

# Official Public Eildon Board Minutes

Meeting: Board Meeting of Eildon Housing Association Ltd.

Date: 11 May 2022

Time: 5.30pm

Location: Bill Wilkie Board Room / Virtual

Present: Mr D Alexander (Chair), Mr B Frater, Mr P Gilbert, Ms A Harvie, Dr A Mordue, Mr E Swinton

Virtual: Ms E McHugh, Ms C Younger

Attendance: Mr N Istephan, Chief Executive & Company Secretary (CEO)

Ms A Miller, Director Community Services

Ms L Mirley, Director of Business Support

Virtual: Mr N Wilson-Prior

Observers: Ms C Louch and Ms E Whyte

Ref	Subject
<b>Board Items</b>	
<b>22.05.101</b>	<p><b>Welcome &amp; Apologies</b></p> <p>The Board meeting formally started at 5.40pm.</p> <p>The Chair welcomed everyone to the meeting and introduced two observers to the meeting who were successful applicants following the Board recruitment process and the Chair advised in accordance with the Rules, both observers would be asked to leave at the end of the meeting while their application was considered.</p> <p>The Chair noted apologies from Ms A Ballantyne, Ms C Fancy, Mr C Highton, Mr A Lundmark and Mr R Beardsley.</p>
<b>22.05.102</b>	<p><b>Declarations of Interest</b></p> <p>There were no Declarations of Interest reported.</p>
<b>22.05.103</b>	<p><b>Minutes for Approval - 20 April 2022</b></p> <p>The Minutes of the last meeting held on 20 April 2022, were approved for accuracy on the motion of Mr Swinton and seconded by Dr Mordue.</p>
<b>22.05.104</b>	<p><b>Action Points &amp; Matters Arising</b></p> <p>Matters Arising: All matters arising had been completed.</p>
<b>Strategic Items for Discussion/Approval</b>	
<b>22.05.201</b>	<p><b>Management Accounts and Year End Financial Report 2021/22</b></p> <p>Presented by DBS.</p> <p>DBS presented the Management Accounts.</p> <p>Outcome: Board Members approved the Management Accounts.</p> <p>DBS continued to present the Financial Statements.</p> <p>There were no questions from Board members.</p>

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	<p>Outcomes: The Board</p> <ol style="list-style-type: none"> <li>1. Considered and adopted the Management Accounts for the year ended 31 March 2021.</li> <li>2. Approved the Annual Financial Statements subject to any material issues arising from the audit and subject to approval of Eildon Enterprise Accounts on 8 June 2022.</li> </ol>
22.05.202	<p><b>Performance Report 2021/22 and Annual Return on the Charter (ARC) Return</b> Presented by: CEO</p> <p>CEO presented the Performance Report 2021/22 and the ARC Return.</p> <p>Outcomes: Board Members noted the contents of the paper and the Quarter Four Performance Booklet.</p>
22.05.203	<p><b>Updated Budget and Viability Plan 2022/23</b> Presented by: DBS</p> <p>DBS explained the purpose of the report was to provide the Board with the updated Eildon Group Annual Budget 2022/23, the 5 Year Viability Plan and long term 60 Viability Plan as agreed at EHA March 2022 Board Meeting.</p> <p>Board Members discussed if reducing the level of commitment to the Development Plan should be considered and concluded the Development Plan should remain as it is.</p> <p>DBS presented the Viability Plan and highlighted the following points:</p> <ul style="list-style-type: none"> <li>• Inflation on income and costs at 2.5%.</li> <li>• Loan covenants have increased marginally but remain tight.</li> </ul> <p>Outcome: The Board:</p> <ol style="list-style-type: none"> <li>1. Approved the Annual Budget 2022/23 as set out in Appendix 1: Budget Booklet.</li> <li>2. Approved the 5 Year Viability Plan and 60Year Viability Plan as set out in Annex 2: Medium and Long-Term Viability Plan.</li> <li>3. Noted the information provided in relation to the management of the development programme in light of current inflationary pressures and the need to continue to review the programme to sustain our long-term financial viability.</li> </ol>
22.05.204	<p><b>Treasury Strategy and Policy Update</b> Presented by DBS</p> <p>DBS explained the Treasury Management Policy had been updated to reflect the new SFHA Treasury Management Guidance published in February 2022. The Treasury Management Strategy (TMS) provides a review of the 2021/22 treasury management activities and the proposals for treasury management to support the five-year viability plan. DBS.</p> <p>Outcomes: The Board:</p> <ol style="list-style-type: none"> <li>1. Approved the Treasury Management Policy as set out in Annex A.</li> <li>2. Noted and Approved the Treasury Management Strategy 2022/23 as set out in Annex B.</li> </ol>

