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	<p align="center">Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 21 March 2023, at 5.45pm Hybrid meeting – in person and via video conference</p>	
<p>PRESENT</p>	<p>IN ATTENDANCE</p>	
<p>In person Jim McDevitt (Chair) Lynn Gray Viv Cockburn Anne Rutherford</p>	<p>In person Michelle Meldrum (MM), Chief Executive (CE) Joanna Voisey (JV) Head of Assets & Sustainability (HOAS) Eleanor Rooke (ER), Executive Director – Business Support (EDBS) Dan Blake (DB), Executive Director – Customer Experience (EDCE) Nikki Allman, Executive Assistant (Minute Taker) Jo-Anne Baptie, Risk & Assurance Advisor (Observer)</p>	
<p>Via Teams Paul Matthews Carolyn Wood Karen Featherstone Brian Devlin Hugh Carr</p>	<p>Via Teams Ruth Hann, BHA Enterprise Chair (Observer) Daradjeet Jagpal, Information Law Solutions (from 7.00pm to 7.20pm)</p>	
<p>PARA</p>		<p>ACTION</p>
	<p>1. Apologies for Absence</p>	
<p>1</p>	<p>John Campbell</p>	
	<p>2. Declarations of Interest</p>	
<p>2</p>	<p>There were no declarations of interest.</p>	
	<p>3. Minutes of a meeting held on 14th February 2023 and Matters Arising</p>	
<p>3</p>	<p>Proposed by Viv Cockburn and seconded by Anne Rutherford the Board approved the minutes of the meeting of the 14th February 2023 as a true record of the meeting.</p>	
	<p>4. Verbal update from Chair of BHA Enterprise</p>	
<p>4</p>	<p>Ruth Hann, Chair of BHA Enterprise provided a verbal summary of the past year to the Board. Ruth highlighted the changes within the Enterprise Board, with independent members standing down, leaving the Board with three current Directors which only just fulfils the requirements to be quorate.</p> <p>Mid-Market rent properties – Reporting no areas for concern, but advising higher repair costs due to void repairs, and reporting positively the rental arrears are proactively managed.</p> <p>Hoprigshiels Windfarm – Partnership with Community Energy Scotland (CES) continues to work well, with income being in line with expectations and partner profit distributions for this year at £600k.</p>	

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	<p>Reporting to the Board that ongoing corrosion repair works on the turbines are being undertaken by Nordex, as an insurance renewal requirement.</p> <p>University of Edinburgh Report – A comprehensive review has taken place to explore three main areas of opportunity from renewables (further investment in the windfarm, a decarbonisation strategy, and potential for BHA to develop EV charging stations). The recommendations from the report will be open for discussion at the forthcoming Board Strategy Day, providing clarity on the strategic direction of the Board which has been identified as a risk.</p> <p>Recruitment of new Independent Board Members - The Chair advised the Board of this key risk. Future recruitment of Directors should ensure their skills are aligned with the strategic direction of BHA Enterprise.</p>	
	<p>RESOLVED that the Board :</p> <p>a) Thanked the BHA Enterprise Chair and noted the verbal summary</p>	
5. Target Setting Report (ARC 2023-24)		
5	The EDCE presented the report to outline the targets set for the key performance indicators reportable through the Annual Return (ARC) on the Charter to the Scottish Housing Regulator (SHR).	
6	Following a discussion, the Board agreed a monetary value should be associated with the void costs and rent arrears in future reports.	
7	<p>RESOLVED that the Board:</p> <p>a) Noted and approved the Executive Team’s recommendations to the 2023-24 target setting.</p>	
6. Five-Year Plan		
8	The CE presented the Board with a consolidated five-year plan for 2023-28 including the objectives for year 1 (2023-24) and progress against these objectives will be reviewed by the Board on a quarterly basis, along with an annual review.	
9	<p>RESOLVED that the Board:</p> <p>a) Approved the five-year plan document [1]</p>	CE
7. Seton Care Designated Reserve		
10	<p>The EDBS reported on the £226,936 Seton Care Designated Reserve held on the BHA and Group Statement of Financial Position, since year end 31st March 2018.</p> <p>The EDBS advised due to accounting practice designated funds are set aside for future projects. As these funds have been in place for six years with no decision, the EDBS recommends these be released into the revenue reserves.</p>	
11	Following questions from the Board seeking clarification on the designated value being ringfenced and the legal implications of the funds being used for charitable purposes only.	

