



**MINUTES OF BRIDGEWATER HOUSING ASSOCIATION**

**BOARD MEETING**

**Venue:** India of Inchinnan/Hybrid

**Date:** Wednesday, 23<sup>rd</sup> August 2023

**Time:** 5.30pm

<b>Sederunt:</b>		
Present	Apologies	In Attendance
Alastair Morris, Chair	Frank Bradley	Andy Thomson, Chief Executive
John Paterson, Vice Chair	Denise Love.	Steven Ferrie, Head of Property Services
Rab McNally	<u>Leave of</u>	Angie Kennedy, Head of Finance, (part of the meeting)
Ken McIntosh	<u>Absence</u>	Scott Currie, Head of Corporate Services, (part of the meeting)
Suzanne Austin	Heather Stirling	Lesley Carr, Minute Secretary, (part of the meeting)
Ken Caldwell, Co-optee	<u>Absent</u>	Michael Reid, Alexander Sloan (part of meeting)
Jim O’Neil, Co-optee	Aileen Naismith	
Gavin Dayer, Co-optee		
Liz Bowden, Co-optee.		

Item	Details	Action
<b>1.</b>	<b>Welcome and Chairs remarks</b>	
	The Chair welcomed everyone to the meeting and confirmed that members had received their papers on time.	
<b>2.</b>	<b>Apologies</b>	
	Apologies were received from <b>Heather Stirling (Leave of Absence), Frank Bradley and Denise Love.</b>	
<b>3.</b>	<b>Declarations of Interest</b>	
	Members and Staff were invited to declare any interest in any of the items on the agenda, in terms of the Association’s published policy. Reminder of confidentiality and collective responsibility.	
<b>3.1</b>	Declaration from CEO regarding Item 10 re staff restructure– affected staff to leave meeting for this item.	
<b>4.</b>	<b>Minute of the Board Meeting held on 12<sup>th</sup> July 2023</b>	
	Members were invited to consider the minute of the Board Meeting held on 12 <sup>th</sup> July 2023	
<b>4.1</b>	Members <b>APPROVED</b> the minutes as a correct record of the meeting as <b>PROPOSED</b> by John Paterson and <b>SECONDED</b> by Ken McIntosh.	

5.	<b>Matters Arising</b>	
	<p>Members were invited to consider the Matters Arising report and update provided by the CEO on the following matters.</p> <ul style="list-style-type: none"> <li>• <u>Office Accommodation</u> – the office move is now complete and can be removed, we just need to return keys to the old office to the Landlord by 31<sup>st</sup> August.</li> <li>• <u>Care and Repair Contract</u> - The CEO updated that Renfrewshire and East Renfrewshire Councils have issued the C&amp;R Tender and he asked for approval from the Board to prepare and submit the tender. The HOCS informed those present that the funding offered is the same as it is this year. A member asked why this doesn't include the Inverclyde contract and was informed that this is a separate contract with Inverclyde Council.</li> </ul> <p>A Member asked if there is any likelihood of other interested parties and the criteria for award selection. The HOCS explained that the due to the low profit margin on Small Repairs, it is unlikely that anyone else would submit a bid, other than an existing Housing Association with a Care &amp; Repair service. He also explained that the award is based on quality of tender. The Care &amp; Repair Accreditation is not currently in place and is not mentioned in the tender. The HoCS said it would be in place for the start of the contract. Board provided delegated authority to the CEO and HOCS and approved the development and submission of the tender.</p> <ul style="list-style-type: none"> <li>• <u>Board Recruitment</u> – the CEO updated that we would not be advertising for any more Board Members until after the AGM.</li> <li>• <u>Gas Servicing</u> - The CEO updated that he had met with the SHR on Thursday to discuss the issues with our gas servicing and they will be reconsidering our Regulatory Status and will provide a full written response once they have had an opportunity to discuss the situation internally. The SHR are fully aware that all servicing has now been completed and that new policies and processes are being developed and these will be presented to the HLPS Sub Committee on 6<sup>th</sup> September. The CEO detailed the likely outcome of the review by the SHR and how this could impact on the Association both practically and reputationally. Board members noted that the were assured by the Leadership Team's response to the gas servicing issue by highlighting the issue to the Board as soon as possible and making arrangements to both rectify the issue and ensure that the issue could not be repeated in the future. We await a response from the SHR and Members will be updated.</li> </ul>	
5.1	The Development and Submission of the C&R Tender for Renfrewshire and East Renfrewshire Council is to be delegated to the Head of Corporate Services and the CEO; this was <b>APPROVED</b> by Alastair Morris and <b>SECONDED</b> by Ken McIntosh.	
<b>MATTERS FOR APPROVAL</b>		
6.	<b>Presentation – Report and Financial Statements Ye 31.3.2022 – presented by Michael Reid, Alexander Sloan, Auditors</b>	
	The HoF introduced Michael Reid from Alexander Sloan the Associations Auditors, who would outline the Annual Accounts to those present.	

