



MINUTES OF BRIDGEWATER HOUSING ASSOCIATION

BOARD MEETING

Venue: Hybrid Meeting

Date: 28th September 2022

Time: 5.30pm

Present:

Alastair Morris Chair, John Paterson Vice Chair, Denise Love Board Member, Frank Bradley Board Member and Suzanne Austin Board Member.

In attendance:

Andy Thomson Chief Executive, Steven Ferrie Head of Property Services, Angie Kennedy Head of Finance, Scott Currie Head of Corporate Services and Lesley Carr Minute Secretary.

Item	Details	Action
1.	Election of Office Bearers and Sub-Committee Selection	
	<p>The CEO explained that according to item 59.5 of the Association rules, members are required to appoint a Chairperson and other Office Bearers annually at the next scheduled Board Meeting held after each AGM.</p> <p>The CEO invited nominations for the vacancies. J Patterson NOMINATED Alastair Morris to continue as Chair of the Association, S Austin NOMINATED John Paterson to hold the position of Vice Chair and it was AGREED by those present that H Stirling should continue in the position as Secretary for another year. There were no further nominations.</p> <p>The CEO proposed that the current Chair and Office Bearers continue in their posts for the coming year. There were no objections made by those present.</p>	
1.1	Members APPROVED the appointment of the Executive Committee for the coming year.	
1.2	Remits and Membership of Sub Committees will be discussed and updated at a later date.	
2.	Welcome and Chairs remarks	
	The Chair welcomed everyone to the meeting and confirmed that members had received their papers on time.	
3.	Apologies	
	Apologies were received from H Stirling, R McNally, A Naismith and K McIntosh (LOA)	
4.	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.	
4.1	There were no declarations made by those present.	
5.	Minute of the Board Meeting held on 17th August 2022	
	Members were invited to consider the minute of the 17 th August 2022.	
5.1	Members approved the minutes as a correct record of the meeting as PROPOSED by J Paterson and SECONDED by S Austin.	
MATTERS ARISING		
6.	There were no matters arising from the previous meeting.	
MATTERS FOR APPROVAL		
7.	Changes to RBS Bank Mandate	
	Members were invited to pass a Resolution to add and remove Authorised Signatories from all RBS bank accounts: Members are requested to agree to the HOF removing the following bank signatories: <ul style="list-style-type: none"> • Ian McLean • Gary Stapleton • Angela Westrop And adding the following signatories: <ul style="list-style-type: none"> • Ruth Brogan • Andy Thomson • Steven Ferrie. 	
7.1	Members NOTED the contents of this report.	
7.2	PASSED THE RESOLUTION to add/remove Authorised Signatories on all bank accounts held at the Royal Bank of Scotland.	
7.3	APPROVED the Head of Finance to complete the changes to the bank mandates through the RBS Website.	
8.	Assurance Statement Review	
	Members were invited to consider a report by the CEO, the purpose of which was to provide the Board with an opportunity to discuss the Annual Assurance Statement, which is due to be submitted to the Scottish Housing Regulator (SHR) by 31 st October 2022. Versions of the Assurance Statement and the Schedule of Evidence and Action Plan are presented to the Board for consideration. Members should note that the individual pieces of relevant evidence are available to them on the Intranet or on request if required. The CEO updated that the Association has adopted a process of Self-Assessment against the SFHA Annual Assurance Toolkit. Each quarter the Assessment is updated prior to the Audit and Risk Committee and considered at the sub-committee, with any updates made at the sub-committee noted for the subsequent meeting. These papers are distributed to all Board Members to allow them to engage in the assessment process, though in practice	

