



**MINUTES OF BRIDGEWATER HOUSING ASSOCIATION  
BOARD MEETING**

**Date: Wednesday 28<sup>th</sup> August 2024**

**Time: 5.30pm**

**Venue: BOARDROOM/TEAMS**

**Sederunt:**

Present	Apologies	In Attendance
John Paterson, Chair Suzanne Austin, Vice Chair Rab McNally Jim O'Neil Gavin Dayer	Ken Caldwell Liz Bowden Alastair Morris, Vice Chair Ken McIntosh Ian Nock  <u>Leave of Absence</u>  <u>Absent</u>	Andy Thomson, Chief Executive Alison McManus, Head of Corporate Services Steven Ferrie, Head of Property Services Ruth Brogan, Head of Housing Services Hazel Aitken, Head of Housing Services Leanne McGowan, Head of Finance Kirsty Sweenie, Housing Support Co-ordinator Lesley Carr, Minute Taker  Michael Reid, Alexander Sloan Auditors (part)

**GOVERNANCE**

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>Ken Caldwell, Alastair Morris, Ken McIntosh, Liz Bowden and Ian Nock.</b>  The CEO noted that apologies had been received from Ian Nock and requested that due to health reasons a Leave of Absence be considered for Ian until after the AGM  Members <b>AGREED</b> to grant the leave of absence.	
<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 10th July 2024</b>	
	Members were invited to consider the minute of the Board Meeting held on 10 <sup>th</sup> July 2024.	
<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 Suzanne Austin.	
<b>5.</b>	<b>Matters Arising</b>	
	<p>The CEO provided an update to members on the outstanding actions shown on the report as follows:</p> <ul style="list-style-type: none"> <li>• <u>Stock Condition Survey</u> – The Tender outcome Report will be presented to the Board at this meeting for consideration and approval.</li> <li>• <u>Financial Regulations</u> - These have been redrafted and will be presented to the post-AGM board meeting for approval.</li> <li>• <u>Sheltered Housing</u> – An update report on the Review of the Sheltered Housing Services will be considered at this meeting.</li> </ul>	
<b>5.1</b>	Members <b>NOTED</b> the update provided by the CEO.	
<b>6.</b>	<b>Update from Housing Land and Property Services Sub-Committee held on 7<sup>th</sup> August 2024 – for Information - Verbal Update</b>	
	<p>Members were provided with a verbal update from the Housing Land and Property Services Sub Committee Meeting held on 7<sup>th</sup> August 2024 provided by the Head of Housing Services and Head of Property Services.</p> <p>The final minute will be presented to the Sub Committee at their next scheduled meeting for approval.</p>	
<b>6.1</b>	Members <b>NOTED</b> the update provided.	
<b>7.</b>	<b>Update from Finance and Corporate Services Sub-Committee held on 21<sup>st</sup> August 2024 – for Information – Verbal Update</b>	
	<p>Members were provided with a verbal update from the Finance and Corporate Services Sub Committee Meeting held on 21<sup>st</sup> August 2024 by the CEO and the Head of Finance.</p> <p>The final minute will be issued to the Sub Committee at their next meeting for Approval.</p>	
<b>7.1</b>	Members <b>NOTED</b> the update provided.	
<b>MATTERS FOR DECISION</b>		
<b>8.</b>	<b>Supported/Sheltered Housing Review Update Report</b>	
	Members were invited to consider a report by Kirsty Sweenie, Housing Support Coordinator and Ruth Brogan, Head of Housing Services, the purpose of this report is to provide the Board with an update on the progress towards de-registering the sheltered housing support service with the Care Inspectorate, to	

allow board members to consider

- the options for future service models; Option 1 Independent Living Model and Option 2 Amenity Plus
- the financial and staffing implications,
- the situation in relation to the alarm monitoring service.

Appendix 1 of the report provides members with a breakdown of the costs for each of the options.

