

**Minutes of the Meeting of the Board of Management
held on 22 March 2018 at 1.30pm
79 Hopetoun Street, Edinburgh**

PRESENT:	Dr L Holdsworth Mrs P Dawson Mrs I Deuling Mr R Fernie Ms I McGarvie Mr G O'Sullivan Mr D Scobie Ms M Sibbald Mr W Smalley	Acting Chair
IN ATTENDANCE:	Mr B Logan Mr C Dickson Mr S Dow Mrs N Harcus Mr S Smith Miss C Beesley Ms M Goldie Ms M Shepherd Miss J Fowler	Chief Executive Director of Care Services/Interim Director of Housing Services Director of Asset Management Interim Director of HR Director of Finance & ICT Services Governance & Administration Manager Assistant Director: Care Services (Minutes 3248(ii) and (iii) only) Procurement Manager (Minute 3253(ii) only) Observer, Tenant and Member of Partnership Forum

3244. Apologies for Absence

Apologies for absence were received from Mrs S Napier.

The Acting Chair advised the Board that Mr H Carr had tendered his resignation from the Board and Remuneration Committee due to other work commitments. Mr Carr had been a member of the Board since 2014 and had, until recently, been Chair of the Remuneration Committee. He was thanked for his contribution to Bield.

The Acting Chair welcomed Ms Fowler to the meeting as an observer. She was attending as a member of the Partnership Forum with a view to potentially joining the Board.

3245. Declaration of Interest

The Chief Executive declared an interest in Minute 3255(i) and advised that he would leave the meeting for this item.

**3246. Minutes of the Meeting held on 15 February 2018
Confidential Minutes of the Meeting held on 15 February 2018**

In respect of Minute 3243(i) – Email from OSCR, it was suggested that the word ‘Safeguarding’ be added in front of the word ‘Policy’ on the fourth line of the Minute. Thereafter, both sets of minutes, having been previously circulated, were approved and signed by the Acting Chair.

3247. Business Arising

(i) Action List from meeting of 15 February 2018

The following areas were highlighted:

Minute 3234(i) – Confidential Item: Report from the Chief Executive – the Chief Executive advised that the draft Regulation Plan had been received from the Regulator the previous day. Comments were due to be provided to the Regulator by Friday 23 March and the final version of the Regulation Plan would be circulated to the Board in due course. It was noted that the Plan would be available on the Regulator’s website on 29 March.

Minute 3234(iv) – Confidential Item: Outcomes from Board Away Day – this action was now complete with the attendance at the Board meeting of Ms Fowler.

It was suggested to include an additional action in the list relating to Minute 3238(ii) – Fire Safety – Update of Programme of Works and reference to the Board receiving an update in due course.

3248. Priority Items

(i) Confidential Item: Report from the Chief Executive

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

Page 5 – Policy Development – clarification was sought from a Board member in respect of the Lobbying (Scotland) Act 2016 and whether this affected the Board. It was confirmed that, as Bield’s Board members were unpaid, the Act did not apply to them.

Page 10 – Board Agenda – May 2018 – A suggestion was made by Mr O’Sullivan that he add his SFHA Update Report to the agenda for the next Board meeting.

The Board of Management:

- (i) noted the update report from the Chief Executive; and**
- (ii) noted the use of delegated authority.**

(ii) Confidential Item: Business Transformation Update

(iii) Confidential Item: Bield at Home Business Case

(iv) Property Management and Programme of Works 2018-19

The Board received Report BOM/5(iv)/MAR/18 and a report in relation thereto from the Director of Asset Management.

It was noted that there were 37 overdue external decoration projects programmed into the 2018-19 year. Following a query raised, the Director of Asset Management confirmed that all works relating to health and safety would be undertaken as priority areas and therefore there would be no compromises in this respect.

A request was made for further information to be made available in respect of the day to day maintenance costs. It was suggested that the last 10 years be looked at in order to compare costs. The Chief Executive advised that information on a cost per unit basis to remove the variations in unit numbers from year to year. It was noted that the figures may not give the full picture as it may be that more requests for repairs were made in some years than others.

The Board of Management considered the terms of the report and approved the proposed Property Management Budget and Programme of Works for 2018/19, subject to the consideration of the overall budget by the Board of Management and taking into account the request for further information above.

(v) Staffing Establishment 2018-19

The Board received Report BOM/5(v)/MAR/18 and a report in relation thereto from the Interim Director of HR. She advised that there had been an overall reduction in posts and these were reviewed as they became vacant.

