



**MINUTES OF BRIDGEWATER HOUSING ASSOCIATION**

**BOARD MEETING**

**Date:** 27<sup>th</sup> September 2023

**Time:** 5:30pm

**Venue:** BOARD ROOM, INDIA OF INCHINNAN/ HYBRID

**Sederunt:**

Present	Apologies	In Attendance
John Paterson, Chair Alastair Morris, Vicechair Suzanne Austin, Vicechair Aileen Naismith Denise Love Jim O’Neil Gavin Dayer Liz Bowden	Ken Caldwell Ken McIntosh  <u>Leave of Absence</u> None  <u>Absent</u> Rab McNally	Andy Thomson, Chief Executive Angie Kennedy, Head of Finance Lesley Carr, Minute Secretary  Alison Smith, Allanpark Consultants

Item	Details	Action
<b>1.</b>	<b>Election of Office Bearers</b>	
	Members were invited to consider the following:- <ul style="list-style-type: none"> <li>• Election of Chair</li> <li>• Election of Vicechair</li> <li>• Adoption of CEO Secretary Role</li> </ul>	
1.1	Members <b>APPROVED</b> the election of John Paterson as Chair of the Association, as <b>PROPOSED</b> by Alastair Morris and <b>SECONDED</b> by Aileen Naismith.  The CEO took this opportunity to thank Alastair Morris for his work as the Chair over the last 5 years and for his help over the last year and a half that the CEO has been in post.	
1.2	Members <b>APPROVED</b> the election of Alastair Morris and Suzanne Austin to share the position of Vicechair, as <b>PROPOSED</b> by John Paterson and <b>SECONDED</b> by Gavin Dayer.	
1.3	Members <b>APPROVED</b> the election of the CEO to the role of the Secretary, as <b>PROPOSED</b> by Suzanne Austin and <b>SECONDED</b> by Aileen Naismith.	
	The CEO suggested that item 7 on the agenda be discussed at this point in the meeting to allow Alison Smith to present her findings from the recent Governance Review.  Members <b>AGREED</b> to move to item 7.	
<b>7.</b>	<b>Presentation by Alison Smith of Allanpark Consultants – Governance Review</b>	

	<p>Members were invited to consider a presentation from Alison Smith from Allpark, the purpose of which was to provide the Board with the findings from the recent Governance Review.</p> <p>Members will recall that they were presented with the outcomes of the first part of the Governance review, which was carried out over the summer, in July (not June as noted in the covering report) and the final Governance Review document is now attached for members to review. Alison stated that while the report is very positive for Bridgewater, there are a number of recommendations which are dispersed throughout the report. These recommendations (from both reports) will be captured in an action plan and presented to Board, worked towards, and reported on at least quarterly as part of the business planning reporting along with other relevant action plans.</p> <p>Alison reminded members that it is important that the Board consider the report and the recommendations and confirm that they agree with the recommendations made before the action plan is finalised.</p> <p>One element which was referred to during the Governance Review was the meeting cycle and Sub Committees – as the new subs are in their infancy it is difficult to confirm their effectiveness at this point. Alison invited members to present their views on whether any changes are required at this stage. It was agreed that this would be discussed at item 11.</p> <p>Members were asked to bear in mind that the last year has been an extremely demanding one for Board Members when consideration is given to changes to the meeting structure and format, new membership, new initiatives introduced by the new CEO and additional meetings through the Business Planning process. Not to mention the cost-of-living crisis. In light of this our Board has demonstrated resilience, strength, and leadership.</p> <p>All recommendations will be included in an overarching action plan which will be presented at the next Board meeting for approval.</p> <p>Alison explained that there were a total of 25 recommendation which were split into 3 categories, however, she is confident that the Board continue to keep doing what it is doing.</p> <p>A member said that he thought he had missed some of the review process and asked if these were carried out to a checklist. The CEO confirmed that the recommendations will be pulled together into an action plan with timescales and this will be presented to the Board at their next meeting.</p> <p>A few members present commended the report and the information contained within this and were glad to see that there was nothing overly concerning, just a couple of areas where improvement have been identified and these will be actioned.</p> <p>A member commented that this is a good time for new members to join as it gives them confidence that there are adequate governance processes in place which provides assurance to the Board.</p> <p>The CEO will provide the SHR with a copy of the Governance report.</p>	
7.1	<p>Members <b>NOTED</b> the information contained within the report and <b>APPROVED</b> all recommendations made, as <b>PROPOSED</b> by Suzanne Austin and <b>SECONDED</b> by Liz Bowden.</p>	
	<p>Alison Smith left the meeting at this point.</p>	

