

**Minutes of the Meeting of the Board of Management  
held on 14 February 2019 at 1.00pm  
79 Hopetoun Street, Edinburgh**

<b>PRESENT:</b>	Mrs S Napier	Chair
	Mrs P Dawson	
	Mr R Fernie	
	Dr L Holdsworth	
	Ms I McGarvie	
	Mrs M Moore	
	Mr G O'Sullivan	
	Mr D Scobie	
	Ms M Sibbald	
	Mr W Smalley	
Ms J Stone	(up to and including Minute 3335(v) only)	
<b>IN ATTENDANCE:</b>	Mr B Logan	Chief Executive
	Mr C Dickson	Director of Care Services/Interim Director of Housing Services
	Mrs N Harcus	Interim Director of HR
	Mr S Smith	Director of Finance & ICT Services
	Ms C Innes	Head of Development
	Ms H Thomson	Assistant Director: Property Services
	Miss C Beesley	Governance & Administration Manager
	Mr J Henderson	Finance Analyst, Arneil Johnston (Minute 3335(ii) only)

**3331. Apologies for Absence**

Apologies for absence were received from Mrs I Deuling.

**3332. Declaration of Interest**

Mr O'Sullivan declared an interest in Minute 3335(i), all staff declared an interest in Minute 3335(i) and Mrs Napier declared an interest in Minute 3344(ii).

**3333. Minutes and Confidential Minutes of the Meeting held on 29 November 2018**

In respect of the confidential Minutes and, in particular, 3323(ii), at the bottom of page 5 of the Minute, a request was made to highlight, within the recommendation, that the Remuneration Committee minutes of the meeting held on 23 October 2018 were to be

amended. It was noted that this had been done. Thereafter, both sets of minutes, having been previously circulated, were approved and signed by the Chair.

### 3334. Business Arising

(i) IIP

A query was raised as to the current position in relation to the IIP assessment which had recently been undertaken. The Interim Director of HR advised that she had received confirmation from the IIP assessor that Bield had achieved a Silver grade. This was seen as positive given the amount of recent and upcoming change within the business and also because the new framework was more rigorous than the last one. An action plan would now be prepared taking forward any feedback from the assessment.

In relation to reference to the 70 staff interviewed, it was queried whether any further information would be provided to the Board. The Interim Director of HR confirmed that a report would come to a future Performance & Audit Committee meeting in this respect.

The Board congratulated staff on this achievement.

(ii) Action List from Previous Meetings

**The Board noted the actions arising from Previous Meetings.**

### 3335. Priority Items

(i) Confidential Item: Report from the Chief Executive

(ii) Confidential Item: Rent and Service Charge Review

(iii) Confidential Item: Rent and Service Charges for 2019-20

The Board received Report BOM/5(iii)/FEB/19 and a report in relation thereto from the Tenant Engagement Officer.

The Director of Care Services/Interim Director of Housing Services advised that, although report was a standard one produced each year, it had been a slightly more difficult process this year due to the rent and service charge review.

**The Board of Management approved the rent and service charge uplifts previously proposed:**

- **An increase in overall rental income of 2.5% which will be built into the revised rents and service charge structure from 1 April 2019**
- **Meals charges – 3.3% increase**
- **Heating and Energy Costs – no increase**
- **Guest room charges – an increase of £1 to both guest room rates, bringing them to £9 for tenants and £13 for all others.**

**The Board of Management also:**

- (i) noted the outcomes of the rent and service charge consultation exercise;
- (ii) noted the comments made by tenants; and
- (iii) approved the proposed uplift in charges – changes taking effect as from 1 April 2019.

(iv) Confidential Item: Care Services Write Offs

(v) Confidential Item: Outcomes from Board & Senior Staff Management Team Away Day – Report from Linda Ewart

**3336. Performance & Audit**

(i) Management Accounts to 31 December 2018

The Board received Report BOM/6(i)/FEB/19 and a report in relation thereto from the Assistant Director of Finance.

The Director of Finance & ICT Services advised that it had been pointed out to him that there was a column hidden from the paper which showed the full year budget. He circulated an updated version at the meeting.

**The Board of Management noted the Management Accounts to 31 December 2018.**

**3337. Remuneration**

Nil

**3338. Governance**

(i) Board Conversation Process 2019

The Board received Report BOM/8(i)/FEB/19 and a report in relation thereto from the Governance & Administration Manager.

