

**Minutes of the Meeting of the Board of Management
held on 23 May 2019 at 1.00pm
7 Eagle Street, Glasgow**

PRESENT:	Lesley Holdsworth	Acting Chair
	Pat Dawson	(via VC from Edinburgh Office)
	Ingirid Deuling	
	Robert Fernie	
	Isabel McGarvie	
	Margaret Moore	
	Gerry O’Sullivan	
	David Scobie	
	Moira Sibbald	(via VC from Edinburgh Office)
	William Smalley	
Janette Stone	(via VC from Edinburgh Office)	
IN ATTENDANCE:	Brian Logan	Chief Executive
	Charlie Dickson	Director of Customer Services
	Val Hunter	Director of Business Development
	Scott Smith	Director of Finance & Resources
	Caryn Innes	Head of Development
	Clare Beesley	Governance & Administration Manager

3359. Apologies for Absence

Apologies for absence were received from Susan Napier.

3360. Declaration of Interest

There were no declarations of interest.

3361. Minutes

- (i) Minutes of the Meeting held on 21 March 2019
The Minutes of the meeting held on 21 March 2019, having been previously circulated, were approved and signed by the Acting Chair.
- (ii) Confidential Minutes of the Meeting held on 21 March 2019
The Confidential Minutes of the meeting held on 21 March 2019, having been previously circulated, were approved and signed by the Acting Chair.

(iii) Confidential Minutes (B) of the Meeting held on 21 March 2019

The Confidential Minutes (B) of the meeting held on 21 March 2019, having been previously circulated, were approved and signed by the Acting Chair.

(iv) Confidential Pre-Board Session Notes held on 21 March 2019 – Long Term Financial Projections

The Board noted the Confidential Pre-Board Session notes of the meeting held on 21 March 2019 in relation to Long Term Financial Projections.

3362. Business Arising

(i) Action List from Previous Meetings

The Board noted the actions arising from previous meetings.

3363. Priority Items

(i) Confidential Item: Report from the Chief Executive

(ii) Confidential Item: Long Term Financial Projections

(iii) Annual Return on the Charter (ARC)

The Board received Report BOM/5(iii)/MAY/19 and a report in relation thereto from the Business Improvement Officer.

The Chief Executive expressed his thanks to all staff involved in getting the ARC this this point and highlighted the level of work involved.

It was felt that the report issued in advance of the meeting which provided information on previous queries, was very helpful.

It was noted that there had been one change to figures in relation to 2.1.7 whereby the total should read 714 rather than 537.

The Board:

- (i) provided feedback on the Annual Return on the Charter (ARC); and**
- (ii) approved the content for submission to the Scottish Housing Regulator.**

(iv) Energy Efficiency Standard for Social Housing (ESSH) Return

The Board received Report BOM/5(iv)/MAY/19 and a report in relation thereto from the Assistant Director: Property Services.

The Board:

- (i) noted the contents of the report; and**
- (ii) approved the ESSH submission for 2018-19 and agreed to submit to Scottish Housing Regulator by 31 May 2019.**

- (v) Confidential Item: Care Services Write Offs

3364. Performance & Audit

- (i) Draft Management Accounts to 31 March 2019

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

In respect of meals, it was noted that a report was due to be provided to the July Board meeting from Arneil Johnson following their desktop review. The Chief Executive suggested that this could also be used as the basis for a pre-Board session.

A query was raised as to what was included in the Restricted Reserves figure. The Director of Finance & Resources advised that this was historically amounts transferred from Bield Housing Trust as well as other amounts received via donations which had restrictions placed on their use.

The Board noted the draft Management Accounts to 31 March 2019.

3365. Remuneration

- (i) Draft Confidential Minutes of the Remuneration Committee meeting held on 14 March 2019

3366. Governance

- (i) Declarations of Interest – Annual Report

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

The Board noted the Annual Report on Declarations of Interest.

- (ii) Confidential Item: Board Conversations and Succession Planning

The Board received Report BOM/8(ii)/MAY/19 and a report in relation thereto from the Governance & Administration Manager. She highlighted that three volunteers were sought from the five Board members due to retire during 2020 due to there being insufficient members up for re-election during 2019.

The following Board members volunteered to be put forward for re-election at the 2019 AGM:

Ingirid Deuling – subject to the 9-year rule and a fuller report would be presented to the Board in July in this respect;

Robert Fernie;

Isabel McGarvie.

The Board:

- (i) noted the update report provided by Linda Ewart with feedback from the 2019 Board conversation process and considered the areas highlighted for discussion;**
- (ii) noted the members due to retire at the 2019 Annual General Meeting;**
- (iii) noted that Ingirid Deuling, Robert Fernie and Isabel McGarvie had volunteered to put themselves forward for re-election in 2019;**
- (iv) confirmed the arrangements to fill twelve elected places and to leave three places for co-option as at the AGM; and**
- (v) authorised the Office Bearers and Interim Chief Executive to finalise the detailed programme for the Annual General Meeting.**

(iii) Modern Slavery Statement

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

It was noted that a suggestion had been made by a Board member to replace the wording on page 2 of the Statement, relating to 'Due Diligence'. The following wording was agreed:

'We strive to make sure that when we purchase goods and services we comply with all relevant laws and conduct ourselves in an open, honest and ethical manner.

