p>c) Approved, in principle, the Matters Reserved for the Board and remit of the Risk and Assurance Committee, Operations Committee and Executive Team, subject to amendments made as outlined in the minutes</p> <p>d) Approved the reduction of Board meetings from seven to six per year (plus Board strategy days and annual general meeting)</p>		
7. Chief Executive Update			
26	The Chief Executive presented the report and invited questions. The Board discussed the options presented in the report regarding office 'hubs' and the current arrangements in place for employees to meet face to face. In response to a question from the Board, the Chief Executive advised that there may be scope for Board Members to attend the "Team Time" staff meetings.		
27	<p>RESOLVED that the Board:</p> <p>a) Noted the Chief Executive update report</p>		
8. Q1 Update on Delivery Plan			

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28	The EDBS presented the report and highlighted that the pages after page seven had been included in error and in future the Board would receive the high-level summary only.		
29	RESOLVED that the Board: b) Noted the Q1 Update on the Delivery Plan		
	9. Q1 Property Report		
30	The Board discussed the report which set out the current status of the development of the capital programme for 2022/23, net zero and remedies for the Adston homes. In response to a question, the Chief Executive advised that the works relating to the Adston properties were expected to be completed by the end of the calendar year. The Chief Executive further explained that communication with tenants regarding their bespoke works requirements had been completed.		
31	RESOLVED that the Board: a) Noted the Q1 Property report		
	10. Q1 Management Accounts		
32	The EDBS presented the report which provided an overview of the quarter one financial performance of the Association. The EDBS advised that the position was being reviewed on a monthly basis by the Executive Team. Following a question from the Board, the EDBS advised that interest cover for next year would be reviewed once the stock investment calculations were available and the Board have given a steer regarding the asset management strategy.		
33	RESOLVED that the Board: a) Noted the Q1 Management Accounts report		
	11. Q1 Write Off's		
34	The EDCE presented the report which provided the Board with oversight of the former and current debts written off within quarter one and invited questions.		
35	RESOLVED that the Board:		

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	a) Noted the Q1 Write Off report		
	12. Baseline ICT and Digital Strategy		
36	The EDBS presented the report, which set out the proposed ICT and Digital strategy for 2022 – 2025 that had been developed with the assistance of Altair.		
37	In response to a question from the Board, the EDBS confirmed that costings related to the strategy would be identified in the delivery plan and business case.		
38	The Board discussed the strategy and agreed that a robust approach had been presented.		
39	RESOLVED that the Board: a) Approved the ICT and Digital Strategy 2022-2025		
	13. Treasury Update		
40	The EDBS presented the report which provided the Board with an overview and update of treasury matters in anticipation of the Board taking greater oversight of treasury matters from the Audit and Finance Committee following the Governance review.		
41	RESOLVED that the Board: b) Noted the Treasury update report		
	14. Policies for Renewal		
42	The EDBS presented the report in respect to the review and update of the Treasury Management Policy, highlighting the proposed changes in line with CIPFA Code of Practice for Treasury Management 2021, incorporating SFHA good practice, changes to the organisation structure and recommendations from the Governance review.		
43	RESOLVED that the Board: a) Approved the updated Treasury Management Policy		
	15. Subsidiary Board minutes		

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44	The Board homologated the minutes of: 1. Audit and Finance Committee 19th July 2022. 2. Operations Committee 26 th July 2022		
	16. AOCB		
45	The Board noted the intention of Graeme Mcleod to stand down as a Trustee at the September Board meeting. The Chair took the opportunity to thank Graeme for the valuable contribution and support that he had given to the Board and wished him well on behalf of the Board.		
	Date of next meeting		
46	27 th September 2022 at 5.45pm		
The meeting closed at 7.20pm			
Signed: (Chair) Date:			

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BHA BOARD ACTION LOG

ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
21/06/22-01	Item 5 Initial Presentation of Governance Review: Lynn Gray, Tenant Board Member to support developing the customer voice further and inclusion into Board reporting	EDCE	30/11/22	In progress
21/06/22-02	Item 11 Strategic Risk Report: Review the risk appetite and risk scoring methodology for health and safety risks to accord with the Groups zero tolerance approach to incidents	Governance, Risk & Assurance Specialist	30/09/22	In progress
21/06/22-03	Item 11 Strategic Risk Report: investigate the introduction of a traffic light system into the risk report.	Governance, Risk & Assurance Specialist	30/09/22	In progress
21/06/22-06	Item 12 Policies for Renewal: EDBS agreed to clarify the security arrangements in relation to the use of personal phones for business	EDBS	31/08/22	Complete
16/08/22-01	Item 4 Assurance Statement: GRA Specialist to update the wording of the Assurance Statement to “..... <i>Berwickshire Housing Association is compliant with the regulatory requirements, with areas for further improvement identified.....</i> ” and provide the updated statement to the Chair for signature.	Governance, Risk & Assurance Specialist	31/08/22	Complete
16/08/22-02	Item 6 Q1 Governance Update: the establishment of an asset management working would be discussed at the September Board meeting after consideration of the asset management requirements arising from the stock condition surveys	Chair of Trustees	27/09/22	Complete – recommendation in Board and Committees report on this agenda
16/08/22-03	Item 6 Q1 Governance Update: GRA Specialist to update the formal documentation in relation to the Matters Reserved for the Board, Risk and Assurance Committee, Operations Committee and Executive Team remit to reflect the feedback from the Board: <ul style="list-style-type: none"> • Contract approval thresholds 	Governance, Risk & Assurance Specialist	27/09/22	Complete – on this agenda

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ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
	<ul style="list-style-type: none"> • Inclusion of landlord compliance and health and safety into the Risk and Assurance Committee remit • Chair or Vice Chair to approve the write off of an individual's current or former tenant arrears of £20k and above <p>And present final documentation form approval at September Board and subsequently by the respective Committee's</p>			
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			