The Association commissioned Angela Spence, of Ideal Outcomes, in June 2023 to undertake a review of the supported housing services which includes sheltered housing, managed properties and our extra care service and to make recommendations for the future provision. The Consultant's report focused solely on the sheltered housing service provided in the 3 developments at Cullen, Blantyre Court and Mains Hill/Drive.

The Board considered and approved (29 May 2024) de-registering the sheltered housing support service with the Care Inspectorate & SSSC from 1<sup>st</sup> April 2025 and implementation of a 12-month pilot of an Independent Living model.

An update report was last considered by the Board on 10<sup>th</sup> July 2024 and the Board had been advised that the outstanding report on Extra Care and Managed Properties would be presented at the August meeting. However, the consultant has advised that she is unable to conclude the report and has agreed a refund with the Head of Housing Services. We will therefore undertake the review internally. The CEO explained that although this was disappointing it will not have any impact on the review of the Sheltered Housing Service and he is confident that this review will be carried out in time for the rent increase and service charges review.

A Member asked whether the Health and Social Care Partnership, (HSCP) have any comment regarding the changes to the service. The HoHS updated that a meeting was held with Renfrewshire HSCP in July and bi-monthly meetings have been arranged to ensure that there is regular communication between Bridgewater and HSCP throughout this process. HoHS confirmed that HSCP advised any re-assessment of care packages required following this process will be done on time and we are confident that no-one would be left in a vulnerable position. The CEO explained that HSC's contract has been extended until end of March 2026 and she will be in place over the changes and will be able to ensure that the HSPC are providing any additional services required and should we need to delay implementation to ensure this aspect is addressed then we would do this.

The HSC has now visited all three RSLs who have experience of the de-registration process to discuss their experience, the model of independent living which they implemented and the approach to tenant consultation taken. She has established links with these organisations which will be beneficial as Bridgewater

	moves through the process.	
8.1	The Board <b>NOTED</b> the content of the report.	
8.2	Thereafter, Board <b>APPROVED</b> the preferred model, detailed at Option 2 (Amenity Plus) within the report, to be implemented from 1 <sup>st</sup> April 2025 taking consideration of the Leadership Team’s recommendation and <b>AGREED</b> to commence a period of consultation with tenants on this option, as <b>PROPOSED</b> by Gavin Dayer and <b>SECONDED</b> by Suzanne Austin.	
8.3	Members also <b>AGREED</b> to commence consultation with tenants and staff and commence redundancy talks with those concerned and UNITE the union.	
	<i>Michael Reid, Alexander Sloan Auditors (joined the meeting)</i>	
<b>MATTERS FOR APPROVAL</b>		
9.	<b>Presentation - Report and Financial Statements Y/e 31.3.2024 – presented by Michael Reid, Alexander Sloan, Auditors</b>	
	<p>Members were invited to consider a presentation provided by Michael Reid from Alexander Sloan, Auditors, covering the annual accounts, audit summary report, covenant compliance, the letter of representation from the auditors along with the Board response to the Auditors Management Report.</p> <p>The Auditor reported the Association has a healthy income and expenditure account and balance sheet and there are no significant deficiencies in regard to the Associations internal controls and governance and no issues of non-compliance or material weaknesses in the accounting systems. The Auditor also confirmed that there was a clean audit report.</p> <p>The Audit had highlighted one minor accruals adjustment and recommendation for next year. The Auditor confirmed that the issues relating to the component accounting last year in the audit had all been resolved.</p> <p>The Auditor outlined the observations made during their audit which were included in the report, along with the and recommendations made to resolve these issues. This included areas within the following: - Component Life Cycles, Rent Reconciliation, and Other Income. The CEO explained that the Associations responses to these recommendations were included within the report at appendix 5.1 and had been discussed with members of the Finance and Corporate Services Sub Committee at their meeting last week.</p> <p>A members stated that his main concern was that the stock condition survey had not been carried out as yet and the HoF explained that the Stock Condition and Stock Valuation were two different entities.</p> <p>A member asked why the amount related to the SHAPS pension liability fluctuated so much from year to year. The Head of Finance stated that payments are made in accordance with periodic calculations by consulting actuaries and are based on pension costs applicable across the various participating organisations taken as a whole and based on assumptions made by the Pension fund. The CEO clarified that if Board require more detailed information, he would be more than happy to invite a representative from SHAPS to attend a future meeting to explain this to</p>	

