

**Minutes of the Meeting of the Board of Management
held on 21 March 2019 at 1.00pm
79 Hopetoun Street, Edinburgh**

PRESENT:	Susan Napier	Chair
	Pat Dawson	
	Robert Fernie	
	Lesley Holdsworth	
	Isabel McGarvie	
	Margaret Moore	
	Gerry O’Sullivan	
	David Scobie	
	William Smalley	
IN ATTENDANCE:	Brian Logan	Chief Executive
	Charlie Dickson	Director of Care Services/Interim Director of Housing Services
	Nicola Harcus	Interim Director of HR
	Scott Smith	Director of Finance & ICT Services
	Caryn Innes	Head of Development
	Heather Thomson	Assistant Director: Property Services
	Andrew Strickland	Business Improvement Manager
	Clare Beesley	Governance & Administration Manager

3345. Apologies for Absence

Apologies for absence were received from Ingrid Deuling, Moira Sibbald and Janette Stone.

3346. Declaration of Interest

All staff declared an interest in Minutes 3351(i) and 3351(ii).

3347. Minutes

- (i) Minutes of the Meeting held on 14 February 2019
The Minutes of the meeting held on 14 February 2019, having been previously circulated, were approved and signed by the Chair.

- (ii) Confidential Minutes of the Meeting held on 14 February 2019

The Confidential Minutes of the meeting held on 14 February 2019, having been previously circulated, were approved and signed by the Chair.

- (iii) Confidential Minutes (B) of the Meeting held on 14 February 2019
The Confidential Minutes (B) of the meeting held on 14 February 2019, having been previously circulated, were approved and signed by the Chair.
- (iv) Confidential Pre-Board Session Notes – Succession Arrangements for CEO & Options Appraisal
The Board noted the Confidential Pre-Board Session notes in relation to succession arrangements for the CEO and options appraisal.
- (v) Confidential Pre-Board Session Notes – Budget 2019-20
The Board noted the Confidential Pre-Board Session notes in relation to the Budget 2019-20.

3348. Business Arising

- (i) Action List from Previous Meetings
The Board noted the actions arising from previous meetings.
- (ii) Minute 3340(iii) – Handling a Serious Complaint Against the Chief Executive/Director
The Board received Report BOM/4(ii)/MAR/19 and a report in relation thereto from the Interim Director of HR. She advised that the document had been brought back to the Board following some suggested comments from the previous meeting. It was noted that the process for handling a complaint against the Chief Executive was supported by existing policies which were already in place. Therefore, reference to these documents had been made within the revised guidance. A request was made for a review date of every three years be added to the document in line with other policies.

The Board approved the guidance ‘Handling a Serious Complaint Against the Chief Executive’.

3349. Priority Items

- (i) Confidential Item: Report from the Chief Executive
- (ii) Confidential Item: Business Strategy 2019 - Update
- (iii) Property Management & Programme of Works 2019-20
The Board received Report BOM/5(iii)/MAR/19 and a report in relation thereto from the Assistant Director: Property Services and Property Operations Manager.

It was noted that planned works made up a significant value within the overall budget. There would be large spend in the year in relation to the new requirements to install smoke and heat detectors. The Assistant Director: Property Services

advised that there may be further regulatory requirements in relation to sprinkler systems. There may also be changes to the current definition of 'high rise' properties as well as the introduction of 'ESSH 2'. There may also be some costs associated with metered systems and retrospective meter reading.

The Chief Executive advised that the Assistant Director: Property Services had previously undertaken some work to analyse the relationship between spend levels on day-to-day reactive maintenance costs and planned maintenance and this could be circulated if required.

The Board considered the terms of the report and approved the proposed Property Management Budget and Programme of Works for 2019-20 subject to the consideration of the overall budget by the Board of Management.

(iv) Staffing Establishment 2019-20

The Board received Report BOM/5(iv)/MAR/19 and a report in relation thereto from the Interim Director of HR.

The Board of Management considered the information in the report and approved the proposed Office staffing budget subject to the consideration and approval of Bield's overall budget for 2019-20.

(v) Confidential Item: Annual Budget 2019-20 – Final

The Board received Report BOM/5(v)/MAR/19 and a report in relation thereto from the Director of Finance & ICT Services. This report followed a presentation at a pre-Board session from the Director of Finance & ICT Services.

The Board:

- (i) approved the Annual Budget for the year to 31 March 2020;**
- (ii) approved the payment of a £1,000 charitable donation to the Lintel Trust in respect of their older people's project; and**
- (iii) approved the funding of up to £1m cash shortfall by either (in order of priority/action):**
 - utilising the proceeds from the sale of block 4 at The Walled Gardens, St Andrews;**
 - utilising (should Scottish Government agreement allow) and subsequently replacing the care home sale proceeds held with the Clydesdale Bank; or**
 - selling investments.**

(vi) Confidential Item: BR24/Hub Update

(vii) Confidential Item: Disposal of Thornton Gardens, Bonnybridge

(i) Key Performance Indicators Q3 (October-December 2018)

The Board received Report BOM/6(i)/MAR/19 and a report in relation thereto from the Business Improvement Manager.

A query was raised in relation to the appointment of a Bield at Home Co-ordinator and the Director of Care Services/Interim Director of Housing Services confirmed that an appointment of an internal applicant had been made.

In relation to Indicator 19, it was welcomed that there had been an increase in volunteers and it was noted that a lot of work had been undertaken in this respect.

The Board of Management agreed that the aspects of Bield's performance in need of monitoring and improvement were as highlighted in the Performance Summary attached to the report.

(ii) Business Strategy Priority Tasks Progress Report – February 2019

The Board received Report BOM/6(ii)/MAR/19 and a report in relation thereto from the Business Improvement Manager.

