

**Minutes of the Meeting of the Board of Management  
held on 15 February 2018 at 11.45am  
79 Hopetoun Street, Edinburgh**

<b>PRESENT:</b>	Mrs S Napier	Chair
	Mr H Carr	
	Mrs P Dawson	
	Mr R Fernie	
	Dr L Holdsworth	
	Ms I McGarvie	
	Mr G O'Sullivan	
	Mr D Scobie	
Mr W Smalley		
<b>IN ATTENDANCE:</b>	Mr B Logan	Chief Executive
	Mr C Dickson	Director of Care Services/Interim Director of Housing Services
	Mr S Dow	Director of Asset Management
	Mrs N Harcus	Interim Director of HR
	Mr S Smith	Director of Finance & ICT Services
	Miss C Beesley	Governance & Administration Manager
	Ms J Dunlop	Assistant Director of Finance (Minute 3235(i) only)

**3230. Apologies for Absence**

Apologies for absence were received from Mrs I Deuling and Ms M Sibbald. It was noted that the Partnership Forum member, Ms Margaret Campbell, who was due to attend as an observer with a view to potentially joining the Board, was unable to attend the meeting due to ill health.

**3231. Declaration of Interest**

The Chief Executive declared an interest in Minute 3234(v) and advised that he would leave the meeting for this item.

**3232. Minutes of the Meeting held on 23 November 2017  
Confidential Minutes of the Meeting held on 23 November 2017**

Both sets of minutes, having been previously circulated, were approved and signed by the Chair.

### 3233. Business Arising

(i) Action List from meeting of 23 November 2017

It was noted that most actions had been undertaken or events had overtaken matters since the last Board meeting.

### 3234. Priority Items

(i) Confidential Item: Report from the Chief Executive

The Board received Report BOM/5(i)/FEB/18 and a report in relation thereto from the Chief Executive. The following areas were discussed:

Page 4 – Review of Rent & Service Charge Policy – it was noted that this was on track based on the revised timescales. A report would be available in the next couple of months with consultation commencing in the second part of the year. Implementation of the revised Policy would be from 1 April 2019. It was proposed that the standard annual rent consultation process take place at the same time in order to avoid duplication of work.

Page 4 – Asset Management Strategy – in the second paragraph, it was noted that the Servicing and Inspection module within the new Keystone system had an incorrect go live date of January. However the correct date should be April 2018.

Page 5 – Joint Working – in respect of the event due to take place at the Scottish Parliament on 22 February to launch the Scottish Ethnic Minority Older People's Forum, it was noted that the Chair and Mr Scobie would also be attending.

Page 7 – SHR – Regulation Plan – it was noted that the meeting with the Regulator on 12 February had been constructive and focussed mainly on Care and Business Transformation. There was also discussion around various consents required in respect of the transfers of the four care homes. A note of the meeting and the Regulation Plan, once available would be circulated.

Page 8 – Board Agenda – March 2018 – in respect of the Review of KPIs, it was noted that discussions had taken place between the Chair of the Performance & Audit Committee and staff and it was proposed to approach this slightly differently. It was planned to have a pre-Committee session at the Performance & Audit Committee meeting on 21 June to discuss KPIs in more detail. Board members who were not on the Committee would be invited to attend.

Page 8 – Board Agenda – March 2018 – it was agreed that the pre-Board session in March should cover Long Term Financial Projections and Whitehill Court, Kirkintilloch.

In addition to the items highlighted in the paper, the Chief Executive advised that there had been a Notifiable Event relating to the use of nitric acid at one of the developments by a tenant cleaning some tools. This had resulted in emergency services being called and tenants being evacuated to the lounge. There had been

some media coverage although none mentioned Bield specifically. This had been reported to the Regulator who had closed the event. The Chief Executive advised that a reminder to tenants could be added to the Bulletin in respect of having certain potentially dangerous items within properties.

