



# MINUTES OF BRIDGEWATER HOUSING ASSOCIATION

## BOARD MEETING

**Venue:** HYBRID

**Date:** 12<sup>th</sup> April 2023

**Time:** 5.30pm

**Present:**

Heather Stirling Secretary, Aileen Naismith Board Member, Frank Bradley Board Member, Rab McNally Board Member, Denise Love Board Member, Suzanne Austin Board Member and Ken Caldwell Co-optee.

**In attendance:**

Andy Thomson, Chief Executive, Angie Kennedy, Head of Finance, Scott Currie, Head of Corporate Services, Alison McManus, Project Manager and Lesley Carr, Minute Secretary.

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>Alastair Morris, John Paterson and Jim O’Neil</b> <b>In the absence of the Chair and Vice chair, Heather Stirling, Secretary agreed to chair this meeting.</b>	
<b>3.</b>	<b>Declarations of Interest</b>	
	Members were invited to declare any interest in any of the items on the agenda, in terms of the Association’s published policy.	
<b>3.1</b>	There were no declarations made by those present.	
<b>4.</b>	<b>Minute of the Board Meeting held on 1<sup>st</sup> March 2023</b>	
	Members were invited to consider the minute of the Board Meeting held on 1 <sup>st</sup> March 2023.	
<b>4.1</b>	Members approved the minutes as a correct record of the meeting as <b>PROPOSED</b> by Rab McNally and <b>SECONDED</b> by Ken Caldwell.	
<b>5.</b>	<b>Matters Arising</b>	
	The CEO provided an update on the follow up on Actions from previous meetings as detailed in the Matters arising report appended to the minute.	

5.1	Members <b>NOTED</b> the update provided.	
<b>MATTERS FOR APPROVAL</b>		
6.	<b>Business Plan Final Draft</b>	
	<p>Members were invited to consider a report by the CEO the purpose of which was to provide members with the final draft of the Business Plan, which incorporates the comments/suggestions received from Board Members.</p> <p>The CEO explained that subject to Board approval we will finalise this document and begin work on a customer summary, which will be a far more concise version and will be distributed online and via our MyBHA portal. The additional associated documents will be completed and will come to the Board and Subs for approval in the months/years ahead. This will then form the basis of our business strategy and performance monitoring framework from April 2023.</p> <p>Business planning reports will be issued to Board quarterly providing updates on progress on our strategic objectives; we will also review the business plan annually to ensure that it continues to meet the Association's requirements.</p> <p>A member asked about Action Number 12 on the Business Delivery Plan referring to the Tenant Representation on our Board, being set at 4 tenant members. The CEO explained that this would be the minimum number of tenant members but there is no real justification at it being set at this level, only that this would be a third of Membership, however it could be changed if members requested. Members agreed that it would be better for this to be set at 5 and the CEO will arrange for this to be changed.</p>	
6.1	Members <b>APPROVED</b> the Final Business Plan as <b>PROPOSED</b> by Denise Love and <b>SECONDED</b> by Rab McNally	
7.	<b>Financial Regulations</b>	
	<p>Members were invited to consider a report by Head of Finance, the purpose of which was to provide members with the Financial Regulations. The HOF explained that the Financial regulations form part of the overall system of financial and management control of the Association. The Rules, the terms of reference of the Board and its sub committees and the standing orders outline how the Association will be controlled and run.</p> <p>The HOF explained that this document sets out the financial regulations which form part of the standing orders. It translates into practical guidance the Association's broad policies relating to financial control.</p> <p>Compliance with the financial regulations is compulsory for all staff employed within the Association. It is the responsibility of heads of departments to ensure that their staff are made aware of the existence and content of the financial regulations.</p> <p>The Finance Team is responsible for the review of the financial regulations and advising the Board of any additions or changes necessary. .</p>	