	<p>Members were invited to consider the information contained within the Balance Sheet and the Cash flow along with the supplementary notes.</p> <p>A Member asked why the amount allocated to the Pension scheme had risen, the Auditor explained that this is detailed as of the valuation statement that is received from the Pensions Trust and is based on how the scheme is performing. The HoF explained that this sum can be variable and is reliant on the schemes actuarial valuations and assumptions, the Auditors are happy that these figures are a true and fair representation of the TPT pension liabilities as at 31 March 2023. The auditor explained that the rise in pension contribution is a trend throughout Housing Associations this year and is not a major concern as the Association has sufficient cash funds available.</p> <p>Another member asked if this figure was based on our own liability to the Pension Scheme and this was confirmed.</p> <p>A member reminded those present that the Association has stopped contributing to the Past Service Deficit since September 2022. The HoF confirmed that although this is the case currently this could change going forward after the next triennial review of the pension.</p> <p>The Auditor went on to outline the Audit summary report which provided those present with the findings and recommendations made following the audit, this detailed one minor point which had no material issues.</p> <p>Members were also asked to consider the Covenant Compliance letter which is standard confirmation regarding the Financial Covenants for the Associations loan with the Nationwide. This letter will be sent to Nationwide.</p>	
<p><b>6.1</b></p> <p><b>6.2</b></p> <p><b>6.3</b></p>	<p>Members <b>APPROVED</b> the Annual Accounts as <b>PROPOSED</b> by Alastair Morris and <b>SECONDED</b> by Ken McIntosh.</p> <p>Following the meeting the Letter of Representation from the Auditors will be signed by the Chair and the Secretary. The Annual Accounts(Financial Statements) will be sent over by email to the Chair, Vice Chair and Secretary to sign using DocuSign.</p> <p>The Board Response letter to Auditors Management Report will be signed by the Chair.</p>	<p>Chair / Secy</p> <p>Chair</p>
	<p>Michael Reid from Alexander Sloan left the meeting.</p>	
<p><b>7.</b></p>	<p><b>Annual Assurance Statement Process Timeline</b></p>	
	<p>This report highlights the current situation from our previous assurance exercises and recommends a timeline for future self-assessment against the revised Regulatory and Operational Standards, over the next 3-year period.</p> <p>Board were asked to note that the proposals contained within the report will be implemented from January 2024 and a full review will be conducted by the CEO &amp; LT for the 2023 Annual Assurance Statement, as undertaken in 2022.</p> <p>A member asked if we had submitted the Assurance Statement, the CEO confirmed that this had been submitted for past years since the process started and the next statement is due 31<sup>st</sup> October 2023.</p> <p>A member commented that along with the 7 Regulatory Standards there are also</p>	