In relation to the template for 2019, the following suggestions were proposed:

Succession Planning – add reference to ‘Are you interested in taking on a Chair of Committee role?’

Succession Planning – add reference to ‘Do you wish to continue with membership of the Committee you currently serve on?’

The Governance & Administration Manager confirmed she would pass these comments on to Linda Ewart.

**The Board of Management:**

- (i) **considered and approved the process for conducting Board member conversations for 2019;**
  - (ii) **provided suggested amendments to the Board Conversation template form; and**
  - (iii) **approved the appointment of Linda Ewart, Consultant, to facilitate and support the process.**
- (ii) Governance Short Life Working Group Remit - Revised  
The Board received Report BOM/8(ii)/FEB/19 and a report in relation thereto from the Governance & Administration Manager.

**The Board of Management considered the terms of the paper and approved the revised remit for the Governance Short Life Working Group, in particular, the extension of the Group to September 2019.**

### **3339. Update Reports**

- (i) Confidential Item: Report from the Company Secretary  
The Board received Report BOM/9(i)/FEB/19 and a report in relation thereto from the Governance & Administration Manager.

**The Board:**

- (i) **noted the register of legal documents; and**
  - (ii) **noted the use of Standing Order 10.**
- (ii) Refresh of Asset Management Strategy  
The Board received Report BOM/9(ii)/FEB/19 and a report in relation thereto from the Assistant Director of Property Services and Head of Development.

The Chair highlighted that she felt the report from Docherty Consulting Limited was very useful. She also stressed the importance of the confidentiality of the document.

The Assistant Director of Property Services advised that Docherty had put together a tool for Bield to work with which provided a comparative indicator to assist with setting some strategic plans for highlighted areas. It also identified developments for which options appraisals could be undertaken.

In relation to the definition of NPV, the Assistant Director of Property Services advised that "Net present value is the present value of all future cash flows produced by a rental property less the amount of cash investment required. Net present value (NPV) considers the time value of money and therefore is a popular real estate investing rate of return. It is a tool to allow relative comparison of the developments, in conjunction with the other non-financial findings; desirability, location, staff and tenant survey results, current demand and competition in the area etc"

A query was raised that, if a development was behind schedule in respect of a replacement, whether this would disadvantage them on the list. The Assistant

Director of Property Services advised that the list of developments in the Docherty report was taken at a moment in time and would require to be sense checked by Bield staff.

In relation to Appendix B of the report, it was noted that this list did not correlate very closely to that prepared by Docherty. The Assistant Director of Property Services advised that the Bield list had been prepared with input from housing colleagues so was likely more accurate. She advised that a report should be able to be produced from Keystone when this module was available.

It was felt that the report was excellent but that an element of subjectivity would have to be undertaken in respect of the twelve developments on the list.

**The Board of Management considered the terms of the report and:**

- (i) noted the update on progress of the Asset Management Strategy Plan to date;**
- (ii) noted the refreshed list of 12 priority developments; and**
- (iii) approved the recommendation to progress with further investigation of the refresh list of 12 priority developments.**

### **3340. Policy Review**

(i) ICT Strategy – Revised

The Board received Report BOM/10(i)/FEB/19 and a report in relation thereto from the Assistant Director: ICT Services. The Director of Finance & ICT Services reiterated that the Strategy was a work in progress but that he was looking for comments and feedback with the final version of the Strategy coming to the Board in July.

The Board provided feedback as follows:

- It was felt that the Strategy was presented in a readable way
- Reference was made to Office 365 and 'Cloud' based systems. It was felt that this appeared to be the direction other organisations were moving in so a query as to why Bield were not doing so. The Director of Finance & ICT Services confirmed that Office 365 was currently being tested although, per the Strategy, prices were increasing rapidly that it may be that alternatives would require to be looked at within three years
- A suggestion was made to have more measurable deliverables, with figures attached, detailed within the Strategy
- It was noted that the detail within the Strategy was probably the correct way for Bield to be heading but that customers would have to be taken along too. Communication would be important. The Chief Executive highlighted that tenants' views were sought regarding their internet use, mobile use, access to internet etc, as part of tenant surveys
- A suggestion was made to attach some numbers to the SWOT analysis section

The Chair highlighted that there was due to be a pre-Board session in May looking at technology.

