


CONFIDENTIAL

		<p>Minutes of Berwickshire Housing Association Limited Board of Directors Tuesday, 23 May 2023, at 17:45 Hybrid meeting – in person and via video conference</p>
PRESENT		IN ATTENDANCE
<p>In person Jim McDevitt (Chair) Viv Cockburn Anne Rutherford John Campbell Hugh Carr</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) Jo-Anne Baptie, Risk & Assurance Advisor (Minute Taker)</p>
<p>Via Teams Paul Matthews Carolyn Wood Karen Featherstone</p>		<p>Via Teams Joanna Voisey (JV) Head of Assets and Sustainability (HOAS) Graeme Tough (GT) (QMPPF) from 17:48-18:20 Richard Hukin (Proposed New Executive Director)</p>
PARA		ACTION
	1. Apologies for Absence	
1	Lynn Gray and Brian Devlin.	
	2. Declarations of Interest	
2	John Campbell declared his interest in BHA Enterprise.	
	3. Minutes of a meeting held on 21st of March 2023 and Matters Arising	
3	Proposed by Viv Cockburn and seconded by Anne Rutherford the Board approved the minutes of the meeting of the 21 st of March 2023 as a true record of the meeting.	
4	<u>Matters Arising</u> It was reported that Action References 15/11/22-03, 14/02/23-08 and 21/003/23-05 which were due for completion are still in progress and will be reported on at the next board meeting on the 8 th of August. Action log updated.	
	4. Appointment of Executive Director (Business Support)	
5	CE confirmed satisfactory references received from previous employers. Board approved appointment and Richard Hukin joined meeting at the end of item 4, welcomed by Chair on behalf of the board, and introduced himself.	
6	RESOLVED that the Board: a) Approved the appointment of Richard Hukin as new Executive Director (Business Support).	
	5. Annual Treasury Review (QMPPF)	
7	Graeme Tough (QMPPF) introduced his report with background and scope of QMPPF, his position and role. The report provides an overview of the cash flow position over the previous 12 months and confirms compliance against BHA's Treasury Management Policy.	

CONFIDENTIAL

	GT drew specific focus to section 8 within the report detailing board considerations and further management requirements.	
8	<p>Questions raised by board members for BHA's Executive team in relation to management of the wind farm and its maintenance to ensure no issues with down time, performance and generation. It was also raised that a large-scale review of electric markets in Scotland was underway.</p> <p>ER confirmed that the Windfarm Partnership Board oversee wind farm management and that there are contract clauses in place to ensure turbine downtime is minimised. ER confirmed that the Windfarm Partnership Board have already been made aware of the market review and it is our understanding that there are no implications for the BCR Partnership Board or BHA</p>	
9	Clarification was sought on section 2.2 and it was confirmed this related to the current year and next year and related to the certainty of gift aid income.	
10	A question was raised looking forward to the future funding requirement in 2026 and what should be done in preparation for this. GT noted this was dependant on what borrowing route was taken but highlighted that maintaining and improving operating margin and having a track record in successful development were important. He also noted early engagement with lenders was key.	
11	<p>RESOLVED that the Board:</p> <p>a) Noted that the board discussed the contents of the report.</p>	
6. Treasury Management Strategy 2023/24		
12	The EDBS presented the annual treasury management strategy for 2023/24 and invited questions.	
13	<p>RESOLVED that the Board:</p> <p>a) Approved the Treasury Management Strategy.</p> <p>Graeme Tough (QMPF) left the meeting.</p>	
7. Annual Return on Charter 2022/23		
14	The EDCE presented the annual return on the charter for 2022/23 and invited questions.	
15	The Board asked how much of the data required for submission is manual against automated from system. DB confirmed a mix of both, and that with improved reporting and focus on BHA's housing management system this will continue to be streamlined further. DB advised of upcoming Scottish Social Housing Charter Information events and circulated dates for all to consider attending.	
16	<p>RESOLVED that the Board:</p> <p>a) Approved the Annual Return on Charter (2022-23) Submission.</p>	
8. Five Year Financial Projections Return 2022/23		
17	The EDBS presented the five-year financial projections return for 2022/23 and invited questions.	
18	<p>RESOLVED that the Board:</p> <p>a) Approved the Five-Year Financial Projections Return 2022/23.</p>	

