



MINUTES OF BRIDGEWATER HOUSING ASSOCIATION

ADDITIONAL BOARD MEETING

Venue: Via Zoom

Date: 19th January 2022

Time: 5.30pm

Present:

Alastair Morris Chair, John Paterson Vice Chair, Heather Stirling Secretary, Angela Westrop Board Member, Frank Bradley Board Member, Rab McNally Board Member, Ken McIntosh Board Member, Denise Love Board Member and Suzanne Austin Board Member.

In attendance:

Ian McLean Chief Executive and Lesley Carr Minute Secretary

Item	Details	Action
1.	Welcome and Chairs remarks	
	<p>The Chair welcomed everyone to the meeting and confirmed that members had received their papers on time.</p> <p>The Chair confirmed that he was happy for the CE to manage this meeting on his behalf and was content for him to talk to his report.</p>	
2.	Apologies	
	There were no apologies received.	
3.	Declarations of Interest	
	Members were invited to declare any interest in any of the items on the agenda, in terms of the Association's published policy.	
3.1	There were no declarations made by those present.	
MATTERS FOR APPROVAL		
4.	Retirement of Chief Executive	
	<p>Members are aware that the Chief Executive has tendered his resignation and it is his intention to retire at the end of the financial year. The purpose of this report from the Chair, was to highlight the issues which the Board should consider in these circumstances and identify the decisions which the Board should take to mitigate the loss of the senior officer post, including in relation to the recruitment process.</p> <p>The report has had input from the CE and has been reviewed by an independent consultant.</p> <p>It should be noted that although the CE has indicated that it is his intention to leave at</p>	

the end of financial year, the Chair has sought and obtained agreement from him that this date is flexible and is dependent on the needs of the Association and the conclusion of any decisions about the future management of the Association.

The CEO explained that the SFHA published guidance in February 2019 on senior staff succession planning and this was up-dated in February 21.

He went on to say that clearly staff recruitment and retention is vital to the organisation on-going success. The Board have remitted responsibility for this area to the Chief Executive and the Leadership Team for all but the most senior positions within the organisation. However, the Board have a distinct and specific interest in the arrangements related to the most senior post – the Chief Executive. The Board, through the Chair is responsible for the appointment of the senior officer and any arrangements that relate to succession arrangements for this position.

As a regulated body, the Board also have additional responsibilities to the Scottish Housing Regulator to inform them of certain circumstances relating to the departure of senior staff and senior appointments which is set out in the SHR's guidance on "Notifiable Events".

The report confirms that it is essentially the Chair's responsibility for ensuring the SHR is notified of the departure of a senior officer (either planned or unplanned). Additionally the Association's Loan Agreement requires the Association to notify the Nationwide of the departure and or appointment of senior staff.

At their meeting on 30 November 2021 the Board considered the Association's updated Business Plan, together with a covering report from a consultant who provided an independent assessment on the robustness of the plan. The plan included both an options appraisal and an indication that the Chief Executive was likely to retire during the life time of the plan. At the time of reviewing the Business Plan the Board confirmed that their preference was to remain as an independent RSL but to seek opportunities to improve and widen partnership working to support the RSL continuing to remain independent.

Members confirmed that this was still their intention.

A member said that it would be hard for Bridgewater to merge with any other organisation due to the uniqueness of the housing stock and the land that we own and maintain. The CE agreed that Erskine is a unique place and at the time of the Stock Transfer from Scottish Homes the people of Erskine made the decision that it would be best to keep the organisation local and small as it would be better to be managed by local people which in turn would benefit the Community as a whole. Nothing has happened in the interim for this to have changed.

Within the Business plan the Board also confirmed that when the CE post became vacant, the Board had firm intentions to recruit a new CE at the earliest opportunity. With this in mind the report is recommending that we recruit for the new CE, and as the CE cannot be involved in this process, it is suggested that we appoint EVH to carry out the recruitment on our behalf. He indicated that the price for the work is likely to be over the Association's threshold for obtaining quotes but that, given the Association was a member of EVH and the likely costs of engaging with an independent recruitment firm, there was little risk in procuring the services from EVH.

	<p>A Member said that the Association has a really good Senior Management Team and anyone coming into the post would have a strong team behind them to enable them to take the Association forward. This member believes that this position at Bridgewater will be a very attractive prospect for someone as the Association has a good reputation and the CE has respect from his peers, although, the change may be a bit challenging at first as the successful person may bring with them their own ideas.</p> <p>Another member echoed these sentiments and appreciated the work that the CE has done for the Association, however he asked whether the CE would still be around after his official leaving date. The CE confirmed that the Chair had requested that he stay in place during the transition period and until someone has taken up this position.</p> <p>A member took the opportunity to wish the CE a long and Happy Retirement.</p> <p>The CE said that the Bridgewater have been very lucky to have such good Members on our Board, who have been able to bring a variety of expertise and knowledge to the Association and have been very supportive in the work the Association has done and have also been very supportive to the CE over his years at Bridgewater and he believes that the Board will continue to be as supportive to his predecessor.</p>	
<p>4.1</p>	<p>Following a full discussion, the Board APPROVED the recommendations as detailed below:</p> <ul style="list-style-type: none"> (a) ACKNOWLEDGED and ACCEPTED the resignation of the Chief Executive (b) NOTED the responsibility of the Chair to make a Notifiable Event to the SHR. (c) INSTRUCTED the Head of Finance to notify the Association’s Lenders about the Chief Executive’s intentions and the Boards decision about recruitment. (d) CONFIRMED that the Association will recruit a replacement Chief Executive <p>Subject to any contrary or additional requirements by SHR:</p> <ul style="list-style-type: none"> (e) DELEGATED to the Emergency Sub-committee to instruct EVH to advise on Salary and manage the recruitment process (f) DELEGATED to the Sub Committee to review and approve a new job description and person specification for the CEO post (g) DELEGATED to up to three members of the Emergency Sub Committee to act as a Recruitment Panel, to be chosen by them. <p>and</p> <ul style="list-style-type: none"> (h) AUTHORISED the Corporate Services Manager, (who has confirmed that he will not be applying for the post), to liaise between the Emergency Sub Committee and EVH in terms of practical requirements 	
REGULATORY ISSUES		
<p>5.</p>	<p>Notifiable Events</p>	
	<p>The CE will raise this issue with the SHR as a Notifiable event on behalf of the Chair.</p>	
<p>5.1</p>	<p>The Board will require to wait for a response from the Regulator before they can move</p>	

	forward with the recruitment process.	
ADMINISTRATION		
6.	WORLDPAY – Beneficial Owner Details update	
	<p>The CE explained that it has come to the HOF attention that the information held by WORLDPAY with regards to the authorised signatories is out of date and requires to be updated.</p> <p>The CE reminded members that something similar had been required for the Nationwide Building Society recently. The Board are asked to approve that the information held by WORLDPAY be updated to include the HOF details as a Beneficial Owner on behalf of the Association.</p> <p>The HOF will be required to provide WORLDPAY with an extract of this meeting to confirm Boards approval of this change and the Secretary may be required to sign the authorisation.</p>	
6.1	Board APPROVED that the HOF details be passed to WORLDPAY to be updated as the Beneficial Owner for the Association and for the removal of Pamela Milne as a previous Beneficial Owner.	
6.	<p>Meeting concluded - 6.20pm</p> <p>Date of next Board meeting - 9th February 2022 (this will be a Joint Board/Audit and Risk Sub Committee)</p>	



Signed _____ Chair