



**Minutes of the Meeting of the Board  
held on 25 May 2023 at 2pm via Teams**

**PRESENT:**

Lesley Holdsworth	Chair
Robert Fernie	
Angus MacRae	
Isabel McGarvie	
Margaret Moore	
Dougie Peters	
Cath Strachan	

**IN ATTENDANCE:**

Lynne Douglas	Chief Executive
Debbie Collins	Chief Operating Officer
Andrea Paterson	Interim Director of Business Development
Nikki Ritchie	Director of People & OD
Clare Beesley	Governance Manager

**3720. Apologies for Absence**

Apologies for absence were received from Derek Breingan, Brian McLaren, Graeme Russell, Willie Smalley and Tracey Howatt.

**3721. Declarations of Interest**

There were no declarations of interest.

**3722. Strategy & Business Plan**

- (i) Confidential Item: Redacted
- (ii) Confidential Item Redacted
- (iii) Confidential Item: Redacted
- (iv) Confidential Item: Redacted

### 3723. Audit & Risk Committee

(i) Audit & Risk Chair Update

The Chair of the Audit & Risk Committee provided a verbal update and advised that a meeting of the Committee had taken place the previous week. The following areas were discussed:

- Clearing Internal Audit outstanding actions
- Internal Audit Annual Report
- Staff recruitment audit – strong assurance with one recommendation
- Loan Portfolio Annual Return signed off
- Risk Management Annual Report
- Treasury Management Annual Report

The Chief Operating Officer confirmed that outstanding matters in relation to investment with Baillie Gifford and funds on deposit spread across different organisations, would be set out in the Treasury Plan at the meeting in July 2023 following approval of the 5 Year Financial Projections earlier on the agenda.

**The Board noted the Audit & Risk Committee Chair update.**

(ii) Business Assurance Framework

The Board received Report B/4(ii)/MAY/23 from the Chief Operating Officer.

The Chief Operating Officer advised that the framework will reflect the new Strategy and will help to identify and manage risks to deliver the new Strategy. Following Board agreement, it was proposed that work would begin with an external provider and the SMT would work on the risk register and a risk appetite session will be held with Board in July.

**The Board:**

- (i) approved the development of a new Board Assurance Framework to support Bield's new Strategy; and**
- (ii) noted the timescale to develop and implement the new Board Assurance Framework.**

(iii) Loan Portfolio Annual Return

The Board received Report B/4(iii)/MAY/23 from the Chief Operating Officer.

**The Board approved Bield's Loan Portfolio Annual Return for submission to the Scottish Housing Regulator.**

- (iv) Risk Management Annual Report 2022-23  
The Board received Report B/4(iv)/MAY/23 from the Chief Operating Officer. It was noted that, future reports will be presented using the new Board Assurance Framework.

**The Board noted the report.**

- (v) Confidential Item: Redacted

#### **3724. People & Staff Governance Committee**

- (i) People & Staff Governance Committee Chair Update  
The Chair of the People & Staff Governance Committee provided a verbal update. It was noted that queries had been raised, and responded to, in advance of the meeting. The following areas were discussed:

- a noted increase in mental health absences but assurance had been given that measures were in place to reduce this
- a positive Gender Pay Gap report had been provided
- proposed amendments to the Entitlements, Payments & Benefits Policy had been agreed and on the agenda for approval by the Board

**The Board noted the People & Staff Governance Committee Chair update.**

- (ii) Entitlements, Payments & Benefits Policy  
The Board received Report B/5(ii)/MAY/23 from the Director of People & OD.

It was noted that the Policy was last reviewed in October 2022 with changes made primarily in respect of employment of close relatives. The new proposed updates related to the removal of additional layers added by Bield during 2018/19 to bring the Policy back in line with the Scottish Housing Regulator (SHR) requirements and others in the sector.

The Director of People & OD advised that the proposed amendments included the retention of the 2022 updates, delegation of employment of close relatives to the Chief Executive and a return to the SHR standards for gifts. It was noted that any exceptions would be captured and reported.