	<p>Operational Standard which require to be looked at annually. The CEO confirmed that this would be included in the annual review.</p> <p>The CEO noted that there is a lot of other work involved in the process and this is the reason that he is proposing setting up a working group where the outcomes of any consultations and evidence gathering is considered and from there a compliance assessment for each standard can be agreed and action point identified.</p> <p>The compliance assessment would be presented to the Board for approval and the Action Plans would be worked on and reported back to the Board when completed or outlining progress quarterly as part of the business plan reporting process.</p>	
<p><b>7.1</b></p> <p><b>7.2</b></p> <p><b>7.3</b></p>	<p>The Board <b>NOTED</b> the contents of the report.</p> <p><b>APPROVED</b> the timeline and annual assurance process method of carrying out the self-assessments as <b>PROPOSED</b> by Liz Bowden and <b>SECONDED</b> by Suzanne Austin.</p> <p>Members <b>AGREED</b> that these proposals will be implemented from January 2024 and a full review will be conducted by the CEO and LT for the 2023 Annual Assurance Statement as undertaken in 2022.</p>	CEO
<b>8.</b>	<b>AGM Arrangements &amp; “Nine-Year Rule” Compliance</b>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to outline the arrangements for our AGM, which is due to take place on Tuesday 29<sup>th</sup> August 2023.</p> <p>The report asks if the current Chair, Vice-Chair &amp; Secretary would like to stand for re-election and invite members who might be considering standing for these positions to let us know prior to the AGM.</p>	
<p><b>8.1</b></p> <p><b>8.2</b></p> <p><b>8.3</b></p> <p><b>8.4</b></p> <p><b>8.5</b></p>	<p>Members <b>NOTED</b> the places that require filling at the AGM because of Board Members standing down.</p> <p><b>NOTED</b> the proposed quorum and arrangements for the AGM.</p> <p><b>NOTED</b> the Secretary’s compliance with the Association Rules as per separate report.</p> <p><b>NOTED</b> that the Association is fully compliant with the “9 Year Rule” for Board Members and</p> <p><b>APPROVED</b> for those members covered by this requirement to stand for re-election in accordance with the Regulatory Standards.</p>	
<b>9.</b>	<b>Stock Condition Survey – Agreement to Procure</b>	
	<p>Members were invited to consider a report by the Head of Property Services, the purpose of which was to provide a background and seek approval to carry out a stock condition survey.</p> <p>The Association has recently undertaken a full review of components relating to tenant safety within their homes, following the recent discovery of 36 properties that had missed their annual gas service. At this time concerns were raised about the validity and accuracy of data and information the Association held regarding individual properties. There are also concerns around the accuracy of the information that the Association holds about stock condition elements within properties due to multiple versions of the data being held.</p> <p>The last stock condition survey was carried out in 2018, sampling 269 (31.68%) properties of the Association’s 849 tenanted properties, with a new Stock Condition survey tender due in 2023/24.</p>	