	<p>The HOF explained that the Financial Regulations have been updated in a clearer format than the previous version and the content within the policy remains similar to the original version which was included within the Framework of Governance. The HOF outlined the changes/amendments incorporated into the updated Financial Regulations A member said that she was happy to see that there was a section added regarding the use of Company Credit cards as this makes it clear what credit cards can and cannot be used for.</p>	
<b>7.1</b>	<p>Members <b>APPROVED</b> the updated Financial Regulations as <b>PROPOSED</b> by Aileen Naismith and <b>SECONDED</b> by Ken Caldwell.</p>	
<b>8.</b>	<b>Policies</b>	
<b>8.1</b>	<b>Whistleblowing</b>	
	<p>Members were invited to consider the Whistleblowing Policy, presented by the HoCS. Whistleblowing is where a member of staff raises concern about improper conduct, wrongdoing, risk or malpractice with someone in authority either internally or externally e.g. a regulator. Officially this is known as making a ‘protected disclosure’.</p> <p>The HoCS explained that this Policy was previously part of the Framework of Governance and will now become a separate Policy and will be fully reviewed going forward.</p>	
<b>8.1.1</b>	<p>Members <b>APPROVED</b> the Whistleblowing Policy as <b>PROPOSED</b> by Heather Stirling and <b>SECONDED</b> by Aileen Naismith.</p>	
<b>8.2</b>	<b>Board Members Induction</b>	
	<p>Members were invited to consider the Board Induction Policy, the purpose of which was to ensure that all new Board Members receive systematic and comprehensive induction training, information and support when they join the Board, therefore enabling them to make a full contribution to the work of the Board as soon as possible.</p> <p>The HoCS explained that this is a new policy.</p> <p>The CEO asked those present if they were happy that a list of their contact details be added to the induction pack so that Board Members can contact their fellow members for support when required and asked if anyone had any issues with this then they should let him, or the Corporate Services Assistant (CSA) know.</p> <p>A member said that it would be useful to have a list of contact details for fellow Board Members as well as a list of Staff contacts that they can contact in the event that they cannot attend the meeting. The CEO will arrange for this to be provided to Members.</p>	
<b>8.2.1</b>	<p>Members <b>APPROVED</b> the Board Member Induction Policy as <b>PROPOSED</b> by Denise Love and <b>SECONDED</b> by Rab McNally.</p>	
<b>8.3</b>	<b>Declaration of Interest</b>	
	<p>Members were invited to consider the Board Declaration of Interest Policy. The HoCS explained that this was also previously part of the Framework of Governance and has</p>	

	<p>been separated to make it easier to review going forward.</p> <p>The HoCS explained that on an annual basis, usually after the Annual General Meeting, the CSA will issue a request to all Board Members to complete a Declaration of Interest Form. At the same time as issuing the form, the CSA will also distribute the approved businesses list, so that Board members, when completing the form, can ensure that they declare their interest in any of our known businesses.</p> <p>Separate or new declarations can be notified anytime out with the annual review.</p>	
<b>8.3.1</b>	Members <b>APPROVED</b> the Declaration of Interest Policy as <b>PROPOSED</b> by Ken Caldwell and <b>SECONDED</b> by Suzanne Austin.	
<b>8.4</b>	<b>Standing Orders</b>	
	<p>Members were invited to consider the new Standing Orders, these standing orders apply to the conduct of business by the Board, its sub-committees and working groups.</p> <p>The standing orders set out the Board responsibilities and is supported by the Scheme of Delegation and references the remits for the sub-committees established by the Board.</p>	
<b>8.4.1</b>	Members <b>APPROVED</b> Standing Orders as <b>PROPOSED</b> by Suzanne Austin and <b>SECONDED</b> by Denise Love.	
<b>9.</b>	<b>Care and Repair Contract update</b>	
	<p>Members were invited to consider the Care and Repair Contract Update report provided by the C&amp;R Project Manager, the purpose of which was to provide members with an update on the current C&amp;R contract.</p> <p>The PM updated that RC contacted the HoCS on 9<sup>th</sup> February proposing an interim 6 month extension (taking us to the 30<sup>th</sup> September) based on the same terms and conditions, specification and budget as the existing contract.</p> <p>The basis for this interim contract proposal was to allow the council time to complete the necessary documentation for the longer-term contract which is now anticipated to be published in October/November of this year.</p> <p>On the 22<sup>nd</sup> February 2023, members of the Financial and Corporate Services Sub Committee approved a response from the HoCS that declined this extension offer and instead requested RC and ERC consider a 12-month contract with an uplift of 5.25% to cover the increased salary costs from April 2023.</p> <p>RC contacted the HoCS on 16<sup>th</sup> March 2023 by telephone to confirm that two 6-month contracts would be offered to run consecutively as they had missed the deadline to take a 12 month contract request to the Council Committee for approval. The HoCS advised that the first contract would require to be offered in writing as soon as possible with the second provided well in advance of 1 October 2023. It was also requested that both contracts be confirmed in writing. RC confirmed the above by email to the HoCS on 30<sup>th</sup> March 2023.</p>	
<b>9.1</b>	Members <b>APPROVED</b> acceptance of the Care and Repair Contract as <b>PROPOSED</b> by Denise Love and <b>SECONDED</b> by Aileen Naismith.	

**MATTERS FOR CONSIDERATION, COMMENT AND NOTING****10. Office Move update**

Members were invited to consider a report by the HoCS providing an update on the office move. As reported at the Board Meeting on 1<sup>st</sup> March 2023, the HoCS was instructed to proceed with the following actions and Board were provided with an update on these issues:

- 1.1 *Engage architect to prepare detailed drawings.*
- 1.2 *Form a staffing group to agree layout and subdivision of the areas.*
- 1.3 *Conclude legal paperwork and sign the Heads of Terms.*
- 1.4 *Arrange costs for work to new office. The landlord has offered to carry out the works and offset costs against the agreed nine month rent free period.*
- 1.5 *Upon completion of works, communicate with customers and arrange move by end of August.*

Work will not proceed until the above matters are concluded.