	<p>it is the members of the sub-committee who have a detailed knowledge of the assessment and the evidence log. The suspension of the sub- committees during lock down has meant that the sub-committee has not received the quarterly assurance report, this recommenced this year for the May and August meetings only. Therefore, a full review has been undertaken by the CEO for consideration by the Board and Leadership Team over the coming month where the final draft of the Assurance Statement will be provided.</p> <p>The CEO updated that the new Assurance Framework creates a significant amount of work. However, the Association’s previous approach to quarterly self-assessment updates has meant that the process has involved updating our existing assurance model and creating a more detailed bank of evidence. Helpfully, the 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. As noted, earlier, we will review the process for Board oversight on the Assurance Statement preparation and Regulatory Framework generally as part of ongoing discussions regarding governance arrangements.</p> <p>The CEO updated that there has been issues which has hampered the Association to complete the installation of LD2 smoke detectors in around 60 of our properties. The HOPS updated that we have experienced problems with access as well as a shortage in materials which has stalled the installation and we will continue to try and carry out as many as we can over the next month. The CEO explained that this will be noted in the Assurance statement submission as an area of “material non-compliance”, however as Bridgewater is not the only Association who has not been able to complete installations he is hoping that the Regulator may take a more lenient view due the circumstances which were outwith our control.</p> <p>The CEO explained that the final draft of the Assurance Statement will be presented to the Board at their next meeting in October, this will allow Members time to read over the evidence log and he urged anyone who has any questions or comments to contact him prior to this meeting.</p> <p>The CEO may look at setting up a working group to update the Action plan going forward.</p>	
<p>8.1</p> <p>8.2</p> <p>8.3</p> <p>8.5</p> <p>8.6</p> <p>8.7</p>	<p>Members NOTED the contents of this report.</p> <p>CONSIDERED AND NOTED the Assurance Statement Evidence Log and look to determine whether there are any areas of material non-compliance.</p> <p>CONSIDERED and APPROVED the draft Assurance Statement together with the Summary Narrative Report in principle.</p> <p>CONSIDERED and APPROVED the Additional Assurance Action Plan in principle.</p> <p>FINALISE any changes to the evidence log and the Statement at the next Board Meeting due to take place in October and</p> <p>INSTRUCTED the Chair to sign the statement and submit it to the Scottish Housing Regulator prior to the submission date of 31st October.</p>	
<p>9.</p>	<p>Review of Board Meetings – Governance Arrangements</p>	
	<p>Members were invited to consider a report presented by the CEO, the purpose of which was to provide the Board with an opportunity to discuss the current Board Governance arrangements in relation to Board and Sub-Committee Meetings and discuss proposals for reducing the current burden on existing Board Members by reducing the number of sub committees and meetings more generally.</p> <p>The CEO updated that following discussion at Leadership Team meetings options have been considered and it is proposed that there are no significant changes to the number</p>	

	<p>of Board meetings taking place currently; it is proposed that 8 meetings are held per year with additional meetings convened where required for the approval of urgent business; these meetings are normally on a six week cycle and dates to be approved at the first Board meeting following the AGM.</p> <p>The Association’s scheme of delegation will be reviewed to ensure that important business items such as the budget, Annual Assurance Statement and Rent Increase for example continue to be considered at Board level in addition to all appropriate audit, treasury management, business planning, Care and Repair strategy and risk matters.</p> <p>Board Meetings will be attended by the CEO and Leadership Team members and serviced by the Corporate Services Assistant as current.</p> <p>It is also proposed by the Leadership Team that the current four sub-committees are reduced to two new sub-committees:</p> <ul style="list-style-type: none"> • Housing and Property Services Sub-Committee (H&PSSC) • Finance and Corporate Services Sub-Committee (F&CSSC) <p>It is proposed that both sub-committees will meet quarterly commencing November 2022.</p> <p>If Board are happy to proceed on the above basis, subject to any changes agreed, new remits/terms of reference will be drafted for the Board, and both sub committees for consideration at October’s meeting. A new Board and Sub-Committee Schedule was approved by those present.</p> <p>The current governance meeting framework is creating a considerable amount of work and Board members are expected to commit a significant amount of time to review papers and attend all meetings. It is hoped that the proposals contained within this report will reduce the resource and time burden for both Board members and staff whilst maintaining the relevant level of strategic scrutiny and direction required to run the Association’s business.</p> <p>It is hoped the proposals will make the possibility of recruiting new board members a more attractive proposition with less, but longer, more meaningful meetings as a result. The changes proposed reduce the current 25 meetings to a total of 18 meetings, a reduction of 7 over the year.</p>	
<p>9.1</p> <p>9.2</p> <p>9.3</p> <p>9.4</p> <p>9.5</p>	<p>Members NOTED the contents of this report.</p> <p>AGREED to the proposals for reducing the number of Board and Sub-Committee Meetings. As PROPOSED by D love and SECONDED by J Paterson.</p> <p>APPROVED that new Board and Sub-Committee remits are developed.</p> <p>APPROVED that a new Scheme of Delegation is developed.</p> <p>APPROVED the new Board and Sub-Committee Meeting calendar.</p>	
<p>10.</p>	<p>Staff Engagement Survey Results</p>	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to advise the Board on the outcome of the Staff Engagement Survey conducted in August/September 2022.</p> <p>Shortly after the CEO took up his role in May, he engaged Research Resource to undertake a Staff Engagement Survey, which was to provide the CEO and the Board with tangible evidence as to how the Associations staff believed we were performing as an organisation. The survey was drafted based on the contractor’s previous work in this area subject to amendments made by the Leadership Team to reflect Bridgewater’s</p>	