	<p>The Stock Condition Survey has not been budgeted for in this financial year and the tender value is likely to be in the region of £40-60k; it may be that due to timing this can be added to the budget for 2024/2025 however, it is important that we commence this work as soon as possible so that we can validate our planned maintenance programmes for future years.</p> <p>Members agreed that the Association needs to be confident that the information they hold on file is accurate. The HOPS explained that the reactive repair costs may rise as other things may be flagged and we will need to budget for this if this is the case.</p> <p>A member said that in her experience the information can come back in formats which are difficult to work out and the CEO is aware of this and will be looking to providing the Consultant with a format which is compatible with our SDM software and he will be keeping on top of this going forward.</p> <p>A members suggested that this might be an opportunity to collect information from tenants about their life experience whilst living in our properties, the CEO explained that our Tenants Satisfaction Survey and Supported Housing Review will allow us to gather this type of information from our Tenants. The Technical nature of this survey may mean that this is not the best time to collect information of this nature but if tenants raise anything with the surveyors this will be passed on to the Association.</p>	
<p><b>9.1</b></p>	<p>Board <b>NOTED</b> the contents of the report and <b>APPROVED</b> the recommendation to procure a stock condition survey.</p> <p>As <b>PROPOSED</b> by Alastair Morris and <b>SECONDED</b> by Jim O’Neil.</p>	<p>HOPS</p>
	<p>Members of Staff other than CEO were asked to leave the meeting at this point.</p>	
<p><b>10.</b></p>	<p><b>Staff Restructure – Stage 2 Recruitment</b></p>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to provide the sub-committee with and update on the revised staff structure of Bridgewater Housing Association, and to approve the methodology for appointment of senior posts within Finance and Corporate Services.</p> <p>The CEO noted that following feedback from the consultation and internal discussion he was seeking to amend the restructure proposals that affect senior roles in these areas of the business. He had received significant feedback from other RSL’s seeking to recruit Head of Finance and Corporate Services in recent months and they have struggled to find suitable candidates for this type of role; there is a notable issue with recruitment in the sector at the moment.</p> <p>Having reviewed the job descriptions in more detail and having discussed proposals at the Leadership Team he is proposing that we maintain the current structure within the finance and corporate services team meaning that there will be a Head of Finance and a separate Head of Corporate Services who has responsibility for the Care and Repair Service as well as the corporate services element of the role. For the purposes of budgeting the cost would be split 50% Corporate Services and 50% Care and Repair for this role.</p>	

	<p>[REDACTED]</p> <p>This will be subject to considering the Care and Repair budget taking cognisance of the outcome of the Care and Repair tenders which we are about to prepare and submit for all three local authority areas.</p> <p>[REDACTED]</p> <p>Board is asked to confirm acceptance of the proposals and approve that we seek to recruit a new head of Finance externally as soon as practicable.</p> <p>[REDACTED]</p> <p>The finance consultant will be scaled back once the new head is appointed and this will reduce costs to the Association overall.</p> <p>A member noted that the overall resource within the finance team seemed generous and that there were more staff than in other RSL's of similar size. The CEO stated that he agreed to an extent however, with the increased workload which comes from having various supported housing models, the large factoring customer base and the inclusion of the Care and Repair Service and coupled with the systems in place within the team which do not always integrate with other parts of the business; the staffing level is deemed necessary at this time and had already been approved and budgeted by the Board. The changes proposed will reduce the overall financial burden on the Association and the removal of the finance consultant is part of this process also. There was some discussion around this aspect of the proposal with CEO noting that the structure within this team can then be agreed by the new Head of Finance within a year as a review of the overall structure is already planned one year after implementation.</p>	
<p><b>10.1</b></p> <p><b>10.2</b></p> <p><b>10.3</b></p>	<p>Board <b>NOTED</b> the progress with the Staff Structure review and <b>APPROVED</b> the revised senior staff structure which is to be implemented by the CEO.</p> <p>Board <b>APPROVED</b> the internal recruitment of the new Head of Corporate Services, [REDACTED] and also <b>APPROVED</b> the creation of the Grade 8 post within Care and Repair to back fill some of the existing Head of Care and Repair's duties should this be deemed necessary and subject to the successful tender submission.</p> <p>Board <b>APPROVED</b> the recruitment of a new Head of Finance as soon as possible as <b>PROPOSED</b> by Alastair Morris and <b>SECONDED</b> by Jim O'Neil.</p>	<p>CEO</p> <p>CEO</p>
<b>MATTERS FOR CONSIDERATION, COMMENT AND NOTING</b>		
<b>11.</b>	<b>Rule 68 Report from the Associations Secretary</b>	
	<p>Members were invited to consider a report by the Secretary, the purpose of which was to provide information to Board Members in relation to Rule 68 of the Association's rules and the requirement of the Secretary of the Association to report on the existence and maintenance of various Registers.</p>	