<b>2.</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>3.</b>	<b>Apologies</b>	
	Apologies were received from <b>Ken Caldwell and Ken McIntosh</b> .	
<b>4.</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>4.1</b>	There were no declarations made by those present.	
<b>5.</b>	<b>Minute of the Board Meeting held on 23<sup>rd</sup> August 2023</b>	
	Members were invited to consider the minute of the Board Meeting held on 23 <sup>rd</sup> August 2023.	
<b>5.1</b>	Members <b>APPROVED</b> the minute as a correct record of the meeting, as <b>PROPOSED</b> by Liz Bowden and <b>SECONDED</b> by Gavin Dayer.	
<b>6.</b>	<b>Matters Arising</b>	
	Members were invited to consider the matters arising from the previous meetings as detailed within the provided report, outlined by the CEO.	
<b>6.1</b>	Members <b>NOTED</b> the details contained within the matters arising report.	
<b>MATTERS FOR APPROVAL</b>		
<b>8.</b>	<b>Approval of Role Descriptions, Policies and Code of Conduct</b>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to ask the Board to consider and approve the various role descriptions, Policies and the Code of Conduct. These documents require to be approved annually following on from the AGM.</p> <p>The CEO explained that there are no significant changes proposed to each of these documents, although some of the policies have been revised to comply with the Association's Current Policy Development framework.</p> <p>The covering report provides a summary of changes where applicable.</p> <p>A member asked whether we should consider the approval level within the Financial Regulations to be uplifted from £500 to £750, due to the cost of living. The CEO explained that this has already been uplifted and the HOPS hasn't intimated that this requires to be raised again. The Financial regulations will be refreshed once the new HOF is in post and this can be reconsidered at this stage.</p> <p>A member asked what these documents are based on and it was confirmed that the basis for all of these documents are model document which are supplied from SFHA and are standard documents which the rest of the sector base their policies on.</p> <p>A member asked whether the Board Terms of Reference would require to be updated and asked whether there could be a separate Audit Sub Committee. The CEO explained</p>	

	<p>that it would be the Boards decision if they wanted a separate Audit Sub Committee and this can be discussed at a later date, however, members were reminded that a decision had previously been made to combine some of the Sub Committees to reduce the frequency of meetings.</p> <p>A member suggested that SharePoint could be used to set up a library of documents and the CEO said that the appendices to reports could be uploaded here which would reduce the amount of papers being issued for each meeting. The CEO reminded Members that we are still on the journey to reduce paperwork and we will be looking at new options available including investment being made in a new website.</p> <p>The CEO advised members that they would be required to sign off the Code of Conduct including declaration of interest and the Board member eligibility and this would be supplied in due course.</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><b>8.6</b></p> <p><b>8.7</b></p>	<p>Members <b>APPROVED</b> the following documents:-</p> <p>The Chair's Role Description</p> <p>The Vice Chair Role Description</p> <p>The Secretary Role Description</p> <p>The Board Member Role Description</p> <p>The Code of Conduct – GB Members</p> <p>The Scheme of Delegation and</p> <p>The Financial Regulations</p> <p>as <b>PROPOSED</b> by Suzanne Austin and <b>SECONDED</b> by Liz Bowden.</p>	
<b>9.</b>	<b>Board Meeting Calendar/Timetable</b>	
	<p>Members were invited to consider the Board Schedule of meeting for 2023/24.</p> <p>A member suggested that the AGM could be changed to take place in September due to the number of meetings in August; the CEO will look at this and come back with a proposal.</p>	
<b>9.1</b>	Members <b>APPROVED</b> the Schedule of Meetings for 2023/24, as <b>PROPOSED</b> by Denise Love and <b>SECONDED</b> by Suzanne Austin.	
<b>10.</b>	<b>Policies and Remits due for review</b>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to consider the Policies and Remits which require to be considered annually following on from the AGM.</p> <p>The covering report provided summary of any changes made.</p>	
<p><b>10.1</b></p> <p><b>10.2</b></p> <p><b>10.3</b></p> <p><b>10.4</b></p> <p><b>10.5</b></p>	<p>Members <b>APPROVED</b> the following documents:-</p> <p>The Board Terms of Reference / Remit</p> <p>The Standing Orders</p> <p>The Rules of the Association: Eligibility to join the Board</p> <p>The Remit of Housing Land &amp; Property Services Sub Committee and</p> <p>The Remit of Finance &amp; Corporate Services Sub Committee</p> <p>as <b>PROPOSED</b> by Suzanne Austin and <b>SECONDED</b> by Alastair Morris.</p>	
<b>11.</b>	<b>Choice of Sub Committee and Reps</b>	
	Members were invited to consider choice of Sub Committee's and representatives for TPAS and EVH.	

