

**Minutes of the Meeting of the Board of Management
held on 30 August 2018 at 11.45am
79 Hopetoun Street, Edinburgh**

PRESENT:	Mrs S Napier	Chair
	Mrs P Dawson	
	Mrs I Deuling	
	Mr R Fernie	
	Mr G O'Sullivan	
	Mr D Scobie	
	Ms M Sibbald	
	Mr W Smalley	
IN ATTENDANCE:	Mr B Logan	Chief Executive
	Mr C Dickson	Director of Care Services/Interim Director of Housing Services
	Mrs N Harcus	Interim Director of HR
	Mr S Smith	Director of Finance & ICT Services
	Ms C Innes	Head of Development
	Ms H Thomson	Assistant Director: Property Services
	Mr A Strickland	Business Improvement Manager (Minutes 3291(ii)-3292(iv) only)
	Mrs M Moore	Observer (Prospective Board Member)
	Ms J Dickie	Regulation Manager (Scottish Housing Regulator)
	Miss C Beesley	Governance & Administration Manager

3286. Apologies for Absence

Apologies for absence were received from Dr L Holdsworth and Ms I McGarvie. The Chair advised that the recently appointed tenant member, Mrs J Fowler, had tendered her resignation prior to the Board meeting due to health reasons.

The Chair welcomed Janet Dickie of SHR and Margaret Moore, a prospective board member

3287. Declaration of Interest

All staff present declared an interest in Minutes 3292(ii) and 3292(iii). Staff would remain at the meeting to answer any questions of fact but would thereafter remove themselves from the meeting whilst these items were being discussed and decisions were being made.

3288. Minutes of the Meeting held on 5 July 2018
Confidential Minutes of the Meeting held on 5 July 2018

In respect of Minute 3281(i) – Code of Conduct for Staff – revised, a query was raised by a Board member not at the previous meeting as to what was meant by the Code being ‘fairly large for volunteers...’. It was advised that this related to the Code being a fairly substantial document which may put volunteers off applying for positions. A summary version was therefore provided as part of their induction.

In respect of Confidential Minute 3276(i) – Confidential Item: Report from the Chief Executive – in relation to page 3, and reference to the third bullet item, clarification was provided that the request for market analysis to be undertaken did not necessarily mean that this had to be undertaken straight away but, rather, could be part of the remit for the future of BR24. The Chief Executive advised that Community Models was looking at the wider market and data from this should be available for the extra Board meeting due to take place on 11 September.

In respect of Confidential Minute 3276(iii) – Confidential Item: The Walled Gardens, St Andrews – Update Report – in relation to page 4, a suggestion was made that the approach being made to owners to discuss the issue of charging be added to the actions arising list.

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

3289. Business Arising

(i) Action List from Previous Meetings

In relation to Minute 3267(iii) – Data Protection Policy - review – it was noted that there was a technical issue when trying to access the DP/GDPR module via Apple devices. The Interim Director of HR would look into this.

In relation to Minute 3280(v) – Business Strategy Tasks – the Interim Director of HR confirmed that this had been completed and a breakdown of the information requested was attached as an appendix to the paper.

The Chair invited the Regulation Manager, Ms Dickie, to speak to the Board at this point. Ms Dickie confirmed that the Scottish Housing Regulator’s relationship with Bield had been consistently professional, open and transparent with no issues in receiving requested information.

At a recent Regulation Meeting with Bield there were three key themes discussed as follows:

- Business Strategy
- Financial Position
- Planned Work in relation to Business Transformation

Ms Dickie advised that it was important to stress that the Regulator understood that the past year had been a very difficult time for Bield. The changes made had been very sensitive but had been handled well. From her perspective, Ms Dickie confirmed that she had been kept informed at every step and provide with information as and when required. She appreciated there had been a huge demand on resources within Bield and that there were still some very difficult times ahead. She highlighted how good it had been to see some positive feedback from the Care Inspectorate in relation to the care home closures/transfers and that a new standard had been put in place, in consultation with Bield, in this respect.

In summary, Ms Dickie confirmed that she did not have any concerns about Bield, she appreciated the difficult journey Bield would be taking over the coming couple of years but was satisfied that Bield was aware of the risks involved which were being managed well.

The Chair thanked Ms Dickie for her support over the past year during a challenging period. She confirmed that the Board and staff worked well together and staff have done an excellent job in difficult times.

3290. Priority Items

- (i) Confidential Item: Report from the Chief Executive
- (ii) Confidential Item: First Draft Budget Strategy 2019-20

3291. Performance & Audit

- (i) Performance & Audit Committee Meeting held on 16 August 2018
The Board received a verbal update from the Chair of the Performance & Audit Committee. He confirmed that all Committee members attended the meeting. Some agenda items from the Committee meeting were being discussed later in the Board agenda and some areas had been covered in the Chief Executive's report. It was noted that the Minutes of the Performance & Audit Committee would be brought to the next Board meeting.