**The Board of Management:**

- (i) noted the update report from the Chief Executive;**
- (ii) approved the extension of the PR/media handling contract with Holyrood PR for one year to 31 March 2019.**

(ii) Confidential Item: Business Transformation Update

(iii) Confidential Item: Rent and Service Charges for 2018-19

The Board received Report BOM/5(iii)/FEB/18 and a report in relation thereto from the Housing Performance Manager. The Interim Director of Housing Services advised that there had been an increase in returned questionnaires on previous years with a total of 750 out of 4,247 which represented a 17.7% response rate. This was a very strong return rate in comparison to similar-sized organisations.

It was noted that satisfaction figures were down in respect of the proposed rent, service charge and board increases. It was difficult to know the reasons for this dissatisfaction. There was some surprise that there was not more satisfaction in respect of the guest room charges freeze.

A query was raised as to the geographical spread in relation to comments made. The Interim Director of Housing advised that he did not have this information to hand but confirmed that he could find out.

In respect of some of the comments from tenants quoted within the report, it was noted that some felt that their views would not be taken into account and that decisions had already been made. A query was raised as to whether a decision had ever been reversed following comments from tenants during the consultation process. The Chief Executive advised that, to his knowledge, this had not happened. However, the process was a consultation and if the vast majority of tenants thought that the increase in charges was unfair, the Board may feel duty bound to change this. Feedback from tenants, however, was generally good with high levels of satisfaction and therefore this had never been required.

Mr Smalley, as Chair of the Partnership Forum, confirmed that, although some tenants may not be happy with the increase, they appreciate the current situation in respect of the financial position. However, some were querying whether they 'were next' in respect of business change/closures.

It was noted, in respect of information and communications available to tenants regarding their rents, that this would be looked at as part of the rent and service

charge review with a view to providing more detailed information to tenants as to what was covered in their charges. In respect of the comments made by tenants as part of the consultation process, the Chief Executive confirmed that some of the more common themes are usually picked out and responded to via the Bulletin.

The Chief Executive advised that, in respect of average rents across Bield's peers, this was 3.1% with the majority between 2.5% and 4%. The highest in the group was 5.6%. Therefore, Bield, at a proposed 3% increase, was around average.

A query was raised as to whether information was provided in the Bulletin to tenants to advise them that the Board takes decisions on a paper which includes specific comments from them. The Chief Executive advised that there was not this level of detail but that this could be considered.

**The Board:**

- (i) approved the uplift in charges previously proposed with effect from 1 April 2018:**
  - **Rent – 3%**
  - **Service charges – no more than 3%**
  - **Board charges – 4%**
  - **Heating and Energy Costs – no increase**
  - **Guest room charges – no increase – to remain at £8 per night for tenants and £12 per night for others**
  
- (ii) noted the outcomes of the rent and service charge consultation exercise;**
- (iii) noted the comments made by tenants;**
  
- (iv) Confidential Item: Outcomes from Board Away Day – report from Linda Ewart**  
The Board received Report BOM/5(iv)/FEB/18 and a report in relation thereto from the Chief Executive.

The Board agreed that the report from Linda Ewart was excellent and covered fully the conversations which had occurred at the Away Day. It was noted that it was likely that work on the areas highlighted in the report would begin in the second half of 2018/19 and would form part of the over-arching self-assessment review. The SFHA had produced a draft Model on this with any comments due back to them by 21 February. Board conversations were due to take place in March/April with a report coming to the Board in July.

It was noted that there was an SHR regulatory review taking place with annual assurances likely to be introduced in 2019.

The Board noted that the proposed co-optee to the Board, proposed by the Partnership Forum, had not made the Board meeting as an observer. Contact would be made with her to take this forward.

**The Board of Management:**

- (i) discussed and noted the report from Linda Ewart on the outcomes of the Board Away Day;**
- (ii) approved the priorities noted for progress in 2018; and**
- (iii) noted the progress in co-opting a member of the Partnership Forum to the Board of Management.**

The Chief Executive left the meeting.