	The Secretary attended the offices on 6th July 2023 to inspect the various registers and is satisfied that everything required for Rule 68 is in order.	
11.1	The Board <b>NOTED</b> the contents of the report.	
12.	<b>Tenant Safety Report Update</b>	
	<p>Members were invited to consider a report by the Property Services Manager, the purpose of which was to provide members of the Board with an update of the Association’s status regarding tenant safety in the following key Tenant Safety categories:</p> <ul style="list-style-type: none"> <li>• <u>Asbestos Management</u> – There is a current Policy in place and this is due for renewal August 2026. The HOPS confirmed that there were no asbestos related incidents to report since the last board meeting.</li> <li>• <u>Legionella Management</u> – There is a current Policy in place and this is overdue for review the HOPS is planning for this to be reviewed September 2023.</li> <li>• <u>Electrical Safety</u> – There is currently no separate Electrical Safety Policy as this was previously included in the Repairs Policy. The HOPS expects to carry out a review and have a new Policy ready to be presented to the Sub Committee at their meeting in September. There were no electrical related incidents to report since the last board meeting.</li> </ul> <p>The HOPS updated that there were 848 (99.88%) of our properties with current EICR certificates. One property remains outstanding and the HOPS explained that access has been tried several times, however this tenant suffers from mental health issues. The installation was attempted again in July 2023 along with the gas service, however unfortunately the electrician had to stop installation and leave the property due to not being able to access the board and electrical points. Access to this property will be tried again in August 2023.</p> <ul style="list-style-type: none"> <li>• <u>Fire Safety</u> – This was also part of the 2020 Repairs Policy and again will be reviewed and a new Policy will be presented to the Sub Committee at their meeting in September. There is one property outstanding for the installation of LD2. Access has been attempted several times to no avail. Access has been arranged for w/c 28<sup>th</sup> August and this should be concluded.</li> <li>• <u>Gas Safety</u> – There is currently no separate Gas Safety Policy as this is also part of the 2020 Repairs Policy. The HOPS will develop a separate Policy and it will be presented to the Sub Committee in September.</li> <li>• <u>Lift Safety</u> – The HOPS updated that the lift at Bridgewater’s old office will be removed from the lift maintenance programme as this no longer belongs to the Association. There were no lift related incidents to report since the last board meeting.</li> </ul> <p>The HOPS updated that the lift contract is due for renewal and will be put out to competitive tender before the end of the calendar year.</p> <ul style="list-style-type: none"> <li>• <u>Dampness and Mould</u> – The HOPS updated that the Association is currently reviewing its approach with Dampness and Mould and will procure a revised Policy in the coming months based on the recent guidance issued. This will start in September 2023.</li> </ul> <p>A member asked if the Association had considered joining the EVH Landlord Safety Group</p>	