	<p>circumstances. Staff were made aware via communications from the CEO at staff meetings that this would be taking place.</p> <p>The survey was issued to 36 members of staff; this includes all Care and Repair and Housing Support staff. Of the 36 members the survey was issued to 35 staff responded, this equates to a 97% response rate. This report provides a summary of the key findings and identifies what the Association is doing well and what areas require further consideration.</p>	
<p>10.1</p> <p>10.2</p> <p>10.3</p>	<p>NOTED the contents of the report.</p> <p>NOTED that satisfaction levels are generally high within the organisation and that staff are engaged in the aims and objectives.</p> <p>APPROVED the formation of a LT and staff short-life working group to create an action plan to address the issues raised in the report.</p>	
11.	Absence Management & Flexi-Time & Toil Policy Reviews	
	<p>Members were invited to consider a report by the CEO, the purpose of which was to explain that since commencing his role at Bridgewater, the CEO has been asked by Staff and Board to look at the high levels of sickness and to provide proposals for attempting to address the Associations poor sickness record.</p> <p>The CEO explained that the national average for sickness levels has been circa 2% for all business types including sectors who have a wholly manual labour-intensive workforce. Bridgewater's sickness levels have been regularly above this level, pre Covid this was sometimes sitting at 5 times this and in recent years our average sickness days lost has been over 3% of days lost to sickness absence, this has cost the Association over £329k over the last 5 years, averaging £65k per annum, the equivalent of removing a full-time member of staff from the structure. The Association should be aiming for sickness levels around 1% of working days based on similar sized organisations in Scotland. In addition to the financial benefits of addressing absenteeism there is a knock-on effect to other staff who must pick up the work not being undertaken when their colleagues are on sick leave impacting on their wellbeing and health, this is more predominant in a small organisation like Bridgewater.</p> <p>The best ways to reduce sickness absence include:</p> <ul style="list-style-type: none"> • Having a rigorous Attendance and Absence Management Policy which managers are trained on and applying consistently • Recording and analysing patterns of absence • Paying attention to stress levels. • Discouraging presenteeism • Encourage a sensible work-life balance – flexible working • Improve health and safety and staff wellbeing to improve sickness absence <p>This report details three proposals for addressing and improving sickness absence levels within the Association; these proposals will have an impact in all areas detailed above and will result in improved levels of sickness in the organisation; these are as follows:</p> <ul style="list-style-type: none"> • Review of the Attendance and Absence Management & Flexi & TOIL Policies • Re-introduction of the Healthy Working Lives programme at the Association which is a planned and integrated approach to improving health, safety, and wellbeing at work. 	

	<ul style="list-style-type: none"> • Introduction of a robust health cash plan which will replace current contractual provisions for counselling and VDU glasses and include access to medical appointments and procedures including dental, therapies including physiotherapy and counselling, and early diagnosis of more serious health issues. <p>The CEO hopes that by looking at these three measures should help the Association improve the current sickness absence level.</p> <p>Board will be aware that in 2016 EVH withdrew their free counselling service. This was due to the cost of take-up and the affordability via EVH Member Subscriptions. It was agreed by the Board that we engage another counselling service to meet our contractual obligation to staff. This is in addition to the provision of glasses for staff who require them for working with computers. It is proposed that the Association consider the provision of a health cash plan for the Association’s staff which will give the Association’s staff direct access to GP services as well as other health and wellbeing benefits. It is anticipated that over a reasonable assessment period, say 3-5 years, the Association will reduce sickness absence to a level which would provide a return on this investment which would at least cover the costs of any scheme which we agree to implement. This process will also allow the Association to help staff affected by the cost-of-living crisis ensure that they are able to afford to have appropriate medical procedures conducted which if ignored, may result in additional sickness absence.</p> <p>One member asked how often the counselling service had been used and whether it proven to benefit anyone using the service. The CEO updated that this service had been used twice (6 session each) over the past year. The issue with the current counselling services is that the referral needs to be made by a line manager of the member of staff and there are GDPR issues with this method. There is no feedback given so there is no way of telling whether these sessions have been successful or not, it may in some cases and may not in others. A member who has had experience referring staff to counselling services in their place of work said that they believe that the sessions do work and have encouraged staff to return to work.</p> <p>A member voiced his objection to the introduction of the cash plan for staff as he didn’t agree that it should be our tenant’s responsibility to pay for this through their rent and would expect that managers deal with any staff absence issues. The member believed that it should be the individual employee’s responsibility to ensure that they are fit to carry out their job and fund medical advice or procedures they require.</p> <p>Following full discussion members decided to refer the proposal to the Leadership Team to consider the proposal for the health cash plan further and consider a further report to the next Board Meeting in October.</p>	
<p>11.1</p> <p>11.2</p> <p>11.3</p> <p>11.4</p> <p>11.5</p>	<p>Members NOTED the contents of this report</p> <p>REVIEWED and APPROVED the amended Attendance and Absence Management Policy. As PROPOSED by A Morris and SECONDED by S Austin.</p> <p>REVIEWED and APPROVED the amended Flexi and TOIL Policy. As PROPOSED by J Paterson and SECONDED by S Austin.</p> <p>Members APPROVED the reintroduction and implementation of Healthy Working Lives principles into our HR policies and procedures.</p> <p>Following full discussion it was AGREED by those present to DEFER a decision on the provision of the Simply Health Cash Plan for staff and for this report to be presented to</p>	

