

**Minutes of the Meeting of the Board of Management  
held on 4 July 2019 at 10.30am  
79 Hopetoun Street, Edinburgh**

|                       |                   |                                     |
|-----------------------|-------------------|-------------------------------------|
| <b>PRESENT:</b>       | Susan Napier      | Chair                               |
|                       | Ingirid Deuling   |                                     |
|                       | Robert Fernie     |                                     |
|                       | Lesley Holdsworth |                                     |
|                       | Isabel McGarvie   |                                     |
|                       | Gerry O’Sullivan  |                                     |
|                       | David Scobie      |                                     |
|                       | Moira Sibbald     |                                     |
|                       | William Smalley   |                                     |
|                       | Janette Stone     |                                     |
| <br>                  |                   |                                     |
| <b>IN ATTENDANCE:</b> | Brian Logan       | Chief Executive                     |
|                       | Charlie Dickson   | Director of Customer Services       |
|                       | Val Hunter        | Director of Business Development    |
|                       | Scott Smith       | Director of Finance & Resources     |
|                       | Clare Beesley     | Governance & Administration Manager |

**3373. Apologies for Absence**

Apologies for absence were received from Pat Dawson and Margaret Moore.

**3374. Declaration of Interest**

There were no declarations of interest.

**3375. Minutes**

(i) Minutes of the Meeting held on 23 May 2019

In relation to Minute 3366(iii) – Modern Slavery Statement, it was noted that there was a typo in the penultimate paragraph and ‘supplies’ should read ‘suppliers’.

Thereafter, the Minutes of the meeting held on 23 May 2019, having been previously circulated, were approved and signed by Lesley Holdsworth (Acting Chair at that meeting).

(ii) Confidential Minutes of the Meeting held on 23 May 2019

In relation to Minute 3367(ii) – Confidential Item: Development Progress Report – Six Month Update (Page 4) of the Confidential Minutes, a request was made that, at the third paragraph, the wording should be amended to read: ‘...the Head of Development highlighted the ongoing challenging relationship with Robertson Homes...’

Thereafter, the Confidential Minutes of the meeting held on 23 May 2019, having been previously circulated, were approved and signed by the Lesley Holdsworth (Acting Chair at that meeting).

### **3376. Business Arising**

(i) Action List from Previous Meetings

It was noted that the only overdue action related to anomalies with the Diligent system. The Governance & Administration Manager advised that, following consultation with the ICT team, it appeared that using hyperlinks within Diligent to access documents in Grapevine was not possible at the moment. A suggestion was made to make use of Diligent to store supporting papers and the Governance & Administration Manager confirmed that she would look into this.

A request was made to add two further actions as follows:

With reference to Minute 3366(ii) – Confidential Item: Board Conversations and Succession Planning – a request was made for this to be looked at closer in order to set criteria to justify Board members remaining on the Board beyond 9 years. It was agreed that this would be discussed at the next Governance Short Life Working Group on 1 August 2019.

With reference to Minute 3366(iii) – Modern Slavery Statement, add an action relating to work commencing on setting and gathering data for KPIs.

**The Board noted the actions arising from previous meetings.**

### **3377. Priority Items**

(i) Confidential Item: Report from the Chief Executive

(ii) Confidential Item: Long Term Financial Projections

(iii) Confidential Item: Occupancy Charges - The Walled Gardens, St Andrews

### **3378. Performance & Audit**

(i) Confidential Item: Annual Report from the Performance & Audit Committee

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

**The Board of Management noted the terms of the Annual Report from the Performance & Audit Committee.**

(ii) Key Performance Indicators Q4 (January-March 2019)

The Board received Report BOM/6(ii)/JUL/19 and a report in relation thereto from the Head of Performance Improvement.

Reassurance was requested from those on the Performance & Audit Committee that action was being taken to address those KPIs causing difficulties. The Chair of the Performance & Audit Committee advised that the Committee would continue to monitor KPIs and that 7 out of 22 had been met with actions being in place for those where difficulties had been identified.

Discussion would take place at the next Governance Short Life Working Group in relation to communication between Committees and the Board and whether papers should be shared with all.

**The Board of Management reviewed the progress of the priority tasks.**

(iii) Business Strategy Priority Tasks Progress Report – June 2019

The Board received Report BOM/6(iii)/JUL/19 and a report in relation thereto from the Head of Performance Improvement.

**The Board of Management reviewed the progress of the priority tasks.**

(iv) Draft Minutes of the Performance & Audit Committee meeting held on 20 June 2019

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

BIG – Scrutiny Report ‘The Life of a Complaint’ – it was noted that a constructive report had been received and responses had been positive. Management would take forward actions coming out of the report.

EFQM – Bield had received a ‘Committed to Excellence’ accreditation.

Internal Audit Annual Report – it was noted that a recent audit in relation to Risk Management and Governance had received ‘reasonable assurance’. The report would be presented to the next Performance & Audit Committee.

**The Board noted the draft Minutes of the Performance & Audit Committee held on 20 June 2019.**

(v) Draft Confidential Minutes of the Performance & Audit Committee meeting held on 20 June 2019

**The Board noted the draft Confidential Minutes of the Performance & Audit Committee held on 20 June 2019.**

(vi) Confidential Item: Appointment of External Auditor

### 3379. Remuneration

Nil.

