

**Minutes of the Meeting of the Board of Management  
held on 24 May 2018 at 11.45am  
7 Eagle Street, Glasgow**

<b>PRESENT:</b>	Mrs S Napier	Chair
	Mrs I Deuling	
	Mr R Fernie	
	Dr L Holdsworth	
	Ms I McGarvie	
	Mr G O'Sullivan	
	Mr D Scobie	
	Ms M Sibbald	
	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 C Innes	Head of Development (Minutes 3262(v), 3262(vi) and 3266(iii) only)

**3258. Apologies for Absence**

Apologies for absence were received from Mrs P Dawson.

**3259. Declaration of Interest**

There were no declarations of interest.

**3260. Minutes of the Meeting held on 22 March 2018  
Confidential Minutes of the Meeting held on 22 March 2018**

In respect of the Confidential Minute and reference to Minutes 3248(i) and (ii), these should read Minutes 3248(ii) and (iii) respectively. Thereafter, both sets of minutes, having been previously circulated, were approved and signed by the Chair.

**3261. Business Arising**

(i) Action List from meeting of 15 February 2018

The following areas were highlighted:

Minute 3234(iv) – Confidential Item: Outcomes from Board Away Day – it was noted that a meeting had now taken place with Ms J Fowler with a view to her being co-opted to the Board at the July meeting. This item was therefore complete.

Minute 3243(i) – Any Other Business – information had been drafted and was ready to be circulated.

**3262. Priority Items**

(i) Confidential Item: Report from the Chief Executive

(ii) Confidential Item: Business Transformation Update

(iii) Confidential Item: Business Strategy 2018-23

(iv) Confidential Item: Long Term Financial Projections

The Board received Report BOM/5(iv)/MAY/18 and a report in relation thereto from the Director of Finance & ICT Services. It was confirmed that the assumptions used were those discussed at the pre-Board session in March.

**The Board of Management approved the long-term financial projections and noted that these would be submitted to the Scottish Housing Regulator in accordance with Bield's current Regulation Plan.**

(v) Annual Return on the Charter (ARC) and Energy Efficiency Standard for Social Housing (EESH) Return

The Board received Report BOM/5(v)/MAY/18 and a report in relation thereto from the Business Improvement Manager. The Interim Director of HR advised that some feedback had been received prior to the meeting which had been responded to accordingly. Thanks were expressed to staff involved in finalising the report.

**The Board of Management:**

**(i) provided feedback on the Annual Return on the Charter and EESH Return; and;**

**(ii) approved the content for submission to the Scottish Housing Regulator.**

(vi) Confidential Item: Reprovision of Whitehill Court, Kirkintilloch

### **3263. Performance & Audit**

(i) Management Accounts to 31 March 2018

The Board received Report BOM/6(i)/MAY/18 and a report in relation thereto from the Assistant Director of Finance.

A query was raised as to why agency spend was still high. The Director of Finance & ICT Services advised that there had always been a high level of spend on agency costs in care – this could be due to staff leaving or staff sickness. He confirmed that he would expect to see a significant drop in agency costs once all care homes had closed and been transferred.

A further query was raised in respect of the significant change in owner services costs. The Director of Finance & ICT Services advised that this included £250K impairment charge for St Andrews but could also include heat and light, Council Tax and other costs at these properties.

**The Board noted the draft and unaudited Management Accounts to 31 March 2018.**

(ii) Draft Minutes of the Performance & Audit Committee meeting held on 16 March 2018

**The Board noted the draft Minutes of the Performance & Audit Committee meeting held on 16 March 2018.**

(iii) Draft Confidential Minutes of the Performance & Audit Committee Meeting held on 16 March 2018

**The Board noted the draft Confidential Minutes of the Performance & Audit Committee meeting held on 16 March 2018.**

### **3264. Remuneration**

(i) Draft Confidential Minutes of the Remuneration Committee meeting held on 15 March 2018

**The Board noted the draft Confidential Minutes of the Remuneration Committee meeting held on 15 March 2018.**

### **3265. Governance**

(i) Declarations of Interest – Annual Report

The Board received Report BOM/8(i)/MAY/18 and a report in relation thereto from the Governance & Administration Manager. She advised that the report was an annual update on any benefits and declarations of interest in respect of senior staff and Board and Committee members.

**The Board of Management noted the Annual Report on Declarations of Interest.**

(ii) Confidential Item: Board Conversations and Succession Planning

The Board received Report BOM/8(ii)/MAY/18 and a report in relation thereto from the Governance & Administration Manager. She confirmed that a meeting had taken place with Joan Fowler (a Bield tenant) on 18 May with a view to Joan being co-opted to the Board. The meeting had gone well and the plan would be to co-opt Joan at the Board meeting on 5 July.

The Governance & Administration Manager highlighted that a recruitment process would be undertaken to co-opt two further Board members and a panel consisting of the Office Bearers would be set up. The Chair of the Remuneration Committee was also invited to join the panel but, unfortunately, she was unavailable during the time interviews were due to take place.

**The Board:**

- (i) noted the update report provided by Linda Ewart with feedback from the 2018 Board conversation process and considered the areas for discussion;**
- (ii) noted the members due to retire at the 2018 Annual General Meeting;**
- (iii) noted that Mr David Scobie volunteered to put himself forward for re-election in 2018;**
- (iv) confirmed the arrangements to fill thirteen elected spaces and to leave two places for co-option as at the AGM; and**
- (v) authorised Office Bearers and Chief Executive to finalise the detailed programme for the Annual General Meeting.**

**3266. Update Reports**

(i) Confidential Item: Report from the Company Secretary

The Board received Report BOM/9(i)/MAY/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) Tenant Engagement – Annual Report

The Board received Report BOM/9(ii)/MAY/18 and a report in relation thereto from the Tenant Engagement Officer. The Interim Director of Housing Services advised that the report highlighted the work of the Partnership Forum and Bield Improvement Group, both of which had proven successful.