The Chair of the Performance & Audit Committee highlighted the following:

- The compilation of the ARC results would be provided when the SHR had circulated the outcomes
- There had been two audits undertaken: (i) Budget Setting & Monitoring which had received a Strong grading with two low priority recommendations; and (ii) Data Quality which had had received a Substantial grading with nine medium and two low priority recommendations. It was noted that most actions would be covered by the introduction of the new Housing Management System.
- The Bield Improvement Group had undertaken their most recent scrutiny exercise which related to 'The Life of a Repair'. There had been some recommendations made but management responses had been positive and had been approved by the Committee.

The Board of Management noted the update.

(ii) Review of Key Performance Indicators

The Board received Report BOM/6(ii)/AUG/18 and a report in relation thereto from the Business Improvement Manager.

It was noted that a session had taken place with the Committee, some Board members and staff in June to look at the KPIs in more detail. It had been agreed that there should be a smaller number of KPIs and therefore these were reduced to 21. Most indicators could be reported on other than Indicators 7, 17 and 18.

Targets, in relation to response times for repairs, had been discussed between the Assistant Director: Property Services and the Business Improvement Manager as the Performance & Audit Committee suggested that these be more challenging. Therefore, it had been agreed to reduce Indicator 12 – Average number of hours to complete emergency repairs – from 5 hours to 4½ hours and to reduce Indicator 13 – Average number of days to complete non-emergency repairs – from 15 to 7 days.

For those Indicators where no information was currently available, a query was raised as to when this information would become available. The Business Improvement Manager advised as follows:

Indicator 7 - % of employees with an up-to-date Performance Development Plan – it was noted that this was currently being piloted and should be complete by Q2

Indicator 17 – Number of hours provided by Bield at Home – this could not be reported on until the National Co-ordinator had been appointed

Indicator 18 – Number of links to BR24 – there was still some work required to agree what was to be measured and how this related to the Business Strategy. It was hoped that this would be defined by Q2.

The Board of Management:

- (i) agreed the proposed KPIs; and**
- (ii) agreed the proposed targets, including the amendments regarding Indicators 12 and 13 recommended by the Performance & Audit Committee.**

(iii) Key Performance Indicators Q1 (April-June 2018)

The Board received Report BOM/6(iii)/AUG/18 and a report in relation thereto from the Business Improvement Manager.

This report tied in with the previous item in relation to the agreed set of 21 KPIs. The format of the report had been amended and this was welcomed by the Board. It was felt that the transformation of the content, style, presentation and ease of understanding of the reports had been exceptional and staff were thanked for their work on this.

A suggestion was made to include information under the 'Q1 Highlights' section of the report which set out what actions had been taken against each Indicator. However, it was noted that this information was available as part of the Performance & Audit Committee papers on Grapevine. The Chief Executive

suggested that any Indicators showing red could have management's actions against them and it was agreed that this be added to future reports. A query was made in relation to the staff turnover figure and whether this included redundancies. It was noted that this did include redundancies and a request was made for this to be stripped back so that any trends could be identified.

The Board of Management agreed that the Performance & Audit Committee take forward any actions and noted that information would be published on Grapevine.

(iv) Business Strategy Tasks Q1 (April-June 2018)

The Board received Report BOM/6(iv)/AUG/18 and a report in relation thereto from the Business Improvement Manager.

It was noted that the format of the report had been amended, taking on board feedback from the Performance & Audit Committee. A matrix had been introduced which helped to assess the impact of any overrun against the original deadline for each action. Reporting was by exception with more detail being made available on the higher priority tasks. Some elements were still to be developed.

In relation to 'Ref: BS.05.01 Minimise income lost from voids and rent arrears', it was agreed to remove this from the Business Strategy Tasks list as it was reported elsewhere within the Performance Indicators.

The Board of Management reviewed the progress of the priority tasks and agreed to remove 'Ref: BS.05.01 Minimise income lost from voids and rent arrears' from the Business Strategy Tasks as the objective is adequately measured and reported among the KPIs.

(v) Management Accounts to 30 June 2018

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

The Director of Finance & ICT Services confirmed that he did not have any concerns to raise at this stage.

The Board noted the Management Accounts to 30 June 2018.

3292. Remuneration

(i) Remuneration Committee meeting held on 16 August 2018

The Chair of the Remuneration Committee advised that all Committee had been in attendance at the meeting and there had been robust discussion on a number of matters.

The Board noted the update.

(ii) Confidential Item: Voluntary Severance Framework

(iii) Confidential Item: Job Evaluation

3293. Governance

(i) Remit and Appointment of Short Life Working Group - Governance

The Board received Report BOM/8(i)/AUG/18 and a report in relation thereto from the Governance & Administration Manager.