**The Board of Management noted the contents of the paper and provided comments/feedback.**

(ii) Housing Managed Offenders Policy - Revised

The Board received Report BOM/10(ii)/FEB/19 and a report in relation thereto from the Director of Care Services/Interim Director of Housing Services. He advised that the main changes related to legislation in respect of GDPR and changes to Bield's management structure. It was likely that when the new structure was in place, this would have to be looked at again.

A query was raised in respect of applicants who did not disclose any offending behaviour and whether there was any way of receiving this information. The Director of Care Services/Assistant Director of Housing Services advised that such an individual would usually have a local authority Link Officer and it would be their responsibility to inform Bield.

In respect of 7.2, a query was raised in relation to those offenders being highlighted as a possible risk to staff and contractors, and whether they would still be housed despite this warning, as long as training had been put in place. It was suggested that if such a person posed a serious risk, there would be a number of safeguards in place and the Policy was trying to protect the member of staff or contractor as far as possible. The Chief Executive advised that, in law, Bield were quite restricted on what it could do in relation to allocations to offenders.

**The Board of Management approved the revised Housing Managed Offenders Policy.**

(iii) Handling a Serious Complaint Against the Chief Executive/Director - Revised

The Board received Report BOM/10(iii)/FEB/19 and a report in relation thereto from the Interim Director of HR. She advised that this was a scheduled review and in line with Notifiable Events guidance from the Regulator. It should be read in conjunction with Bield's Grievance Policy.

The Interim Director of HR highlighted that there were only two minor amendments to the document suggested. The following feedback was provided:

- A query was raised as to whether the document was robust enough in respect of protection for the complainant. It was noted that this would be cross – referenced with the Whistleblowing Policy which provided such protection
- There was a feeling that there should be some key areas outlined explicitly in the document, rather than just cross-referenced with other policies
- 5.2 – a suggestion was made that the word 'may' at the end of the second line be changed to 'should'. The Chief Executive highlighted that, in certain circumstances, the full Board would not necessarily require to receive all the details of a complaint/grievance
- 5.1 of Appendix 1 – it was felt that it was not clear to whom the Chief Executive could appeal and the make up of any sub-Committee. It was also felt that it was not clear how the matter would be investigated. The complainant may not necessarily be a member of staff so this should also be taken into account. The

Interim Director of HR confirmed that she would amend this section to make it clearer and bring the document back to the Board

**The Board of Management requested the above amendments be made to the policy – Handling a Serious Complaint against the Chief Executive/Director, and be brought back to the Board for approval.**

**3341. Compliance**

Nil

**3342. Reports from Working Groups**

(i) Minutes from the Owners Forum (East) held on 27 November 2018

A query was raised, in respect of page 4, and reference to the Manager at Argyle Court assisting at St Andrews as an interim measure. It was questioned who would be paying for this resource. The Head of Development advised that, due to a number of outstanding items, a more hands-on resource was required. It was proposed to pilot this from now until March 2019 and there was currently no cost attached. Further discussions, could, however, be had with owners if required.

In respect of page 5, and reference to Surecall, it was noted that there was some subjectivity in the minutes as the point of having Surecall is to ensure that, if customers do not answer calls, this will highlight a potential issue. The Chief Executive advised that the Owner Services Manager had tried to make owners aware that if they were taking the service, they would have to answer calls. The Chief Executive confirmed would take these comments back to the Owner Services Manager.

**The Board of Management noted the Minutes of the Owners Forum (East) held on 27 November 2018.**

(ii) Minutes of the Owners Forum (West) held on 29 November 2018

**The Board of Management noted the Minutes of the Owners Forum (West) held on 29 November 2018.**

(iii) Minutes of the Governance Short Life Working Group held on 21 January 2019

It was noted that guidance on self-assessment had been produced by Linda Ewart via SFHA.

**The Board of Management noted the Minutes of the Governance Short Life Working Group held on 21 January 2019.**

**3343. Date of Next Meeting – Thursday 21 March 2019, Edinburgh**

The date of the next meeting was confirmed as Thursday 21 March 2019, Edinburgh.

All staff left the meeting at this point.

**3344. Any Other Business**

- (i) Confidential Item: Appraisal of Chief Executive (verbal update)
- (ii) Confidential Item: Options Appraisal/CEO Succession