The Board noted the progress of the priority tasks.

(iii) Draft Minutes of the Performance & Audit Committee meeting held on 28 February 2019

The Chair of the Performance & Audit Committee advised that there had been a robust discussion at the Committee meeting as to whether the Internal Audit Plan for 2019/20 was sufficient, which it was agreed it was. Congratulations was given to staff for achieving the EFQM accreditation.

The Board noted the draft Minutes of the Performance & Audit Committee meeting held on 28 February 2019.

(iv) Draft Confidential Minutes of the Performance & Audit Committee meeting held on 28 February 2019

The Board noted the draft Confidential Minutes of the Performance & Audit Committee meeting held on 28 February 2019.

3351. Remuneration

(i) Draft Confidential Minutes of the Remuneration Committee meeting held on 21 February 2019

(ii) Confidential Item: Pensions Review

The Board received Report BOM/7(ii)/MAR/19 and a report in relation thereto from the Acting Chair, Remuneration Committee.

The Board:

(i) noted the feedback from the pension consultation;

- (ii) approved that the CARE 80ths defined benefit offering is open to new members until 31 March 2020, closed to new members thereafter with employer contributions of 6% (incl. 0.9% admin costs) and employee contributions of 11.6% to 31 March 2020, 12.7% thereafter; and
- (iii) approved that the CARE 120ths defined benefit offering is open to new members until 31 March 2020, closed to new members thereafter with employer contributions of 6% (incl. 0.9% admin costs) and employee contributions of 6.2% to 31 March 2020, 7.3% thereafter.

3352. Governance

Nil

3353. Update Reports

(i) Confidential Item: Report from the Company Secretary

The Board received Report BOM/9(i)/MAR/19 and a report in relation thereto from the Governance & Administration Manager.

The Board noted the register of legal documents.

(ii) Fire Safety Progress Update

The Board received Report BOM/9(ii)/MAR/19 and a report in relation thereto from the Reactive Maintenance Manager.

The Assistant Director: Property Services advised that Bield's programme still met with necessary requirements with the exception of a couple of areas which had been added into the report.

The Board was pleased with the continuing focus on fire safety.

The Board noted the progress made in relation to the remaining and outstanding property actions from Bield's Fire Risk Assessments (FRA).

(iii) Investors in People Outcome and Action Plan

The Board received Report BOM/9(iii)/MAR/19 and a report in relation thereto from the Interim Director of HR. She confirmed that many of the actions highlighted in the report from IIP were already part of actions within Bield moving forward.

The Interim Director of HR confirmed that the actions coming out of the staff surveys would be taken forward.

It was highlighted that for Bield to receive 'Silver' in the current climate, and on the back of a new framework, was very good.

A query was raised as to whether staff were surprised or pleased with certain areas within the report. The Chief Executive confirmed that he would have liked to have

received 'Gold'. He expressed some disappointment in respect of the comments relating to leadership and some of this related to the lack of visibility of the SMT. The Chief Executive felt that this could be difficult when in the middle of a change process but he acknowledged that more time was required to enable the SMT to get out and about more to developments. He did feel, however, that 'Silver' was a good result given all that was currently ongoing within the organisation and the change in the IIP assessment framework.

The Interim Director of HR advised that there had been more positive feedback from development based staff who had already been through the change process. It was suggested that there may be an element of misunderstanding as to what leadership was and that this interpretation may be different from one person to the next. The Interim Director of HR advised that the questions asked to staff were provided by IIP and therefore could not be amended.

The Chief Executive advised that a meeting had taken place with a company called Brand Insiders who assisted organisations with communication and developing an 'employee brand'. This had not been taken forward at this time but could be looked at again in a few months' time as this could help regain trust and encourage engagement with staff.

It was agreed that it was easy to focus on the negatives from the report but the Board expressed their satisfaction with the comments in relation to values which they found to be very encouraging. The Chief Executive advised that work would be undertaken going forward to deal with development of talent management, succession planning and a leadership programme. It was suggested that some of this could be highlighted in the Business Strategy.

It was suggested that staff be given an opportunity to view the outcome of the IIP report and the Chief Executive confirmed that a summary could be placed on Grapevine.

The Board congratulated all staff involved in the IIP process.

The Board noted the contents of the Investors in People Report and the award of a SILVER accreditation.

(iv) Marketing Strategy – Annual Update

The Board received Report BOM/9(iv)/MAR/19 and a report in relation thereto from the Interim Director of HR.

The Board noted the annual progress of the Marketing Strategy during 2018/19 and approved the broad priorities for 2019/20.

3354. Policy Review

(i) Rent Policy - Revised

The Board received Report BOM/10(i)/MAR/19 and a report in relation thereto from the Director of Care Services/Interim Director of Housing Services.

It was noted that there were some amendments to be made to the Policy in respect of RPI being changed to CPI together with some typos requiring to be amended. It was also requested that information relating to charges be made clearer e.g. whether they are weekly or monthly charges.

The Board approved the contents of the new Rent Policy, subject to the changes discussed.

3355. Compliance

Nil

3356. Reports from Working Groups

(i) Minutes from the Partnership Forum held on 5 February 2019

The Board of Management noted the Minutes of the Partnership Forum held on 5 February 2019.

3357. Date of Next Meeting – Thursday 23 May 2019, Glasgow

The date of the next meeting was confirmed as Thursday 23 May 2019, Glasgow.

3358. Any Other Business

(i) Interim Director of HR

The Chair wished to congratulate and thank the Interim Director of HR for all her work at Bield over the years. The Board wished her well in her new role.

All staff left the meeting at this point, with the exception of the Chief Executive and Governance & Administration Manager.

(ii) Confidential Item: CEO Succession – Update

(iii) Confidential Item: Staffing Report