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	The EDBS confirmed the designated reserves is a concept for fund accounting and for administrative purposes only. Following a full review of the documentation BHA only has unrestricted funds which can be spent or applied at the discretion of the Board to further any of BHA's purposes, therefore does not have any legal restrictions. Further it was noted that as BHA is a charity, there were no concerns over the use of the designated funds when released into free reserves.	
12	RESOLVED that the Board: a) Approved the release of £226,936 designated reserve into the revenue reserves. [2]	EDBS
8. Gas Servicing Contract		
13	The HOAS provided an update to the Board on the Gas Servicing and Repairs contract ending on the 31 st March 2023. Following previous reporting on the section 33(1)(b) commercial interests and the economy [REDACTED], the HOAS advised that various options have been explored with expert procurement advice to assist negotiations with the tenderer.	
14	The HOAS provided a verbal update on the renewables rates, section 33(1)(b) commercial interests and the economy [REDACTED]. It has been duly agreed that the tenderer will continue to carry out repairs in the interim, and as the servicing of air source heat pumps and ground pumps are not a legal requirement, this can be delayed.	
15	The HOAS advised section 33(1)(b) commercial interests and the economy [REDACTED]	
16	Following a request for clarification from the Board, the HOAS confirmed that the deadline for finalising the renewables contract is the end of April. Further Board Reports will be presented which may need to be out with the Board meeting cycle. [3]	HOAS
17	RESOLVED that the Board: a) Approved acceptance of the revised tender with DALEX for an initial 3-year period at an approximate cost of section 33(1)(b) commercial interests and the economy [REDACTED]	
9. Chief Executives Report		
18	The CE presented the report highlighting further discussion on the Associations strategic options.	
19	The Board reviewed and discussed Appendix I - the BHA "Ask" document including the proposed non-negotiable outcomes and confirmed the importance of cultural alignment recognising it is often difficult to measure this. A discussion took place on the current	

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	thinking in relation to tenant consultation and it was agreed this would commence if and when a preferred partnership option was identified.	
20	<p>The EDCE provided a verbal update on Edgar Road, Westruther. Following the engineers report in December recommending residents should be decanted by the 31st May 2023, further discussions have consolidated this position and therefore, the Executive Team recommends to the Board that the deadline for re-housed remains at 31st May.</p> <p>Section 38(ii) personal information</p> <div style="background-color: black; width: 100%; height: 40px; margin-top: 5px;"></div>	
21	The EDBS advised that there is no substantial update on Adston with continued follow up on agreeing a delivery plan to conclude the outstanding works.	
22	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Discussed the content of the report b) Approved the next steps in relation to the strategic options work c) Approved the Executive Team recommendation on the decanting of the properties at Edgar Road by the 31st May 2023. 	
10. Detailed Budget		
21	The EDBS provided the Board with a further detail on the approved 2023/24 budget, providing detail of the planned investment programme, which had not been fully available upon approving the business plan in January 2023.	
22	The EDBS updated the Board in relation to the revenue budget highlighting the increased costs relating to insurance and gas contract options. A further update will be provided to the Board in May. [4]	EDBS
23	Following questions from the Board on the proposed decarbonisation deadlines of 2025. The HOAS advised this is under review along with the Asset Strategy which will be discussed with the Board in May.	
24	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Noted the information from the report. 	
11. Strategic Risk Report		
25	The EDBS provided the Board with an update in respect to the Strategic Risk Register.	
26	Following a question from the Board on the reported timescales for completion of the EICR completions which are due by the 31 st of March 2023. The HOAS confirmed that 67% have been completed, with 644 remaining outstanding and the SHR have been notified of the delay.	
27	<p>RESOLVED that the Board:</p> <ul style="list-style-type: none"> a) Discussed the report and agreed the management of risk is within expectations. 	
12. Reward and Recognition Changes		

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28	The EDBS proposed a Board task and finish group be established to avoid several new policies coming to the Board over the coming year. It is proposed the group will review, make initial comments and changes to the policies with delegated authority to present for formal approval to the appropriate approval body.	
29	RESOLVED that the Board: a) Nominated the Chair, Vice Chair and Karen Featherstone to form the task and finish group to review People Policies as they are developed and delegate authority to the appropriate approval body for each policy. [5]	EDBS
13. Overview of GDPR		
30	<i>(Daradjeet Jagpal – joined the meeting at 7.00pm)</i> Daradjeet Jagpal (DJ) from Information Law Solutions provided an overview of GDPR to the Board.	
14. Policies for Review		
31	The following policies for approval by the Board: <ul style="list-style-type: none"> • Records Management Policy • Data Protection Policy • Data Retention Policy • Information Security Policy • Lock-ups & Garage Site Policy • Gas Safety Policy • Electrical Safety Policy • Acquisitions and Disposals Policy 	
32	Records Management Policy – DJ clarified that housing associations within Scotland are not subject to The Public Records (Scotland) Act 2011.	
33	Data Retention Policy - The Board sought assurance on the policing and compliance in relating to the proposed policy. The EDBS advised colleagues will be provided with training on data retention with IT cleansing scheduled within 12 months along with the move to Sharepoint, which will align to retention schedules.	
34	Data Retention Policy - The Board requested additional information be added reflecting the adequate health & safety measures for customers, in particular keeping records associated to customers who may be vulnerable or under the age of 18, which is currently omitted from the policy. [6]	EDBS
35	Following a question from the Board, the EDBS advised there is a separate Data Breach procedure. Karen Featherstone requested a copy to review. [7]	EDBS
36	Information Security Policy - Following questions from the Board. DJ advised the Board that data held within cloud platforms are not specifically covered within the policy. The policy aligns with all generic technology used to ensure the policy is future proofed for the advancements in technology.	