We carry out checks on our suppliers through pre-qualification questionnaires and/or tender documents. In doing so, we exclude any unsuitable companies. Once we engage a supplier, we make sure they have policies which are similar to ours and match our overall values.'

It was also suggested to slightly amend the wording on line two under the 'Our supply chain' section to read:

'We strive to ensure our supplies share our values on modern slavery and also...'

A query was raised in respect of KPIs and what these would look like. The Governance & Administration Manager confirmed that she had been in conversation with the Business Improvement Manager in this respect and he had produced a list of potential KPIs relating to modern slavery. It was agreed that this should not become a huge task but it was acknowledged that the Home Office would be expecting work to be undertaken on this year on year and progress made.

The Board:

- (i) approved Bield's Modern Slavery Statement, subject to the above amendments;**
- (ii) noted that the Statement would be signed by a Director (of equivalent);**
- (iii) noted that the Statement would be made available on Bield's website;**
- (iv) noted that the Statement would require to be approved on an annual basis assuming Bield meet the criteria set out; and**
- (v) noted that work would commence on setting and gathering data for KPIs.**

3367. Update Reports

(i) Confidential Item: Report from the Company Secretary

The Board received Report BOM/9(i)/MAY/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) Confidential Item: Development Progress Report – Six Month Update

(iii) SFHA Activity Update

The Board received Report BOM/9(iii)/MAY/19 and a report in relation thereto from Gerry O’Sullivan.

The Board found the report very interesting and acknowledged the work being undertaken by Mr O’Sullivan. He confirmed that SFHA were working hard with the Scottish Government and others regarding the development programme post-2021 which was the date of the next Scottish Parliamentary Elections. There was potential to undertake work with other RSLs and he confirmed that SFHA had been involved in the TEC programme, which had been discussed earlier in the morning as part of the pre-Board session.

The Board:

- (i) noted the contents of the report; and**
- (ii) noted that further reports would be submitted for information in due course.**

(iv) Procurement Strategy – Annual Update

The Board received Report BOM/9(iv)/MAY/19 and a report in relation thereto from the Director of Finance & Resources.

A query was raised as to the staffing position in relation to procurement. The Director of Finance & Resources advised that there was currently no procurement staff employed and that this function would be moving to the Director of Business Development in due course. Due to the resignation of the Procurement Manager, and the new structure, there had not been much progress against the Procurement Strategy thus far.

The Chief Executive advised that external support had been engaged in relation to property-related procurement. He confirmed that the Head of Maintenance and Contracts team would include a procurement resource although the structure was not yet at that point.

In relation to the next steps, a query was raised as to whether any of this work could realistically be undertaken with no procurement resource in place and whether there were any risks attached to this. The Director of Finance & Resources advised that some of the items on the list were aspirational and therefore would not be a risk if not undertaken.

The Chief Executive advised that he hoped that a procurement resource would be in place by the second half of 2019/20.

The Board acknowledged the savings which had been achieved and thanked those involved in the process.

The Board noted the contents of the report.

3368. Policy Review

(i) Joint Allocations Policy - Revised

The Board received Report BOM/10(i)/MAY/19 and a report in relation thereto from the Director of Customer Services. He advised that this was a Policy which was due to be adopted by Bield, Hanover and Trust and related to the Common Housing Register. The Policy was being presented to all three Boards and the changes were fairly minimal.

The Director of Customer Services highlighted that the main change related to the points system which had been amended to reflect bedroom tax and changes to the Housing Act.

The Board approved the contents of the revised Joint Allocations Policy.

3369. Compliance

(i) Loan Portfolio – SHR Annual Return

The Board received Report BOM/11(i)/MAY/19 and a report in relation thereto from the Director of Finance & Resources. He advised that there was an error in the figures as he had omitted to include units at Lenzie. This would be amended prior to submitting to the Regulator.

The Board approved the Loan Portfolio Return and its submission to the Scottish Housing Regulator, subject to the amendment outlined above.

(ii) Confidential Item: Five Year Financial Projections – SHR Annual Return

The Board received Report BOM/11(ii)/MAY/19 and a report in relation thereto from the Director of Finance & Resources.

The Board considered the Five Year Financial projections and approved their submission to the Scottish Housing Regulator.

3370. Reports from Working Groups

Nil

3371. Date of Next Meeting – Thursday 4 July 2019, Edinburgh

The date of the next meeting was confirmed as Thursday 4 July 2019, Edinburgh.

3372. Any Other Business

- (i) Confidential Item: Chief Executive Recruitment