Provisional office layout plans were available for those board members present to look over.

The CEO updated that it is hoped that we can access the new accommodation in July and the current landlord has been informed that we will be vacating the office in August and any dilapidation work will need to be complete before we vacate.

We now need to agree how we formally communicate our office move to our tenants and customers and this will be done as soon as we have signed the new Head of terms.

A member asked what the feedback was like from the Staff, the CEO said that he hadn't received any negative feedback from staff and overall he thought that staff were positive about the move.

**10.1** Members **NOTED** the update on the Office Move.

**11. Insurance Renewal report 2023/24**

Members were invited to consider a report by the Head of Finance, the purpose of which was to provide members with an update in relation to the Insurance Renewal for 2023-24.

The HOF explained that the Association is required to have in place a number of insurances to mitigate against catastrophic and other incidents. Insurance is a significant cost to Bridgewater and the Association employs an expert firm of Insurance Brokers to negotiate the best deal they can achieve for us.

The HOF updated that In 2019-20 the Association re-tendered for insurance services and Bruce Stevenson were successful and were awarded this contract for 5 years. Bruce Stevenson managed to secure housing property insurance through Ocaso for the first year of that contract, however, as a consequence of Brexit, Ocaso withdrew from the UK insurance market. Bruce Stevenson re-tendered this portion of insurance on our

	<p>behalf in January 2022 and Avid insurance services were awarded the contract for 3 years from 1 April 2022 to 31 March 2025. (With the option to extend to 31 March 2026).</p> <p>In January 2023 our current provider, Avid insurance’s backers made an unsolicited approach to buy the business, which was declined. They have since walked away from Avid, leaving them unable to provide renewal terms for us from 1 April 2023 for the new financial year. At present we do not have renewal terms from Avid for housing stock insurance. Bruce Stevenson has therefore secured renewal terms with an alternative insurance provider, NIG Insurance (part of the Direct Line group). (Index linked at a rate of 18.2%). The effect of this is that the renewal premium for housing property is increasing from £38k to £84k. Our current Insurance Policy expires on 31<sup>st</sup> March 2023.</p> <p>The HOF explained that the Association is not alone in facing these increases. Some Associations premiums have increased by over 200% and some are unable to secure any property insurance.</p> <p>The HOF said that it is disappointing that after tendering twice within a short period, we are now in a situation where premiums are higher, and updated that in the next 12 to 18 months, our brokers will be engaging with the insurer market to encourage competition in the Social Housing sector.</p>	
<b>11.1</b>	Members <b>NOTED</b> the information contained within the Insurance Renewal report.	
<b>MATTERS FOR BRIEFING AND INFORMATION ONLY</b>		
<b>12.</b>	<b>CEO Report</b>	
	<p>Members were invited to consider a report by the CEO, the main purpose of which was to advise the Board on a range of relevant issues currently being considered and to seek approval for matters as noted throughout the report where required.</p> <p>This included updates on :-</p> <ul style="list-style-type: none"> <li>● Rent increase/Scottish Government rent controls</li> <li>● Tenant safety - damp and mould</li> <li>● Scottish Housing Regulator updates and notifiable events</li> <li>● Business planning – Alison Smith will attend the Board meeting on 28<sup>th</sup> May and has provided a timetable of events which she will be asking Members for their input. The CEO will provide Members with a timetable of events and asked that all members engage as much as possible with Alison’s requests.</li> <li>● Flair Academy Training – The CEO updated that due to lack of uptake on the Flair sessions most of the sessions have been cancelled and only the Technical session will be going ahead. The training programme will start again in October.</li> <li>● Customer service review</li> <li>● Relaunch of GWSF’s free Mentoring Service</li> <li>● AGM – the CEO updated that this year’s AGM will take place in the Salvation Army Hall which they have offered free of charge.</li> </ul>	
<b>12.1</b>	Members <b>NOTED</b> the information contained within the CEO report and confirmed that they <b>AGREE</b> to a donation of £100 being made to the Salvation Army, Erskine as detailed	

	at section 7 of the report.	
<b>REGULATORY ISSUES</b>		
<b>13.</b>	<b>Notifiable Events</b>	
<b>13.1</b>	The CEO had previously provided an update on the current Notifiable Events within his written report. There were no new notifiable events for consideration.	
<b>ADMINISTRATION</b>		
<b>15.</b>	<b>Share and Board Membership and use of Seal</b>	
<b>15.1</b>	The Secretary used the Seal for Share Certificates which were previously approved by the Board.	
<b>16.</b>	<b>AOCB</b>	
<b>16.1</b>	There was no other competent business for consideration.	
<b>17.</b>	<b>Issues which the Chair has agreed as urgent</b>	
<b>15.1</b>	There were no urgent issues for consideration.	
<b>15.</b>	<b>Meeting concluded - 6.50 pm</b> <b>Date of next meeting – 24<sup>th</sup> May 2023</b>	



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