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	<ol style="list-style-type: none"> <li>3. Noted the actions proposed in the Treasury Management Strategy.</li> <li>4. Approved the procurement of the services of an external adviser to support a review to inform an updated borrowing strategy proposal which will be presented to Board in Q3 2022/23.</li> </ol>
22.05.205	<p><b>Going Concern Statement</b> Presented by: DBS</p> <p>DBS explained Going Concern is a basic accountancy concept which is included with a set of accounts when they are signed off to show they are a true and fair view. To comply with the guidance the report is to evidence to the Board, to their satisfaction that the Executive Team have tested the business in terms of viability over the next fifteen months, medium- and long-term Viability plan.</p> <p>There were no questions/comments from Board members.</p> <p>Outcomes: The Board noted the contents of the report and accepted the Executive Team assessment that Eildon Group is a Going Concern for the purposes of the 2021/22 Annual Financial Accounts.</p>
22.05.206	<p><b>Lease between Eildon Housing Association (EHA) and Eildon Enterprise Ltd (EEL) for Mid-Market Rent (MMR) of Former Bridge Homes LLP</b> Presented by DPA</p> <p>DPA reported that following the grant-aided purchase of the Bridge Homes Stock by EHA, a mechanism was required to lease the stock to its subsidiary EEL. The Term of the lease prepared is for five years.</p> <p>The Chair highlighted the lease will be presented to the rescheduled EEL meeting on 8 June 2021 and the decision ratified.</p> <p>There were no questions from Board Members.</p> <p><b>Recommendation:</b> The Board:</p> <ol style="list-style-type: none"> <li>1. Noted the lease has been executed in accordance and as required.</li> <li>2. Noted the term of the lease and the conditions under which it may be withdrawn or extended, particularly the statutory duty to extend the lease should any of the leased units remain at MMR after 5-Years.</li> <li>3. Approved the lease subject to agreement being ratified at EEL meeting on 8 June 2022.</li> </ol>
22.05.207	<p><b>Governance Manual Review</b> Presented by CEO</p> <p>CEO reported the Governance Manual had been reviewed to bring it in line with the adoption of the Rules at the SGM 2021.</p> <p>Outcomes: The Board approved the proposed changes to the following Governance document and policies.</p> <ul style="list-style-type: none"> <li>• Standing Orders.</li> <li>• Membership of the Association.</li> <li>• Board Member Expense Policy.</li> <li>• Board Member Recruitment Policy.</li> <li>• Board Member Induction Framework.</li> <li>• Board member Training Policy.</li> <li>• Board Member Review and Development Framework.</li> </ul>

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	The Chair advised the meeting was running close to the 2.5 hours allowed for Board meetings and in compliance with the Rules proposed the meeting continue for a further 30mins to conclude business. Board members agreed unanimously.
<b>Other items for Board Approval/Noting</b>	
<b>22.05.303</b>	<b>Legal Actions Updates</b> DCS presented the updated Legal Action paper noting a number of accounts with arrears now have regular payments being made.  Outcomes: The Board noted the progress with regards to the legal action cases included within the report.
<b>Other items for Board Approval/Noting</b>	
<b>22.05.401</b>	<b>Eildon Enterprise Ltd</b> There was no EEL business reported.
<b>Standard Items</b>	
<b>22.05.501</b>	<b>Disposal of Land/Property</b> There were no disposals of land/property reported.
<b>22.05.502</b>	<b>Payments &amp; Benefits</b> Presented by DCS  Outcomes: The Board noted the granting of two tenancies of close relative of employees.
<b>22.05.503</b>	<b>List of Signings and Use of Seal</b> With no questions on the report the Board members moved to agree the  Outcome: The Board noted the use of Seal for Shareholder Certificate 681.
<b>22.05.504</b>	<b>Guidance Notes</b> There were no Guidance Notes reported.
<b>22.05.505</b>	<b>Membership Applications</b> There were no Membership Applications reported.
<b>22.05.506</b>	<b>AOCB</b>  <b>Observers</b> The Chair asked if the two observers would leave the meeting temporarily, while Board members discussed whether they should be appointed on to the Board. The Board agreed unanimously to both being appointed.  The Chair thanked the observers for their time to attend the meeting and closed the meeting at 8.22pm



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David Alexander, Chair