It was noted that the Board found the tenant engagement video very useful.

**The Board of Management noted:**

- (i) **the Progress Report in respect of Tenant Engagement;**
- (ii) **the updated Tenant Engagement Strategy Action Plan for 2015-2018; and**
- (iii) **the draft Annual Tenant Engagement Report 2017-18.**

(iii) Confidential Item: Development Progress Report – Six Month Update

(iv) SFHA Activity Update

The Board received Report BOM/9(iv)/MAY/18 and a report in relation thereto from Mr Gerry O’Sullivan. He advised that, as well as a meeting on 7 June with the Housing Minister, Kevin Stewart, Angela Constance would also be attending.

**The Board noted:**

- (i) **the contents of the report;**
- (ii) **that further reports would be submitted for information in due course; and**
- (iii) **that the report would be shared with the Chairs and CEOs at Hanover (Scotland) and Trust HAs as part of our joint working arrangements.**

**3267. Policy Review**

(i) Membership Policy - review

The Board received Report BOM/10(i)/MAY/18 and a report in relation thereto from the Governance & Administration Manager.

A change of wording was suggested as follows:

Pages 1 and 2 – reference to ‘Tenants or Owners of Bield...’ should read ‘Tenants of Bield or Owners...’

**The Board considered and approved the revised Membership Policy, taking into account the above amendment, as per the review schedule for Business Critical Policies.**

(ii) Health and Safety Policy Statement - review

The Board received Report BOM/10(ii)/MAY/18 and a report in relation thereto from the Health & Safety Manager. The Interim Director of HR advised that she had received some feedback from a Board member which would be taken into account.

A query was raised in respect of the changes in legislation and whether Bield had sought external advice in this respect. The Interim Director of HR advised that Bield's Health & Safety Manager was kept up-to-date with ongoing updates in legislation an independent third party review of the policy statement would be undertake to ensure this was the case. The Interim Director of HR confirmed that she would bring an update back to the next Board meeting.

**The Board of Management approved the Health and Safety Policy Statement subject to the feedback received and checks to be made.**

(iii) Data Protection Policy – review

The Board received Report BOM/10(iii)/MAY/18 and a report in relation thereto from the Business Improvement Manager. The Interim Director of HR confirmed that the Policy complied with all requirements under GDPR and noted that the Business Improvement Manager had previously circulated a briefing paper to the Board. The Board felt that the briefing paper was very useful and wished to pass on their thanks for this document.

A query was raised as to who the Board should contact if they had any queries on GDPR and the Interim Director of HR confirmed that any queries should be directed to either the Data Protection Officer or the Business Improvement Manager, both of whom were based at the Edinburgh office.

It was noted that Bield had already undergone an audit on data protection which was given substantial assurance.

It was suggested that the Board could undertake online training as per staff in relation to data protection/GDPR and the Interim Director of HR confirmed that she would look into this.

The Chair highlighted an article which had been in the Governance & Leadership magazine relating to GDPR and it was agreed to place this on the Grapevine for Board members to access.

**The Board of Management approved the Data Protection Policy.**

## **3268. Compliance**

(i) Loan Portfolio – SHR Annual Return

The Board received Report BOM/11(i)/MAY/18 and a report in relation thereto from the Director of Finance & ICT Services.

**The Board of Management approved the Loan Portfolio Return and its submission to the Scottish Housing Regulator.**

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

The Board received Report BOM/11(ii)/MAY/18 and a report in relation thereto from the Director of Finance & ICT Services.

**The Board of Management considered the Five Year Financial Projections and approved their submission to the Scottish Housing Regulator.**

**3269. Reports from Working Groups**

- (i) Confidential Minutes of the Short Life Working Group – Business Transformation held on 30 April 2018

The Director of Asset Management advised that there had been a recent break-in at Thornton Gardens, Bonnybridge. It was noted that security measures had been put in place at all closed buildings whilst being conscious of boarding up windows etc so as not to draw attention to the fact that the buildings are empty. There was no long term damage to the property but there was some physical damage. As a result, metal shutters had been put on doors and windows had been boarded up.

In respect of the next planned meeting of the Short Life Working Group due to take place on 4 June, the Chief Executive confirmed that this had been cancelled as there were no immediate decisions required.

**The Board noted the Minutes of meeting of the Short Life Working Group – Business Transformation held on 30 April 2018.**

- (ii) Minutes of the Partnership Forum held on 8 May 2018

**The Board noted the Minutes of the Partnership Forum held on 8 May 2018.**

**3270. Date of Next Meeting – Thursday 5 July 2018, Edinburgh Office**

The date of the next meeting was confirmed as Thursday 5 July 2018, 79 Hopetoun Street, Edinburgh.

**3271. Any Other Business**

- (i) Hanover (Scotland) Housing Association

A query was raised in respect of recent reports in the media about Hanover and Arklet Housing Associations being in discussions regarding a merger. The Chief Executive confirmed that Arklet had sought expressions of interest in a partnership last year but that Bield had not indicated any interest due to other ongoing priorities.

(ii) Fundraising

A query was raised in respect of the departure of the Fundraising Manager and what was happening with this work. The Interim Director of HR confirmed that tasks had been distributed across Strategic Support Services with administration being undertaken by one staff member and another having increased their hours by one day.

(iii) PwC

The Chair highlighted that she had attended a recent meeting on pensions with PwC which she found to be very interesting.

(iv) Director of Asset Management

The Chair wished to pass on her congratulations to the Director of Asset Management who would be leaving Bield for a new post in August 2018.