11.1	<p>Members <b>APPROVED</b> Sub-Committee choices by Board Members</p> <p>Members of the Housing Land and Property Services Sub Committee (HLPSSub) are as follows:</p> <p>Alastair Morris, Suzanne Austin, Ken McIntosh, Liz Bowden, Gavin Dayer, Jim O’Neill, John Paterson and Aileen Naismith</p> <p>Members of the Finance and Corporate Service Sub Committee (F&amp;CSSub) are as follows:</p> <p>Suzanne Austin, Liz Bowden, Gavin Dayer, Denise Love, Rab McNally and Ken Caldwell</p> <p>The CEO said that this would be a good time for Members to decide whether they want to continue with the Hybrid approach to meetings or whether they would prefer meeting in person.</p> <p>A member suggested that the flexibility of the Hybrid option is good depending on personal circumstances.</p> <p>Members <b>AGREED</b> to continue with Hybrid meeting and <b>AGREED</b> that they are happy with the times of the meeting.</p>	
11.2	<p>Members <b>APPROVED</b> that <b>Suzanne Austin</b> take up the TPAS Representatives.</p>	
11.3	<p>Members <b>AGREED</b> that The EVH representative position should be left on hold for now as there are a lot of changes taking place within EVH at the moment.</p> <p>A representative will be agreed at a later date.</p>	
<b>POLICY REVIEWS</b>		
12.	<p>Members were invited to consider the following Policies</p> <ul style="list-style-type: none"> <li>• Board Member Development</li> <li>• Notifiable Events</li> <li>• Membership</li> <li>• Board Member Recruitment.</li> </ul> <p>The CEO updated that these policies were previously part of the Framework of Governance document and have been split into separate policies. The Board member development policy was overdue for review. The Notifiable events policy hadn’t been reviewed for some time and this is based on the SFHA model policy. The membership Policy and Board recruitment Policy have both been reviewed.</p>	
<p>12.1</p> <p>12.2</p> <p>12.3</p> <p>12.4</p>	<p>Members <b>APPROVED</b></p> <p>The Board Member Development Policy</p> <p>The Notifiable Events Policy</p> <p>The Membership Policy and</p> <p>The Board Member Recruitment Policy</p> <p>as <b>PROPOSED</b> by Alastair Morris and <b>SECONDED</b> by Suzanne Austin.</p>	
<b>MATTERS FOR CONSIDERATION, COMMENT AND NOTING</b>		
13.	<p><b>Draft Annual Assurance Statement</b></p>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to provide the Board with an opportunity to review the evidence bank and discuss the</p>	

	<p>Annual Assurance Statement, which is due to be submitted to the Scottish Housing Regulator (SHR) by 31<sup>st</sup> October 2022.</p> <p>The CEO explained that versions of this report, the Assurance Statement and the Schedule of evidence and Action Plan are presented for consideration by the Board. Members should note that the individual pieces of relevant evidence are available to them on the Intranet or on request if required. The tracked changes evidence log is a very large document and this has been linked to the report provided.</p> <p>The new Assurance Framework creates a significant amount of work. However, the Association’s previous approach to quarterly self-assessment up-dates has meant that the process has involved updating our existing assurance model and creating a more detailed bank of evidence. Helpfully, this process has allowed the Association to identify areas of improvement where we can up-date our policies or do better in terms of the availability of evidence. We have now reviewed the process for Board oversight on the Assurance Statement preparation and Regulatory Framework and this new process will commence in January 2024.</p> <p>There are several steps to note:</p> <ul style="list-style-type: none"> <li>• The final Assurance Statement to be considered by Board at next meeting taking account of any suggestions/changes discussed at tonight’s meeting (or in the coming weeks)</li> <li>• Submission of Assurance Statement to SHR by 31st October 2023</li> <li>• Assurance Statement posted on Web Site by 31st October 2023</li> <li>• Assurance Statement provided to the Association’s partners by 31<sup>st</sup> October 2023.</li> </ul> <p>The CEO is fairly confident that we have ticked most of the boxes and in reality we are meeting the vast majority of the standards that we need to meet, the only area that will need to be added is the Gas Safety issue, this is the only aspect that we have had any issue with and we will be carrying out an independent audit to confirm compliance which will hopefully lead to a clean Regulatory report. There has been a paragraph included to reflect current issues with tenant safety in the assurance statement.</p> <p>A member asked whether the Regulator has identified anything in particular that they are looking for and the CEO explained that they have specified that they will be looking at Tenant and resident Safety in addition to other areas highlighted in previous years such as equalities and human rights.</p> <p>The CEO updated that we are collecting the Equalities Data for Board, Staff and Tenants currently and the results and any relevant action plan will be presented in due course. Guidance on Human Rights has not been issued as yet. There is a revised assurance action plan included in the report and board should review this in advance of October’s meeting also.</p>	
<p><b>13.1</b></p> <p><b>13.2</b></p> <p><b>13.3</b></p>	<p>Members <b>NOTED</b></p> <p>The Evidence Log</p> <p>The Draft Annual Assurance Statement and</p> <p>The Draft Assurance Action Plan</p> <p>The CEO reminded those present that these are draft version of the reports and encouraged anyone who have any changes that they send him these via email and these will be incorporated where appropriate.</p> <p>These items will be considered by the working group going forward and this will be set</p>	