CONFIDENTIAL

	9. Loan Portfolio Return 2022/23	
19	It was highlighted that the debt due for bullet repayment in 2026 and 2030 will be repaid through refinance rather than from cash reserved.	
20	RESOLVED that the Board: a) Approved the Loan Portfolio Return 2022/23.	
	10. Procurement Strategy	
21	The EDBS presented the procurement strategy, advising that BHA had worked with Scotland Excel to produce the strategy and adapted it accordingly. The EDBS invited questions.	
22	Board asked if the strategy would require any other changes within BHA's procurement approach. ER confirmed that a procurement policy is in place and that procedures, toolkit and templates are being implemented to strengthen BHA's procurement practices and assist the team.	
23	Board queried whether the wording of the strategy should reflect upcoming changes linking real living wage to grant funding. ER confirmed the date and detail of this change to be checked and implemented along with some minor amends to appendix including reference to appropriate frameworks.	
24	RESOLVED that the Board: a) Approved the Procurement Strategy subject to minor amends discussed. [1]	EDBS
	11. Health and Safety Relaunch	
25	The CE presented the health and safety relaunch report and reiterated it is a proposal at this stage, so discussion and questions were welcome. It was confirmed that health and safety will be reported on as a minimum twice a year to Board and confirmed Brian Devlin appointed as board Health and Safety representative.	
26	Board requested additional inclusion within the proposed health and safety board report of four key areas as set out by the Health and Safety Executive. It was also requested that the Windfarm health and safety is included in the report. JV confirmed that this will be included going forward and will consider and review the requirement for Risk and Assurance Committee. [2]	HOAS
27	RESOLVED that the Board: a) Discussed the report and acknowledged it was good to see report and supporting documents for reference.	
	12. Business Plan and Delivery Plan – Year End Review	
28	The CE noted that only the 2023/24 plan was visible on Decision Time and that the 2022/23 year-end report would be circulated to the Board after the meeting and asked that the Board feedback any comments to the Executive Team. It was confirmed that all actions that were still in progress at the 2022/23 year-end were carried forward into the 2023/24 plan.	
29	RESOLVED that the Board: a) Noted the 2023/24 Delivery Plan.	
	13. Chief Executives Report	

CONFIDENTIAL

30	The EDCE gave a verbal update on the properties at Westruther. DB confirmed he had received report from BHA's engineers which states that the fit for habitation date does not exceed the 31 st of May. Court action date is the 5 th of July so EDCE currently confirming the legal position and will report back to Board separately. [3] Reasonable efforts have been made to rehouse- those impacted with properties offered and these remain void and available.	EBCE
31	section 38 (ii) personal information [REDACTED]	
32	section 33 (1) b commercial sensitive information [REDACTED]	
33	The CE noted that further information will be brought on the land acquisition option for Board discussion if a viable offer is developed. The CE confirmed the closing date for offers is 15 th June.	
34	RESOLVED that the Board: a) Noted and discussed the report.	
14. Customer Voice Report		
35	The EDCE introduced the report and noted that the scrutiny panel currently being developed should be seen as an extension of our governance arrangements It was noted that the customer voice group is currently made up of interested customers, but that more targeted campaigning may be considered in the future to ensure good representation across our customer base. EDCE noted that the Neighbourhood Managers had assisted through annual visits in identifying interested customers.	
36	The Board fed back that the report's focus and approach is good and acknowledged that this represented a starting point for building upon and engaging more with our customers.	
37	RESOLVED that the Board: a) Noted content of the Customer Voice report. b) Approved the principle of remuneration for those involved in the group ahead of the customer voice group scheduled on the 6 th of June.	
15. Strategic Risk Report		
38	EDBS presented the strategic risk report. It was noted that some strategic risks might now be issues we are managing and the EDBS agreed to review this with the Risk and Assurance Committee. [4]	EDBS
39	The Board asked for a progress update on the IT delivery plan to further reduce the Cyber Risk. EDBS confirmed plan for next few years in place with focus on baseline actions being undertaken currently. Left as High Risk due to volume of work required.	
40	RESOLVED that the Board:	