	<p>the Board at their next meeting in October for full consideration and a final decision to be made following further consideration by the Leadership Team. Meantime the CEO urged anyone who wished to discuss this issue to contact him directly prior to the meeting.</p>	
12.	Disciplinary Policy Review	
	<p>Members were invited to consider the review of the Disciplinary Policy presented by the HOCS. This Policy sets out the Associations expected standards of conduct, performance and attendance and how the Association will manage any failure to meet these. This policy applies to all employees.</p> <p>The HOCS explained that this policy is based on the EVH Model Disciplinary Policy and he has had detailed discussions with EVH about the proposed changes. EVH have recognised the points raised during these discussions and stated that they would be reviewing their model Policy in due course, noting the comments made during their review. As they have given no firm timescale, it is proposed that this review proceeds, given the importance of this policy. It is likely that EVH will review their model policy within the Associations' review timescale. If any significant changes are made, the HOCS may carry out a further review for Board approval within the next 3 years.</p> <p>The reviewed Policy has been circulated to all staff for comment and feedback.</p> <p>The HOCS outlined the recommended changes made to this policy.</p>	
12.1	Members APPROVED the changes as outlined within the review document, which have been incorporated into the revised policy.	
13.	FLAIR Constitution	
	<p>Members were invited to consider a report presented by the CEO, the purpose of which was to advise the Board of the revised FLAIR constitution and seek approval for its endorsement.</p> <p>The Constitution was reviewed by the CEO as part of the Association's commitments within the FLAIR work plan and amendments have been made to reflect its current operation by all stakeholders.</p>	
13.1	Members APPROVED the Flair Constitution.	
MATTERS FOR CONSIDERATION, COMMENT AND NOTING		
14.	CEO Update Report	
	<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 the following items:-</p> <ul style="list-style-type: none"> • Employee engagement survey • Office [REDACTED] • Customer service review • Local representation / meetings • Governance • Business planning 	

	<ul style="list-style-type: none"> • Updates from EVH • Equalities / data collection • Staffing matters • Maintenance issues • Tenant satisfaction survey • SHR - landlord report on the charter • and Rent controls <p>Appended to this report is an update from EVH, The Charter Landlord report along with comparisons against the FLAIR organisations, SFHA briefing paper on rent controls and a letter of response from GWSF to the First Minister regarding the rent proposed rent freeze.</p> <div style="background-color: black; width: 100%; height: 100px; margin-bottom: 10px;"></div> <div style="background-color: black; width: 100%; height: 100px;"></div> <p>The HOPS updated that discussions have been ongoing with our new reactive and void maintenance contractor who has not been performing to our satisfaction and has been having significant difficulty with resources and meeting our targets. The HOPS has arranged to meet with the contractor and we may consider withdrawing from the Contract unless there is sufficient improvement, alternatives are being considered in the event that the contract comes to an end.</p>	
14.1	Members NOTED the content of this report.	
15.	Annual Returns for 2021-22	
	Members were invited to consider a report by the Head of Finance, the purpose of which was to provide the Board with the 2021/22 Annual Returns for submission to the Scottish Housing Regulator (SHR), Financial Conducts Authority (FCA), Office of the Scottish Charities Regulator OSCR and The Pensions Trust (SHAPS).	
15.1	The Board NOTED the information contained within this report and NOTED that the above returns had been submitted within the set timescales for each.	
16.	Discussion paper on Rent Freeze and Potential Rent Cap	
	Members were invited to consider a report by Head of Finance and Head of Housing and Community Engagement, the purpose of which was to provide the Board with a report detailing the potential implications of the Scottish Government's announcement for a rent freeze until March 2023, and a potential rent cap from April 2023.	