	up in January 2024 and reported to the Board in advance of future submissions.	
<b>14.</b>	<b>Annual Returns 2022/23</b>	
	<p>Members were invited to consider a report by the Head of Finance, the purpose of which was to provide the Board with the 2022/23 Annual Returns for submission to the Scottish Housing Regulator (SHR), Financial Conducts Authority (FCA) and the Office of the Scottish Charities Regulator OSCR.</p> <p>The HOF updated that the Annual Pensions Trust Assessment Return has been delayed due to TPT having IT issues and this was received by the Association on 14<sup>th</sup> September and will be submitted by 13<sup>th</sup> October 2023.</p>	
<b>14.1</b>	Members <b>NOTED</b> that the following returns have been submitted on time.	
<b>14.2</b>	The AFS Return to SHR 2022-23.	
<b>14.3</b>	The OSCR Annual Return 2022-23	
<b>14.4</b>	The FCA Annual Return 2022-23.	
<b>14.4</b>	Members also <b>NOTED</b> that the Annual Pensions Trust Assessment Return will be submitted by 13 <sup>th</sup> October 2023.	
<b>15.</b>	<b>Quarterly Business Plan 2023/24 Performance Update Q1</b>	
	<p>Members were invited to consider a report presented by the CEO, the purpose of which was to provide the Board with a summary update on business plan performance and operational performance through our Key Performance Indicator (KPI) dashboards, action plans, and details of our most recent risk mapping review based on the new business plan.</p> <p>The CEO took the Board through the report and attached dashboards and drew their attention to the following key points: -</p> <ul style="list-style-type: none"> <li>• Sickness levels remain over target</li> <li>• Membership – need to look at strategy for increasing membership</li> <li>• Average Re-Let Time and Void Loss - Void Management remains a concern; although performance has improved since last year the overall void time and void loss figure is higher than we would like</li> <li>• Gas Safety – With the 36 failures we will not be able to meet the previous 100% target however, the target has been adjusted to ensure no further slippage during this year.</li> <li>• Arrears of Rent and Factoring – Arrears levels are at a much higher level than I would be comfortable with, there will be a requirement to address resourcing issues and the implementation of new policies to help reduce the level of arrears in the longer term</li> </ul> <p>The CEO updated that these reports will be issued quarterly to provide information on the Association’s strategic performance with the exception on the Strategic Delivery Plan which will be provided at the end of each financial year and the Operational Delivery Plan which will be provided to sub-committee meetings</p> <p>The CEO stated that overall , the Associations performance is good but that the new staffing structure being implements will hopefully allow improved performance in future reports.</p>	