	<p>and the CEO confirmed that we are a member of this group.</p> <p>A member asked if the survey company would supply the software to carry out the Stock Condition Survey, the HOPS explained that the Association had not been utilising the current software in the past and we will require to carry out an audit on the current data and the results of the Stock Condition Survey will be fed into our software.</p>	
<b>12.1</b>	The Board <b>NOTED</b> the contents of the report.	
<b>13.</b>	<b>Office Move Update (verbal)</b>	
	<p>The HOCS confirmed that staff had moved into the new office on 10<sup>th</sup> August and the new office opened to the public on Monday 14<sup>th</sup> August.</p> <p>H&amp;S and Fire Safety Audits are due and these will be carried out before the end of the calendar year.</p> <p>Keys will be returned to the landlord on 31<sup>st</sup> August.</p> <p>Dilapidations have yet to be concluded but have been advised by our Architect that this is normal and there is no significant rush with this, costs are below budgeted anyhow.</p>	
<b>13.1</b>	Members <b>NOTED</b> the update provided by the HOCS.	
<b>MATTERS FOR BRIEFING AND INFORMATION ONLY</b>		
<b>14.</b>	<b>CEO Report</b>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to advise the Board on a range of relevant issues currently being considered.</p> <p>Matters included within the report were :</p> <ul style="list-style-type: none"> <li>• <u>Homelessness</u> - Board will be kept updated with any significant change in procedures or practice relating to homelessness via the Housing, Land and Property Services Sub-Committee.</li> <li>• <u>Tenant Safety – Compliance</u> – The CEO provided those present with an update following his meeting with the SHR on 16<sup>th</sup> August earlier in this meeting.</li> <li>• <u>Office move - Publicity</u> - Following the announcement of the Office move we had received three Stage 1 complaints by email, all from owner occupiers. The CEO responded personally to these complaints, providing some of the background and rationale for moving as well as arrangements in place for customers who can't come to the office i.e. home visits etc. To date there has been no further responses and no requests for these complaints to be upgraded to a stage 2 complaint.</li> <li>• <u>Governance review</u> – Alison Smith will present the final Governance Review report to Board at their meeting on 27<sup>th</sup> September, in time to inform the Assurance Statement review and reporting</li> <li>• <u>Customer service review</u> - Our New Phone System has now been installed.</li> </ul> <p><u>STAFFING MATTERS</u></p> <ul style="list-style-type: none"> <li>• <u>HSSS Co-ordinator</u> - The HOH is looking at other options to cover this post temporarily.</li> </ul>	

	<ul style="list-style-type: none"> <li>• <u>Property Services Manager</u> – [REDACTED] taken up this position and is settling in well.</li> </ul>	
<b>14.1</b>	The Board <b>NOTED</b> the contents of the report.	
<b>15.</b>	<b>Development Update (Verbal)</b>	
	<p>The CEO explained that there is no real update on Development from the last meeting, we are still waiting on costs for the Florish Road Development and the Waterfront Development will be sometime away.</p> <p>A member asked if the Association would not consider taking on the Waterfront Development on their own, the CEO explained that the Association doesn't have the resources to take this Development on and as it is not included in the SHIP at this time, it is unlikely that there would be funding available.</p>	
<b>15.1</b>	Members <b>NOTED</b> the update provided.	
<b>REGULATORY ISSUES</b>		
<b>16.</b>	<b>Notifiable Events Register</b>	
<b>16.1</b>	<p>The Association is clear on its obligations under the current Scottish Housing Regulator's Notifiable Events Guidance and keeps a register of all Notifiable Events lodged – this can be substantiated via the SHR portal.</p> <p>The CEO explained that this is an update report provided at the last Board Meeting and confirmed that there are no new notifiable events and that the NE numbered (30233) has now been closed down.</p> <p>An additional NE will be added, for the recent small settlement agreement. The SHR have asked for more information with regards to this item. This will be added to the NE Report for the next meeting.</p>	
	Members <b>NOTED</b> the update provided by the CEO.	
<b>ADMINISTRATION</b>		
<b>17.</b>	<b>AOCB</b>	
<b>17.1</b>	<p>The CEO explained that now we are in our new offices we should think about having an official opening, he was thinking of perhaps the September Weekend or in October and asked if everyone could confirm whether they thought that this would be a good time and to have a think about who we could invite to open the new office as well as anyone they thought we should invite, past employees/Board Members etc and to let him know.</p> <p>Details will be circulated once agreed.</p> <p>The CEO also suggested that it might be an idea to have the Board and LT Christmas Meal in the R34 restaurant this year.</p> <p>Members <b>AGREED</b> with both proposals.</p>	
<b>18.</b>	<b>Issues which the Chair has agreed as urgent</b>	

18.1	There were no urgent issues for consideration.	
19.	<b>Meeting concluded - 7.32pm</b> <b>Date of next meeting - Wednesday 27<sup>th</sup> September 2023, 5:30pm</b> <b>The new meeting calendar will be approved at this Board Meeting following the AGM.</b>	



Signed: \_\_\_\_\_(Chair)