	them.	
9.1	Members <b>APPROVED</b> the Annual Accounts as <b>PROPOSED</b> by Suzanne Austin and <b>SECONDED</b> by Gavin Dayer.	
9.2	Members <b>NOTED</b> the Audit Summary Report (Management Letter)	
9.3	Members <b>NOTED</b> the Covenant Compliance Letter and Calculations.	
9.4	Members <b>NOTED</b> the Letter of Representation from Auditors and also	
9.5	<b>NOTED</b> the Board Response to Auditors Management Report	
	<p>The HOF will arrange for the Annual Accounts, the Letter of Representation from Auditors, the Board Response to Auditors Management Report to be signed by the relevant Board and Staff Members and returned to the Auditor as soon as possible to allow the final accounts to be issued.</p> <p>Michael Reid updated that the Letter of Engagement had been re-issued due to a change in the Auditor's Company structure.</p> <p><i>Michael Reid (left the meeting)</i></p>	
9.6	Members <b>AGREED</b> to <b>APPROVE</b> the appointment of Alexander Sloan as the Associations Auditors for the coming year, at this year's AGM as <b>PROPOSED</b> by Jim O'Neil and <b>SECONDED</b> by Suzanne Austin.	
10.	<b>AGM Arrangements &amp; Nine-Year Rule Compliance</b>	
	<p>Members were invited to consider a report by the Chief Executive, the purpose of which was to outline the arrangements for our AGM which is on Wednesday 11th September 2024. It will also report on who is to stand down and be re-elected. Nomination forms for those members due to stand for re-election have been duly signed.</p> <p>The report also 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. The CEO updated that during the Governance review it had been recommended that the Role of the Secretary should be taken up by a Board member and he suggested that Suzanne Austin take up this position. These matters will be fully considered at the Post-AGM Board meeting on 11<sup>th</sup> September 2024.</p>	
10.1	Members <b>NOTED</b> the information contained within the report and <b>AGREED</b> for Suzanne Austin to take up the position of Secretary at the AGM as <b>APPROVED</b> by Jim O'Neil and <b>SECONDED</b> by Gavin Dayer.	
11.	<b>Governance – Board Appraisal Report</b>	
	<p>Members were invited to consider a report by the Chief Executive, the purpose of which was to provide the Board with the Board Review Report from Catherine Henry of CH Consultancy, following the governance review survey and the board development interviews of our Governing Body, which took place during June/July 2024.</p> <p>This report has been provided to assist with succession planning/office bearer appointments in advance of our AGM and there are a number of</p>	