	<p>On Tuesday 6 September 2022, the Scottish Government announced a combined rent freeze and moratorium on evictions to help people through the cost of living crisis.</p> <p>The programme outlines emergency legislation, which will be introduced to put in place a rent freeze until at least 31 March 2023 and a moratorium on evictions, as well as a new tenants' rights campaign. There have also been indications that from April 2023 a rent cap may also be put in place. The Association will normally increase rents on 29th of March therefore this does have a direct impact on Bridgewater, most RSL's rents increase on 1 April and this will not affect them. The Association will seek advice about delaying the debit until 1 April should we be able to increase rents at this time, or any rent increase would need to apply as of the 29th April (losing one month's equivalent increase). It is not clear at this stage if service charges are affected by the freeze, and we await further guidance from SFHA and the Scottish Government on this matter and whether the Association will still be required to consult with tenants.</p> <p>Soaring inflation, the economic impact of the pandemic, the war in Ukraine and the fallout from Brexit are combining to create huge pressures on our communities and businesses. Together, these factors also pose a serious and sustained challenge to the Association's finances - a challenge that has been exacerbated by the political uncertainty stemming from the Prime Minister's resignation and the subsequent appointment of a new Prime Minister.</p> <p>These economic and political headwinds will make it difficult for the Association to budget and plan ahead with any degree of precision.</p> <p>Members will be kept up to date.</p>	
16.1	The Board NOTED the contents of the report and the information contained within the table of implications of rent freeze/rent cap and snapshot of 30 year projections appended to this report.	
17.	SHAPS Valuation results and presentation	
	Members were invited to consider information received from SHAPS regarding the outcome of the 2021 actuarial valuation for the pension scheme. The HOF updated that the Scheme looks a bit healthier at this moment in time and also that the Past Service Deficit will be stopping after the September 2022 contribution.	
17.1	Members NOTED the content of the report.	
18.	Board and Staff Equalities Data Collection	
	<p>Members were invited to consider a report by HOCS, the purpose of which was to provide the Board with a summary of the data collected from the Board and Staff equalities surveys. Board will be aware that the Association has a legal and statutory duty to collect equalities data. These duties stem from the Equality Act 2010, the Scottish Government's Social Housing Charter and the regulatory requirements issued by the SHR.</p> <p>All Staff and Board members were asked to complete a survey to collect equalities data about themselves and this information can be used to help business planning going forward. This was agreed following the SHR essentially setting an expectation that all data should be collected from staff, Board members, tenants, and applicants, amongst other groups.</p>	

18.1	Board NOTED the contents of the report.	
19.	Property Services – Tender Results, Cyclical Gas Maintenance and Painterwork	
	<p>Members were invited to consider a report by HOPS, the purpose of which was to advise the Board on the outcome of the recent procurement of the Cyclical Gas Servicing and Maintenance and Painterwork Contracts.</p> <p>Both contracts were procured using the I-Flair Framework. Competed Services was selected rather than a direct call-off to reflect current market fluidity.</p> <p>The HOPS updated that the Tender Report issued by ADA Consultants concludes the procurement process for the Cyclical Gas Maintenance contract where 6 Contractors from Lot 7 of the Framework were invited to Tender. Bridgewater received 4 submissions as detailed in within the report.</p> <p>Procurement of the Painterwork contract was also issued by ADA consultants, 7 Contractors from Lot 10 of the Framework were invited to Tender. Four tender submissions were received and these are detailed within the report.</p>	
19.1	Members NOTED the contents of these reports	
19.2	APPROVED the appointment of City Technical Services for Cyclical Gas Maintenance Contract and	
19.3	APPROVED the appointment of JS Harvie & Co for the Cyclical Painterwork Contract.	
MATTERS FOR BRIEFING AND INFORMATION ONLY		
20.	There were no matters for briefing and information only.	
REGULATORY ISSUES		
21.	Notifiable Events	
	There were no new notifiable events for consideration.	
ADMINISTRATION		
22.	AOCB	
	There was no other competent business for consideration.	
23.	Issues which the Chair has agreed as urgent	
	There were no urgent issues for consideration.	
24.	Meeting concluded - 7.30pm Date of next meeting – 26th October 2022	



Signed: _____ (Chair)