<p><b>15.1</b></p> <p><b>15.2</b></p> <p><b>15.3</b></p> <p><b>15.4</b></p> <p><b>15.5</b></p> <p><b>15.6</b></p> <p><b>15.7</b></p>	<p>Members <b>NOTED</b> the following:-</p> <p>The Strategic Delivery Report</p> <p>The Strategic Delivery Plan</p> <p>The Operational Delivery Plan</p> <p>The Quarterly KPI's</p> <p>The Strategic Risk Register</p> <p>The Action Plans</p> <p>The Policy Schedule</p>	
<b>MATTERS FOR BRIEFING AND INFORMATION ONLY</b>		
<p><b>16.</b></p>	<p><b>CEO Report</b></p>	
	<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 and to seek approval for matters as noted throughout the report where required.</p> <p>The report highlighted the following:</p> <ul style="list-style-type: none"> <li>• Regulatory engagement - tenant safety – gas compliance</li> <li>• Regulatory / legislative updates</li> <li>• EVH membership- collective bargaining agreement</li> <li>• Customer service review</li> <li>• Equalities / data collection</li> <li>• Staffing matters</li> <li>• Care and repair contract updates</li> <li>• Flair academy</li> </ul> <p>CEO noted that in reference to the report that the Scottish Government had now confirmed that the propose rent controls noted in the programme for Government would not apply to RSL's.</p>	
<p><b>16.1</b></p>	<p>Members <b>NOTED</b> the content of the report.</p>	
<p><b>16.2</b></p>	<p>Board were asked to provide the CEO with any comments to be raised as part of the EVH wage increase consultation in advance of the Board meeting. There were no comments raised. Board agreed that it was difficult to provide feedback at this stage when we don't know what is being sought by the staff/unions at this stage.</p> <p>A member asked who EVH were and it was explained that EVH (Employers in Voluntary Housing) provide advice to smaller organisations who don't have HR Departments on HR issues.</p> <p>It was <b>AGREED</b> by those present that we wait and see what detailed proposals EVH come back with before a decision is made on the next stage of consultation.</p>	
<p><b>16.3</b></p>	<p>The Chair and Vice Chair's will agree a date to commence the CEO's appraisal process and a date for the appraisal meeting at the end of this meeting.</p>	
<p><b>16.4</b></p>	<p>Board members were asked to confirm should they wish to attend the FLAIR Academy sessions and advise Lesley Carr via email prior to the meeting where possible.</p>	

	<p>These sessions are due to start on 10<sup>th</sup> October and will take place virtually between 6.30 and 8.00pm.</p> <p>The CEO reminded members that there is a requirement for at least 3 members from All Flair Associations to attend each session to allow these to go ahead.</p>	
16.5	<p>The CEO suggested that all Board and Sub Committee meetings will take place via Teams going forward. Board agreed to trial this.</p> <p>He will arrange for a link to teams to be sent to all members.</p>	
<b>REGULATORY ISSUES</b>		
17.	<b>Notifiable Events</b>	
17.1	<p>Members noted the information contained within the Notifiable events report and the update provided by the CEO.</p> <p>There currently 3 open notifiable events. We are currently waiting on formal notification from the Regulator to confirm that they have closed notifiable event number 30575 and NE number 30629 this had been noted verbally to the CEO, this would leave NE number 30439 – Staffing Structure as the only outstanding Notifiable Event.</p>	
<b>ADMINISTRATION</b>		
18.	<b>AOCB</b>	
18.1	<p>The CEO explained that there will be two interviews for senior positions in the organisation over the next month and asked for member representatives who would sit on these interview panels.</p> <p>Liz Bowden agreed to take part in the interview Panel for the Head of Finance. Interviews for this post are due to take place on 2<sup>nd</sup> and 3<sup>rd</sup> November.</p> <p>Suzanne Austin agreed to take part in the Interview Panel for the Temp part-time Head of Housing. Interviews for this position are due to take place on 1<sup>st</sup> November.</p> <p>The CEO will send details to the two Board members.</p>	
19.	<b>Issues which the Chair has agreed as urgent</b>	
19.1	There were no urgent issues for consideration.	
19.2	<p>A member mentioned concerns have been raised to the Community Council about the state of some private gardens in some of the areas throughout Erskine and asked if the Association or the Council would be in the position to provide help to those who are no longer fit to keep their gardens neat and tidy. A member reminded those present that if these gardens belong to owners then they may not be entitled to help from the Association.</p> <p>The CEO agreed to look at whether we can provide anything through our Garden Assistance scheme or through the Community Benefits scheme as part of our Major Contracts and will ask the HOPS to provide an update to the member.</p>	
19.3	A member asked about their PDP following the Board Development Interviews (Appraisals) and the CEO stated that this will be pulled together once the Staff Personal	

	Development Interviews have been concluded and training will be arranged. Meantime it was suggested that the Members look at conferences, which are being run by outside organisations that they may benefit from attending.	
20.	<b>Meeting concluded - 7:15pm</b> <b>Date of next meeting – 25<sup>th</sup> October 2023 at 5:30pm</b>	



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