In respect of the 5.2 FTE temporary posts, the Director of Care Services confirmed that some of these related to care staff and would continue up to the end of June when the posts would no longer be required. The Interim Director of HR advised that she would check what the other posts related to. She also provided reassurance to the Board that temporary staff were not covering removed posts.

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 2018-19.

(vi) Confidential Item: Annual Budget 2018-19 – Final

The Board received Report BOM/5(vi)/MAR/18 and a report in relation thereto from the Director of Finance & ICT Services. It was noted that the Budget had been prepared following approval of the Budget Strategy by the Board in November 2017.

A query was raised in respect of the £284K budget for the Housing Management System and whether it was expected that this would be the actual cost. The Director of Finance & ICT Services confirmed that this was the expected cost for 2018/19 but the overall cost would be more. As an estimate, he advised that the cost would be around £500K-£600K in total.

The Board thanked the Director of Finance & ICT Services and his team for the work involved in producing the Budget.

The Board of Management:

- (i) approved the Annual Budget for the year to 31 March 2019; and**
- (ii) approved the payment of a £1,000 charitable donation to the Lintel Trust in respect of their older people's project.**

3249. Performance & Audit

(i) Confidential Item: Key Performance Indicators Q3 (October-December 2017)

The Board received Report BOM/6(i)/MAR/18 and a report in relation thereto from the Business Improvement Manager. The Interim Director of HR advised that the report had previously been presented to the Performance & Audit Committee.

It was highlighted that there had been a further reduction in voids which was welcomed and staff were congratulated on this achievement. It was noted that there was to be a pre-Committee session at the Performance & Audit Committee meeting due to take place in June where KPIs would be reviewed. This session would be opened up to all Board members for attendance.

A request was made for more detailed information to be provided to the Board for those members not on the Committee. For example, an explanation as to why certain properties had been empty for a considerable length of time; more information on staffing at BR24 and difficult to fill posts. This would be picked up at the session in June.

The Chief Executive suggested that the areas being queried were operational but that in any event, further, more detailed information, was available on Grapevine and therefore any Board members could look there for more detail. Thereafter, if

any queries were raised, these could be taken up with the relevant staff or Chair of the Performance & Audit Committee.

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 while noting that this would be looked at in more detail at a pre-Committee session in June.

(ii) Business Strategy Tasks Q3 (October-December 2017)

The Board received Report BOM/6(ii)/MAR/18 and a report in relation thereto from the Business Improvement Manager. The Interim Director of HR advised that the report had previously been presented to the Performance & Audit Committee.

The Board of Management noted the current update for the Quarter 3, 1 October-31 December 2017.

(iii) Performance & Audit Committee Meeting held on 16 March 2018 – Verbal Update

The Chair of the Performance & Audit Committee provided a verbal update to the Board in relation to the Committee meeting held on 16 March 2018. It was noted that this meeting replaced the cancelled meeting of 1 March 2018, due to the extreme weather conditions.

He highlighted the areas discussed at the Committee meeting as follows:

- External Audit Plan 2017/18 discussed with no major changes highlighted and no areas for concern
- Three internal audit reports had been presented: Data Protection, IT Security and Follow Up Review
- Audit Plan for 2018/19 was in accordance with the three year plan
- Risk Register took account of all the issues the Committee wished to look at. A suggestion was made to add a mitigating factor to the register in respect of PwC looking at pensions
- Some concern in respect of the sales at St Andrews and an issue brought to light in respect of incorrect rents being charged. A report would be presented to the Board in May
- Noted that Fleming Place had reached practical completion.

The Board noted the verbal update in respect of the Performance & Audit Committee meeting held on 16 March 2018.

3250. Remuneration

(i) Remuneration Committee meeting held on 15 March – Verbal Update

The Chair of the Remuneration Committee provided a verbal update to the Board in relation to the Remuneration Committee meeting held on 15 March 2018.

She highlighted the areas discussed at the Committee meeting as follows:

- Mr H Carr had tendered his resignation
- Following a tender exercise, PwC had been appointed pension advisors to take forward the next evaluation process. Staff were not present at this part of the meeting and a note had been taken by a Committee member which would be added to the full minute in due course
- Pensions training had been organised for Board members who wish to attend
- The Committee was looking for a possible co-option to the Committee of someone with HR experience. It was hoped this could be done following the Board conversation process had concluded and this could be formalised at the next Board meeting in May
- There was expressed a desire from Committee members to look again at the Committee remit. It was noted that this had been put on hold after discussions, most recently, at the Board Away Day in November 2017. However, the Committee now wished to look at this again. It was felt that the Committee had the remit to scrutinise pensions but they would also wish to be able to apply similar scrutiny to encompass staff governance. The Chief Executive advised that staff did not support reviewing the remits at this time and it remained their view to put this on hold pending further work on governance self-assessment in the latter part of 2018/19. He also felt that it was for the Board to review staff governance arrangements associated with the People Strategy rather than the Committee. It was argued, by the members of the Committee, that with so much else going on, this area required to be looked at in order to reduce any risks. The Chief Executive advised that he felt this was the role of the Short Life Working Group. It was agreed that the members of the Remuneration Committee would go and reflect on the discussion but would look to holding off reviewing the remit until, as suggested, the latter part of 2018/19.