CONFIDENTIAL

	a) Noted the Strategic Risk Report.	
	16. Annual Report to Board from the Chair of Risk and Assurance Committee	
41	Hugh Carr, Chair of Risk and Assurance Committee, presented the report and requested feedback on the contents.	
42	The Board requested a similar report for Operations Committee written by the chair. It was agreed this would be presented annually in May (after year end) and will be added to the governance calendar and agenda. [5] The Board discussed the four limited assurance internal audit reports received during the year and recognised that despite this, the Association is going in the right direction and the Board were assured that required actions were being worked on and were on the Executive Team agenda. It was noted that the position needs to be communicated in the annual accounts	EDBS
43	RESOLVED that the Board: a) Noted the report.	
	17. Q4 Reports	
44	Finances – Management Accounts Q4. The EDBS presented the quarter 4 management accounts and advised that the figures were draft and subject to final adjustments for year end.	
45	Treasury Management Update. The EDBS presented the treasury management update and advised that the report reflects the information set out in the loan portfolio return.	
46	Governance Report Q4. The EDBS presented the governance report and invited questions.	
47	The Board asked if Westruther was a notifiable event. The EDBS confirmed it would become notifiable when disposing so at the point of demolition.	
48	Customer Report Q4. The EDCE presented the customer report and invited questions.	
49	section 33 (1) b commercial sensitive information	
50	CE advised a specific development report will be included in August's Board meeting and Emma Garry will attend to discuss thoughts on future land acquisitions and development. [6]	EDBS
51	RESOLVED that the Board: a) Noted the reports.	
	18. Policies for review	

CONFIDENTIAL

52	<p>Financial Regulations EDBS presented the updated financial regulations and advised the Board of minor additions made to the policy including additional paragraphs on liquidity, KPIs for financial strength and data protection.</p>	
53	<p>The Board asked if an internal audit review of financial regulations has been undertaken. EDBS advised not directly but aspects of the regulations would be covered in other specific internal audits. It was agreed this would be considered for the internal audit programme next year to ensure key aspects of the regulations are included. [7]</p>	EDBS
54	<p>Risk Management The EDBS presented the risk management policy and invited questions.</p>	
55	<p>The Board fed back positively on the policy and the inclusion of detailed risk definitions and financial quantification.</p>	
56	<p>RESOLVED that the Board: a) Approved Financial Regulations Policy. b) Approved Risk Management Policy.</p>	
19. Subsidiary Board Minutes		
57	<p>The Board approved the following Minutes: 1. Windfarm Partnership Board 27th April 2023. 2. BHA Enterprise Board 27th April 2023.</p>	
20 BHA Committee Meetings		
58	<p>The Board homologated the following: 1. Risk and Assurance Committee 18th of April 2023.</p>	
21 Any other Competent Business		
59	<p>None raised.</p>	
<p>Date of next meeting 8th of August 2023 at 17:45, NOTE additional Strategic Options discussion scheduled on the 7th of June at 17:45.</p>		
<p>The meeting closed at 19:25</p>		
<p>Signed: _____ (Chair) _____ Date: _____</p>		

CONFIDENTIAL

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 on June 23	HOAS	08/08/23	In progress
14/02/23-08	Item 15 – Policies for Review: Provide recommendations to Operations Committee identifying affected homes with Damp & Mould	HOAS/ EDCE	08/08/23	In progress
21/03/23-05	Item 12 – Reward & Recognition Changes: Set up and initiate Board Task & Finish group for policy reviews	EDBS	08/08/23	In progress
23/05/23-01	Item 10 – Procurement Strategy: Procurement strategy approved subject to minor amends.	EDBS	31/05/23	Completed
23/05/23-02	Item 11 – Health and Safety Relaunch: Additional information requested to be included in Board report template and review the Risk and Assurance template to ensure this aligns.	HOAS	26/09/23	In progress
23/05/23-03	Item 13 – Chief Executive's Report: Report back to Board separately on legal position of Westruther.	EDCE	31/05/23	Completed
23/05/23-04	Item 15 – Strategic Risk Report: Review strategic risks with the Risk and Assurance Committee.	EDBS	18/07/23	Completed
23/05/23-05	Item 16 – Annual Report of the Chair of Risk and Assurance: Operations Committee report written by the chair would be presented annually in May and will be added to the governance calendar and agenda.	EDBS	06/02/24	
23/05/23-06	Item 17 – Q4 Reports, 5 Assets: Emma Garry to be invited to attend August's board meeting to report and discuss thoughts on future land acquisitions and development.	EDBS	08/08/23	Completed
23/05/23-07	Item 18 – Policies for review: Internal audit review of financial regulations would be considered for the programme next year to ensure key aspects of the regulations are included.	EDBS	Apr-24	
	Action completion overdue			

CONFIDENTIAL

ACTION REF	DETAILS	RESPONSIBILITY	TARGET COMPLETION	STATUS
	Action ongoing and date not due			
	Action complete			