	<p>recommendations throughout the report which board should review and consider.</p> <p>Members present considered each element of the recommendations and agreed a course of action for each item. These recommendations will be added to the overall Global Action Plan and reasonable timescales for actioning the recommendations will be set.</p>	
11.1	Members <b>NOTED</b> the content of the report.	
11.2	and <b>APPROVED</b> the recommendations detailed within the report as <b>PROPOSED</b> by Jim O'Neil and <b>SECONDED</b> by Gavin Dayer.	
12.	<b>Stock Condition Survey Approval Report</b>	
	<p>Members were invited to consider a report by Steven Ferrie, Head of Property Services, the purpose of which was to provide the Board with an update on the recent Stock Condition Survey tender process through Public Contracts Scotland (PCS), with the assistance of ADA Construction Consultants Ltd.</p> <p>The tender aimed to secure a surveying contractor to conduct a comprehensive stock condition survey, essential for planning our future maintenance and investment strategy.</p> <p>Board was asked to consider the detail of the tenders received for this work and to consider the appointment of Thomas Bethune Ltd to conduct the Stock Condition Survey. The HoPS explained that the costs contained within this tender exceeds the budgeted amount, however it represents a vital investment to secure accurate and reliable stock data going forward. This data is essential not only for building an effective long-term planning and asset management strategy but also for ensuring that the Association's housing stock is maintained to a high standard for the long term, benefiting both current and future tenants.</p> <p>A member asked if there was a reason behind the differences in tender costs and the HoPS explained that he has asked our consultant about this and he advised that there was a limited market for surveyors who carry out this type of work. The HoPS also explained that the lowest bid was not significantly low, but the other two bids were significantly higher than average which may suggest either a misunderstanding of the brief or being unwilling to carry out the work. The CEO noted that after discussion with the consultant the HOPS and CEO were both comfortable that the winning tenderer is fully aware of the scope of works and is able to deliver the contract.</p> <p>A members said that he was disappointed that this process has taken so long and would like assurance that this cost would cover the costs of the work we required the contractor to carry out. The HoPS explained that the specification for the works was based on similar specifications used for similar works on comparable Housing Associations and our Consultant had extensive knowledge in this area. The CEO agreed that the process had taken longer than we had expected but was assured that the cost would cover the works we required. The Stock condition survey results will be required in time for the preparation of the Budget.</p>	
12.1	Board <b>APPROVED</b> the appointment of Thomas Bethune Ltd to conduct the Stock Condition Survey at the cost of £56,076.00 as <b>PROPOSED</b> by Susanne Austin and <b>SECONDED</b> by Gavin Dayer.	

<b>MATTERS FOR ASSURANCE</b>	
<b>13.</b>	<b>Notifiable Events Register</b>
	Members were invited to consider a report by the Chief Executive, the purpose of which was to provide an update since the last meeting. There are no new notifiable events on the register and there remains one outstanding case NE309041.
<b>13.1</b>	Members <b>NOTED</b> the content of this report.
<b>MATTERS FOR OVERSIGHT/MONITORING</b>	
<b>14.</b>	<b>Rule 68 Report from the Associations Secretary</b>
	<p>Members were invited to consider a report by the Secretary(CEO), the purpose of which was to provide information to the Board in relation to Rule 68 of the Associations Rules and the requirement of the Secretary of the Association to report on the existence and maintenance of various Registers.</p> <p>The report confirmed that the Secretary inspected the various registers on 15th August 2024, and was satisfied that everything was in order, ensuring that the Association's rules in respect of the requirement of rule 68 and specifically in relation to rules 62 to 67 were being complied with.</p>
<b>14.1</b>	Members <b>NOTED</b> the content of the report.
<b>15.</b>	<b>Quarterly Business Plan 2024-25 Performance Update Q1</b>
	<p>The main purpose of this report was to provide the Board with a summary update on business plan performance and operational performance through our Key Performance Indicator (KPI) report, global action plan, and details of our most recent risk mapping review.</p> <p>This report is issued quarterly to provide information on the Association's strategic performance and appended to this report is the Strategic Delivery Report, KPI's, Strategic Risk Register, Global Action Plan (link in report) and the Policy Review Schedule.</p> <p>The CEO explained that the Key Performance Indicators are now presented in a new format with additional indicators and new contextual indicators included and he outlined the areas where additional work is required.</p> <p>The CEO explained that the majority of the outstanding factoring debt is historical and this hasn't been pursued in the past and the HoPS explained that this mainly falls on 82 of our owners, however as we are still in the middle of the billing period we will start to focus more on pursuing this dept at the end of this financial year, once the new "real time billing" process was in place following the steps outlined within the new Factoring Debt Policy.</p>
<b>15.1</b>	Members <b>NOTED</b> the content of the report.
<b>16.</b>	<b>CEO Appraisal Report</b>