In relation to expressions of interest to join the Short Life Working Group, the Governance & Administration Manager confirmed that she had received interest from Mr O'Sullivan and Ms Sibbald prior to the meeting. Mr Smalley and Ms Dawson both advised of their interest at the Board meeting. It was noted that the Group would proceed with four members in the meantime but, if it was felt more input was required, this could be looked at. It was highlighted that, with reference to the Standing Orders, Board members should not normally sit on more than two Committees or Working Groups. However, given the circumstances, it was agreed to proceed.

The Board of Management:

- (i) approved the remit for the Short Life Working Group – Governance; and**
- (ii) approved the appointment of Linda Ewart to assist with the setting up of the self-assessment process at a maximum cost of £2,626 (excl. VAT and travel).**

(ii) Remuneration Committee Remit - Revised

The Board received Report BOM/8(ii)/AUG/18 and a report in relation thereto from the Chief Executive. He advised that all remits would be looked at as part of the upcoming self-assessment process. It had been agreed, however, to make some changes to the Remuneration Committee remit in the meantime.

In relation to Page 2, 3.1, first bullet point, it was agreed to amend the wording to read 'Consider and agree the annual pay award for staff and make recommendations to the Board thereon in accordance with Bield's policy'.

In relation to Page 3, 4.1, first bullet point, it was agreed to amend the wording to read 'At least every three years review the pension provision...'

The Board of Management approved the revised Remuneration Committee remit, subject to the additional amendments outlined above.

(iii) Co-option of Board Member

The Board received Report BOM/8(iii)/AUG/18 and a report in relation thereto from the Governance & Administration Manager.

It was noted that Joan Fowler, who had been co-opted to the Board at its meeting in July, had, unfortunately, tendered her resignation due to health reasons. Work would begin on trying to identify a further tenant member and/or owner. It was noted that there had also been interest from outwith Bield from someone with HR experience and an interview was due to take place, likely during October.

The Board of Management considered the terms of the paper and approved the co-option of Mrs Margaret Moore to the Board of Management up to the AGM in September 2018.

3294. Update Reports

(i) Confidential Item: Report from the Company Secretary

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

The Board of Management:

- (i) approved the application for membership;**
- (ii) noted the register of legal documents; and**
- (iii) noted the use of Standing Order 10.**

3295. Policy Review

(i) Board Mentoring & Support Framework - Review

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

The following amendments to the Framework were suggested:

Page 1 – first sentence should read ‘Bield Housing & Care is governed by a Board whose members are voluntary and share a commitment...’

Page 3 – first paragraph, third line – ‘will be’ should read ‘are’

Page 3 – first paragraph, fourth line – delete the word ‘will’

Page 3 – second paragraph, first line – change wording to read ‘Once the Chair has completed conversations with all of the other Board members, the Vice-Chairs meet with...’

Page 3 – fourth paragraph, fourth line – delete ‘Executive Officer to the Chief Executive’ and insert ‘Governance & Administration Manager’

Page 4 – first paragraph, third line – delete the sentence ‘The implementation of the learning and development plan is monitored by the Board’s consideration of quarterly reports that identify training undertaken and events attended’

Page 4 – third paragraph – suggestion made to expand the Equality and Diversity section to highlight that Bield are actively promoting equality and diversity and will support those with specialist needs. The Governance & Administration Manager and Interim Director of HR would discuss this.

Annual Conversation Form – add reference to Committee Chairs in relation to succession planning and seek information from members’ on their potential interest

in these roles – the Governance & Administration Manager confirmed she would request this be added to next year's form

The Board of Management:

- (i) considered and approved the revised Board Mentoring & Support Framework as per the review schedule for Business Critical Policies; and
- (ii) agreed to the removal of the Board Member Review Policy from the Business Critical Policy list and, instead, incorporate this into the Board Mentoring & Support Framework, all subject to the amendments outlined above.

3296. Compliance

Nil

3297. Reports from Working Groups

- (i) Minutes of the Partnership Forum held on 7 August 2018

The Board noted the Minutes of the Partnership Forum held on 7 August 2018.

3298. Date of Next Meeting – Tuesday 11 September 2018, Edinburgh Office

The date of the next meeting was confirmed as Tuesday 11 September 2018, 79 Hopetoun Street, Edinburgh. This was an additional meeting outwith the planned calendar of meetings. The meeting would focus on BR24 and the Rent and Service Charge Review.

3299. Any Other Business

- (i) AGM
The Chair highlighted that the papers for the AGM had been circulated with Sally Thomas having been confirmed as guest speaker.
- (ii) SFHA Governance Conference
It was noted that a number of Board members plus the Governance & Administration Manager were due to attend the SFHA Governance Conference in Glasgow the following week.