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	The EDBS advised confirmation will be provided if ports are locked on colleague devices to ensure USB sticks are not being inappropriately used. [8] <i>(Daradjeet Jagpal left the meeting at 7.20pm)</i>	EDBS
37	Lock-ups & Garages – The Board request the definition of local areas within point 2 of the policy. [9] The EDBS confirmed clarification is required on insurance liability should a garage be built on a site. [10]	EDCE EDBS
38	Gas Safety & Electrical Policies – The Board requested additional sections to be added on the right to gain access for compliance works and any associated procedures to cap off gas or electricity supply, in particular vulnerable customers. The EDCE advised legislation allows a 24-hour notice for such works. [11]	HOAS
39	Acquisition and Disposal Policy – The Board requested an additional section to be added for lenders consent with any transaction. [12]	HOAS
40	RESOLVED that the Board approved the: <ul style="list-style-type: none"> a) Records Management Policy b) Data Protection Policy c) Data Retention Policy (with amends) d) Information Security Policy (with amends) e) Lock-ups & Garage Site Policy (with amends) f) Gas Safety Policy (with amends) g) Electrical Safety Policy (with amends) h) Acquisitions and Disposals Policy (with amends) 	
15. BHA Committee Minutes		
41	The Board homologated the following: <ul style="list-style-type: none"> a) Operations Committee Minutes – 21st February 2023 	
16. Subsidiary Board Minutes		
42	The Board approved the following: <ul style="list-style-type: none"> a) BHA Enterprise Minutes – 2nd February 2023 	
17. AOCB		
43	The Chair advised that Board appraisals will be scheduled in the coming weeks by the Risk & Assurance Advisor.	
Date of next meeting 23rd May 2023 at 5.45pm		
The meeting closed at 7.40pm		
Signed:	(Chair)	Date:

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BHA BOARD ACTION LOG

ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
15/11/22-03	Item 5 – Options Appraisals Report - Homes in Berwick: Further update to be brought to the Board in June 23	HOAS	June 23	In progress
14/02/23-03	Item 8 – Quarterly Management Accounts: Instruct gift-aid distribution from BCR to BHA	EDBS	31/03/23	Complete
14/02/23-05	Item 10 – Gas Servicing and Repair Contract: Any substantial amendments to the tender and/or contract, a written resolution to be circulated for approval by the Board	HOAS	31/03/23	Complete
14/02/23-07	Item 14 – Board Development Framework: Include Director and Officers along with a separate Board EDI policy	EDBS	21/03/23	Confirmed D&O insurance is in place and that separate Board Diversity Policy has been approved by Board
14/02/23-08	Item 15 – Policies for Review: Provide recommendations to Operations Committee identifying affected homes with Damp & Mould	HOAS/ EDCE	09/05/23	In progress
21/03/23-01	Item 6 – Five-Year Plan Distribute plan to colleagues, stakeholders, and customers on the association’s website	CE	07/04/23	Complete
21/03/23-02	Item 7 – Seton Care Designated Reserve: Release £226,936 designated reserve into the revenue reserves	EDBS	01/04/23	Complete
21/03/23-03	Item 8 – Gas Contract & Repairs Contract: Update Board on renewables contract	HOAS	30/04/23	Complete
21/03/23-04	Item 10 – Detailed Budget: Provide update to Board on increased cost elements on Insurance and Gas contract	EDBS	12/05/23	Complete
21/03/23-05	Item 12 – Reward & Recognition Changes: Set up and initiate Board Task & Finish group for policy reviews	EDBS	30/06/23	In progress
21/03/23-06	Item 14 – Policies for Renewal/Data Retention Policy: Insert additional information on health & safety measures for	EDBS	23/05/23	Complete

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	customers, keeping records associated to customers who may be vulnerable, and under the age of 18.			
21/03/23-07	Item 14 – Policies for Renewal/Data Retention Policy: Circulate Data Breach procedure to the Board member as requested	EDBS	23/05/23	Complete
21/03/23-08	Item 14 – Policies for Renewal/Information Security Policy: Confirm colleague USB ports are locked on their devices	EDBS	23/05/23	Confirmed, all USB ports are locked
21/03/23-09	Item 14 – Policies for Renewal/Lock-ups & Garages: Define local areas within policy item no 2)	EDCE	23/05/23	Complete
21/03/23-10	Item 14 – Policies for Renewal/Lock-ups & Garages: Provide clarification on insurance liabilities of garage sites	EDBS	23/05/23	Garage site is insured by BHA only, not structure
21/03/23-11	Item 14 – Policies for Renewal/Gas & Electrical Policies: Additional sections to be added on right to gain access for compliance works, in particular vulnerable customers	HOAS	23/05/23	Complete
21/03/23-12	Item 14 – Policies for Renewal/Acquisitions and Disposals Policy: Additional section to be added for lenders consent for any transactions	HOAS	23/05/23	Complete
	Action completion overdue			
	Action ongoing and date not due			
	Action complete			