The Board noted the verbal update in respect of the Remuneration Committee meeting held on 15 March 2018 and the comments made in respect of the Committee remit.

3251. Governance

No items to report.

3252. Update Reports

(i) Confidential Item: Report from the Company Secretary

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

The Board of Management:

- (i) noted the register of legal documents; and**
- (ii) noted the use of Standing Order 10.**

(ii) Marketing Strategy – Annual Update

The Board received Report BOM/9(ii)/MAR/18 and a report in relation thereto from the Communications & Marketing Manager.

The Board was impressed with the breadth of coverage achieved given the reduction in budget and staff concerned were thanked for their work in relation to this.

The Board of Management noted the annual progress of the Marketing Strategy during 2017/18 and approved the priorities for 2018/19.

(iii) ICT Strategy – Annual Update

The Board received Report BOM/9(iii)/MAR/18 and a report in relation thereto from the Assistant Director: ICT Services.

The Board of Management noted the contents of the paper.

3253. Policy Review

(i) Board and Committee Expenses Policy - revised

The Board received Report BOM/10(i)/MAR/18 and a report in relation thereto from the Governance & Administration Manager. Following a query, she confirmed that the Policy also related to any co-opted members of the Board and Committees.

The Board of Management:

- (i) approved the revised stand-alone Board & Committee Expenses Policy; and**
- (ii) agreed that the Policy be added to the Business Critical Policy Review schedule for review every three years.**

(ii) Procurement Strategy – revised (including Annual Update)

The Board received Report BOM/10(ii)/MAR/18 and a report in relation thereto from the Procurement Manager. The following areas were discussed:

- It was noted that in order to achieve targets, there would be a requirement for the Board to fully support the work programme and drive this forward
- In respect of the £17m spend per year, the Procurement Manager confirmed that this was in a 'normal' year but that costs could be higher or lower than this. For example, spend would be less once all the care homes had closed or transferred; there would be less spend if there was no new build taking place
- A query was raised as to whether an annual report to the Board was sufficient or whether more regular updates should be sought. However, it was advised that the Performance & Audit Committee would receive 6 monthly updates and anything of importance would be highlighted in the minutes which were received by the Board
- A suggestion was made to make reference to any possible implications of Brexit
- In respect of the Contract Delivery Plan, a request was made for costs to be attached to the table

The Board of Management:

- (i) considered the contents of the paper, the attached revised Procurement Strategy and associated documents; and**
- (ii) approved the revised Procurement Strategy, along with its subsequent publication and implementation, subject to the requests for further information above.**

3254. Compliance

No items to report.

The Chief Executive left the meeting.

3255. Reports from Working Groups

- (i) Confidential Minutes of the Short Life Working Group – Business Transformation held on 5 February 2018

The Director of Asset Management advised that, in respect of the Action List and reference to the Community Impact Assessment from Phoenix Futures, this had now been received and circulated to the Senior Management Team. He confirmed that he would also circulate this to the Board and invite comment.

It was hoped to settle the sale by 6 April 2018 but the Director of Asset Management advised that there was lots of work to be undertaken before this date. The Board agreed that the main issue would be in respect of communications to current tenants and those living in the surrounding area and it was stressed that this should be undertaken sensitively.

The Board noted the Minutes of meeting of the Short Life Working Group – Business Transformation held on 5 February 2018.

The Chief Executive returned to the meeting.

- (ii) Minutes of the Partnership Forum held on 6 February 2018

The Board noted the Minutes of the Partnership Forum held on 6 February 2018.

3256. Date of Next Meeting – Thursday 24 May 2018, Glasgow Office

The date of the next meeting was confirmed as Thursday 24 May 2018, 7 Eagle Street, Glasgow.

3257. Any Other Business

- (i) Board Development Visits

It was confirmed that development visits were scheduled for 10 May 2018 and this would be progressed on the return from annual leave of the administrative support in Strategic Support Services.