- (v) Confidential Item: Disposal of Munro Court

The Chief Executive re-joined the meeting.

**3235. Performance & Audit**

- (i) Management Accounts for period to 31 December 2017

The Board received Report BOM/6(i)/FEB/18 and a report in relation thereto from the Assistant Director of Finance. She confirmed that there were no significant changes from the previous Management Accounts. Impairment for care had been included as had a projection of £400K for redundancy costs for Phase 1 of Business Transformation.

**The Board noted the draft Management Accounts to 31 December 2017.**

**3236. Remuneration**

- (i) Draft Minutes of the Remuneration Committee held on 7 December 2017

It was noted that some Board members had attended a session on 'Pensions' with an external body which had proved very informative and useful. There were big issues to come in relation of pensions and a paper would be presented to the next Remuneration Committee in this respect.

**The Board noted the Draft Minutes of the Remuneration Committee held on 7 December 2017.**

### 3237. Governance

(i) Board Conversation Process 2018

The Board received Report BOM/8(i)/FEB/18 and a report in relation thereto from the Governance & Administration Manager. She confirmed that dates had already been provisionally set for conversations to take place in March with all Board members. The process would conclude with the Chair having her Conversation with the Vice Chairs.

**The Board of Management:**

- (i) considered and approved the process for conducting Board member conversations for 2018;**
- (ii) agreed no amendments were required to the Board Conversation template;**
- (iii) approved the appointment of Linda Ewart, Consultant to facilitate and support the process.**

(ii) Board Learning and Development Plan

The Board received Report BOM/8(ii)/FEB/18 and a report in relation thereto from the Governance & Administration Manager. She advised that, on page 4 of the report, some highlighting was missing from the paper. This related to those areas which had already been discussed at either a pre-Board session, Away Day or by alternative means. These were: Tenant Participation & Engagement, small scale development visits, Pensions, Asset Management, Governance and the work of BR24.

Following discussion, it was suggested that 'Financing of Housing Associations – HAG and how the sector is financed' be added to the list as a priority. It was also agreed that the following areas would be the preferred priorities:

- Voids
- External Environment and its impact on Bield
- Pensions
- ONS re-classification
- Role of Bield's Regulators

**The Board of Management:**

- (i) noted the learning and development approach taken to date;**
- (ii) approved the priority areas for L&D in 2018-19, subject to any additions emerging through the Board Conversations for 2018;**
- (iii) approved the next steps in developing a new Board Learning & Development Plan**

### 3238. Update Reports

(i) Confidential Item: Report from the Company Secretary

The Board received Report BOM/9(i)/FEB/18 and a report in relation thereto from the Governance & Administration Manager.

**The Board of Management:**

- (i) noted the register of legal documents;**
- (ii) noted the use of Standing Order 10; and**
- (iii) noted the applications for employment from relatives of staff members.**

(ii) Fire Safety – Update of Programme of Works

The Board received Report BOM/9(ii)/FEB/18 and a report in relation thereto from the Director of Asset Management. He advised that previous discussions had taken place at the Board in respect of fire safety with some concern raised regarding progress in this area. It was noted that there was still some work to go but that things were progressing well. There was a plan in place to undertake visual inspections at relevant developments.

A query was raised as to whether £200K was sufficient budget to undertake the works required. The Director of Asset Management advised that it was difficult to know exactly how much works would cost but reassured the Board that any urgent or high risk work had and would continue to be undertaken regardless. He also confirmed that he felt there was sufficient resources within the Property team to undertake the work required.

The Board was content with the report and looked forward to seeing an update in due course.

**The Board noted the progress made in relation to the remaining, outstanding, property actions from our Fire Risk Assessments (FRA).**

### 3239. Policy Review

(i) Alcohol and Drugs Policy - revised

The Board received Report BOM/10(i)/FEB/18 and a report in relation thereto from the Interim Director of HR. It was noted that a Policy and procedures were now separate documents and therefore the Board was only being presented with the Policy Statement.