	<p>Members were invited to consider a report by John Paterson, Chair and Andy Thomson, CEO, the purpose of which was to provide an update to Board members on the appraisal of the Association's Senior Officer, the CEO, Andy Thomson.</p> <p>In accordance with the Boards role as an employer, good practice, and the Association's Staff Appraisal Policy the annual appraisal of the CEO is planned to take place in June/July and the follow up review in December of each year. Due to the implementation of the new policy the initial appraisal was delayed until December 2023 however; in order to bring appraisals into the appropriate timescales a new appraisal was conducted in June 2024. The Chairperson will normally be part of the appraisal process and is normally accompanied by at least 1 other committee member, usually one of the other office bearers.</p> <p>The most recent appraisal meeting took place on Wednesday 26th June 2024 with the following attendees Andy Thomson, CEO, John Paterson, Chairperson, Alastair Morris, Joint Vice-Chairperson, Suzanne Austin, Joint Vice-Chairperson and Catherine Henry, CH Consultancy assisting Board Members.</p> <p>The report provides a concise overview of the CEO's appraisal meeting, highlighting key achievements, areas for development and future plans.</p>	
16.1	Members <b>NOTED</b> the content of the report.	
<b>MATTERS FOR CONSIDERATION</b>		
17.	<b>CEO Report</b>	
	<p>Members were invited to consider the report prepared by the CEO, the 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 including: -</p> <ul style="list-style-type: none"> <li>• <u>Regulatory Engagement</u> – The CEO updated that we have had no further contact with SHR since our last report on Tenant Safety was submitted and our next report will be due to be submitted at the beginning of October.</li> <li>• <u>ROTS Acquisition</u> – The CEO updated that we are hopeful that we will receive the £40,000 HAG funding for the recent ROTS purchase.</li> <li>• <u>Board Appraisals</u> - These were carried out during June and July and are now complete.</li> <li>• <u>Gala Day</u> – The CEO took the opportunity to thank everyone who attended the Gala Day, it was a really successful event and enjoyed by everyone. A special thanks was given to Alison McManus and Lesley Carr for all their hard work organising the event and to Suzanne and Natalia Austin for their input and assistance.</li> <li>• <u>Flair Updates</u></li> <li>• Staff appraisals and an update on the Modern Apprenticeship placements.</li> </ul>	
17.1	Members <b>NOTED</b> the content of the report, and the updates provided by the CEO.	
17.2	<b>Request for Donation</b> - Members were asked to consider a Donation to Capability Scotland for providing us with use of their minibus, this allowed us to provide a shuttle bus between Bridgewater Shopping Centre and the Office on the day of the Gala Day.	



	Members <b>AGREED</b> a donation of £300.00	
<b>18.</b>	<b>Development Update</b>	
	<p>Members were invited to consider the Development Update report presented by the CEO, the main purpose of this report is to provide Board with and update on all relevant property development opportunities being considered at the time of reporting.</p> <p>The report included updates of the Florish Road Development, Safe as Houses, Future Development Plans and JR Group and CCG (Scotland) as well as a funding update.</p> <p>The CEO and the Head of Property Services have arranged to meet with Renfrewshire Council to discuss the later years of the SHIP, however, there is no further development funding available from the Scottish Government at this time.</p>	
<b>18.1</b>	Members <b>NOTED</b> the information contained within the report.	
<b>ADMINISTRATION</b>		
<b>19.</b>	<b>Share/Board Membership Application and use of Seal</b>	
	<ul style="list-style-type: none"> <li>• <b>Mr I Nock, certificate to be sealed</b></li> </ul>	
<b>19.1</b>	Share Certificate for Mr I Nock was sealed and signed at the meeting and will be issued to Mr Nock.	
<b>20.</b>	<b>AOCB</b>	
	A member updated that he had recently attended a consultation meeting with the council on the possible future development of Erskine Town Centre and provided an update to those present.	
<b>21.</b>	<b>Issues which the Chair has agreed as urgent</b>	
	There were no urgent issues for consideration.	
<b>22.</b>	<b>Meeting concluded - 19.25</b>	
	<b>Date of next meeting - Wednesday 11<sup>th</sup> September 2024 – post AGM (6:30pm approx.)</b>	

Signed:  (Chair)