**The Board approved the amendments to the policy for future use within Bield.**

### 3725. Other Items for Discussion

(i) ARC Return

The Board received Report B/6(i)/MAY/23 from the Chief Operating Officer. It was noted that queries had been raised, and responded to, in advance of the meeting.

**The Board:**

**(i) considered the Annual Return on the Charter (ARC); and**

**(ii) approved the content for submission to the Scottish Housing Regulator.**

(ii) Management Accounts – Outturn 2022–23

The Board received Report B/6(ii)/MAY/23 from the Chief Operating Officer. It was noted that queries had been raised, and responded to, in advance of the meeting.

It was noted that a number of challenges had been faced over the year, including the cost of living crisis. During the year an energy equalisation fund was introduced to support tenants with the energy crisis. Overall, Bield had out performed in respect of the operating surplus. The overall position was impacted from the loss on the investment held with Baillie Gifford which has been partly offset by the sale of the 35 Hopetoun Street Office.

The Chair queried, given the recent announcement in respect of a reduction in gas/utilities, whether this would have any impact. The Chief Operating Officer advised that, if there was any overcharging over the year, this would go into the equalisation fund held for tenants and reduce energy charges the following year.

**The Board noted the financial position at 31 March 2023.**

(iii) Confidential Item: Redacted

### 3726. Governance

(i) Confidential Item: Redacted

(ii) Confidential Item: Company Secretary Report

The Board received Report B/7(ii)/MAY/23 from the Governance Manager.

**The Board:**

**(i) noted the register of legal documents; and**

**(ii) noted the use of Standing Order 10.**

(iii) Declaration of Interest Annual Report 2022-23

The Board received Report B/7(iii)/MAY/23 from the Governance Manager. It was noted that queries had been raised, and responded to, in advance of the meeting.

It was also noted that the report provided the Board with information on any declarations of interest from the Board, Committee, Senior Management Team and senior staff.

**The Board noted the Annual Report on Declarations of Interest.**

**3727. Minutes**

(i) Approval of Minutes and Confidential Minutes

**The Minutes and Confidential Minutes of the meeting held on 23 March 2023, having been previously circulated, were approved and signed by the Chair.**

(ii) Action List

**The Board noted the Action List.**

**3728. Date of Next Meeting – Thursday 27 July 2023**

The next Board meeting will take place on Thursday 27 July 2023 and be held at the Digital Hub in Linlithgow.

**3729. Any Other Business**

(i) Scottish Housing Regulator – Engagement Plan

The Chief Operating Officer advised that Bield had been issued with its new Engagement Plan by the Regulator on 1 April. It was noted that it was a standard plan which did not raise any concerns. The Plan had been uploaded to the Board Teams folder.

(ii) Board Member Mentoring

The Chair advised that they were now mentoring Cath Strachan in a change from the original mentor. Both Dougie Peters and Angus MacRae confirmed that they were satisfied with their mentors.

(iii) Annual Report from the Chair

The Chair advised that they would prepare a report for the July Board meeting which would take into account the recent Board conversation process.

(iv) Committee Membership

The Chair advised that they had undertaken Board conversations with all Board members in respect of their aspirations and contribution to the

Committees. The Chair confirmed that they would be sending an email to all Board members to ensure their skills were matched to a particular Committee, including the new Committee (suggested name Business Development Committee) and to see which, if any, members had any strong desire to sit on the appointment panel for the new Chair. Cath Strachan confirmed that they would be happy to assist with this.

(v) Report Queries

The Chair suggested that, rather than the current way in which queries were raised prior to meetings, that a template be created so that all queries were submitted in the same way. The Chief Operating Officer confirmed that they and the Governance Manager would draft a template.

(vi) Papers Template

The Chair advised that they liked the new style of reports. There was some discussion as to whether the Minutes should have been moved to the end of the agenda or not. The Chief Operating Officer advised that the logic behind this was so that the Board could focus on the Strategy at the beginning of the meeting. It was agreed to keep the Minutes at the end of the agenda for one further meeting before making a decision.

(vii) Confidential Item: Redacted