**The Board approved the Alcohol and Drugs Policy Statement.**

(ii) Annual Leave Policy – revised

The Board received Report BOM/10(ii)/FEB/18 and a report in relation thereto from the Interim Director of HR. She advised that some changes had been made to the Policy in relation to annual leave entitlements for new employees and amendments due to legislative changes.

**The Board approved the Annual Leave Policy.**

(iii) Communication and Engagement Strategy

The Board received Report BOM/10(iii)/FEB/18 and a report in relation thereto from the Communication & Marketing Manager. The Interim Director of HR confirmed that there would also be an action plan and videos released to support the Strategy. Work was being undertaken with Holyrood PR in respect of the Strategy with supporting plans in the background.

Discussion followed in respect of the Strategy as to whether more information was required in respect of context, challenges, relationship to other strategies and the relationship with Holyrood. It was also queried whether more embryonic KPIs should be included with targets and outcomes. However, it was argued that the Board had previously requested less KPIs but that this area was being looked at in June at the Performance & Audit Committee and could possibly be picked up thereafter.

It was agreed to keep the Strategy high level but to add reference to the KPIs and to report on any problem areas within the Chief Executive's report. The Board did not require the amended Strategy to come back to them for approval. A round-up report was presented at the year-end which included statistics on marketing and survey activity and whether these were successful or not. It was also suggested that PIs and KPIs required to be looked at in more detail but that this was not a priority at the moment.

The Chief Executive confirmed that the Board could, at any time, question what was being done within the Strategy to ensure progress was being made. There was also the opportunity of requesting an internal audit on this area if it was felt necessary.

**The Board approved the Communications and Engagement Strategy, subject to the amendments discussed.**

(iv) Policy Review Schedule

The Board received Report BOM/10(iv)/FEB/18 and a report in relation thereto from the Chief Executive. He highlighted a couple of areas in the schedule as follows:

Development Strategy – in the past this was reviewed every 3 years. This has now been amended to 5 years in line with other documents.

People Strategy – would be presented in 2018 but had been delayed due to the Business Transformation work.

**The Board of Management noted the Policy Review Schedule for business critical policies.**

**3240. Compliance**

No items to report.

**3241. Reports from Working Groups**

(i) Minutes of the Owners' Forum East held on 28 November 2017

The Director of Asset Management advised that there were now two Owners' Forum meetings – one for the East and one for the West. The first meetings appeared to have been successful so this arrangement would continue. Discussions were taking place as to whether the Forums required to have one Chair/Vice-Chair covering both Forums or two separate Chairs/Vice-Chairs. There was also some clarity required around how many representatives from each area should be attending the meetings.

It was noted that, previously, Owners were given the opportunity to meet without staff being present. At the meeting on 28 November, the Owners decided that this was no longer necessary.

**The Board noted the Minutes of the Owners' Forum East held on 28 November 2017.**

(ii) Minutes of the Owners' Forum West held on 30 November 2017

**The Board noted the Minutes of the Owners' Forum West held on 30 November 2017.**

(iii) Confidential Minutes of the Short Life Working Group – Business Transformation held on 11 December 2017

**The Board noted the Confidential Minutes of the Short Life Working Group – Business Transformation held on 11 December 2017 and that the next meeting date had been changed to 9 April 2018.**

**3242. Date of Next Meeting – Thursday 22 March 2018, Edinburgh Office**

The date of the next meeting was confirmed as Thursday 22 March 2018, 79 Hopetoun Street, Edinburgh.

**3243. Any Other Business**

(i) Email from OSCR

The Chair advised that she had received an email from OSCR, in the wake of the recent issues at Oxfam, advising that all charities require to have processes in place to look after their staff and service users. The Chief Executive advised that there was no over-arching Policy in this respect but that relevant staff required to go through PVG checks and there was also a Whistleblowing Policy in place. However, he confirmed that he would look into this to ensure Bield were complying and, if necessary, he would bring a report to the Board in due course.