### 3380. Governance

(i) Confidential Item: Outcome of Board Conversations

The Board received Report BOM/8(i)/JUL/19 and a report in relation thereto from the Chief Executive. A comprehensive report had been prepared and submitted by Linda Ewart, as in previous years.

The Chief Executive proposed that the suggestions coming out of the report could be prioritised by the Governance Short Life Working Group at its next meeting. The Chair highlighted that there were some excellent ideas coming through from the report.

In respect of Page 9 of the report and reference, within the suggestions, to an induction programme for the new CEO and a possible away day, a query was raised as to whether this was an additional away day to that already held in November. It was agreed that this should form part of the usual meeting held in November.

Finally, the Governance & Administration Manager requested that those Board members who had not already confirmed their acceptance of their Board conversation notes with Linda Ewart contact her direct in order that these could be signed off.

**The Board:**

- (i) noted the report provided by Linda Ewart giving feedback on the 2019 Board Conversation process; and**
- (ii) noted the areas for suggested improvements.**

(ii) Role Descriptions for Board Members and Office Bearers – Revised

The Board received Report BOM/8(ii)/JUL/19 and a report in relation thereto from the Governance & Administration Manager. She advised that the Governance Short Life Working Group had already had sight of the documents and had not suggested any further amendments.

A suggestion was made to amend reference, on page 2 of the 'Role Description for a Board Member', to 'Reading and preparation for Board meetings' from half a day to one day. A further suggestion was made to introduce role descriptions for Chairs of Committee and this would be picked up at the next Governance Short Life Working Group meeting.

**The Board approved the revised Role Descriptions for Board Members, the Chair and Vice-Chair(s), subject to one further amendment outlined above.**

### 3381. Update Reports

- (i) Confidential Item: Report from the Company Secretary  
The Board received Report BOM/9(i)/JUL/19 and a report in relation thereto from the Governance & Administration Manager.

**The Board:**

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

- (ii) Confidential Item: BR24/Hub Project Update

- (iii) Treasury Management Annual Report 2018/19  
The Board received Report BOM/9(iii)/JUL/19 and a report in relation thereto from the Director of Finance & Resources.

**The Board noted the contents of the Annual Report on Treasury Management.**

- (iv) Complaints Annual Report  
The Board received Report BOM/9(iv)/JUL/19 and a report in relation thereto from the Head of Performance Improvement. The Chief Executive advised that the report had been considered by the Performance & Audit Committee at its last meeting.

An observation was made that dealing with complaints appeared to have slowed down due to the organisational change and reassurance was sought that this would increase and be addressed. The Chief Executive confirmed that he could not provide this reassurance at the moment as those roles below the Heads of Service were not yet in place. Until the structure was complete, it was difficult to say how complaints would be dealt with. Discussion had taken place at the Performance & Audit Committee in respect of the time taken to reach a resolution in relation to some complaints and the Chief Executive explained that, even when an extension had been agreed with a complainant, this was still classed as a late response. It was acknowledged, however, that there was still room for improvement.

The Director of Customer Services advised that the quality in respect of dealing with complaints was fairly positive. A query was raised as to whether there were sufficient resources to deal with complaints and the Director of Customer Services confirmed that the Head of Service would look at this. He advised that there was a meeting due to be held the following week with the Leadership Team where the next phase in the organisational review would be discussed.

The Chief Executive confirmed that the Scottish Public Services Ombudsman (SPSO) required that complaints are reported in a certain way and therefore Bield was limited in what it could do in this respect. A suggestion was made that a document could be prepared for internal purposes only which would show which complaints' timescales had been extended. It was noted that the summary of the ARC report, produced by the SHR, would provide a better indication on how others are performing in respect of complaints.

In respect of Page 1 of the trend analysis within the report, it was highlighted that the target for resolving Stage 2 complaints within 20 days was 90%. It was noted, however, that it was unlikely this target would be met and therefore a more realistic target should be set.

A suggestion was made to approach the SPSO to discuss their targets. The Chief Executive advised that this had been done in the past but that there was no harm in trying again. It was agreed to continue to monitor the position.

**The Board noted the contents of the Complaints Report.**

(v) Risk Management Annual Report

The Board received Report BOM/9(v)/JUL/19 and a report in relation thereto from the Chief Executive.

**The Board of Management:**

**(i) considered the terms of the paper; and**

**(ii) confirmed there was a satisfactory system in place for the review of risk.**

(vi) Tenant Engagement Annual Report

The Board received Report BOM/9(vi)/JUL/19 and a report in relation thereto from the Housing Operations Manager and Tenant Engagement Officer.

**The Board of Management noted and approved the Tenant Engagement Report for 2018-19.**

(vii) Health & Safety Update – Bi-Annual Report (October 2018 to March 2019)

The Board received Report BOM/9(vii)/JUL/19 and a report in relation thereto from the Health & Safety Manager.

A request was made for additional information to be provided in future reports in relation to mandatory training received by staff. A further request was made for information to be provided in respect of how many staff attended/did not attend these courses.

In relation to page 1 of the report, a query was raised in respect of all policies and guidance notes contained within the Health & Safety manual being reviewed by the end of March 2020 and whether there were sufficient resources to deal with this. The Director of Customer Services advised that this would become clearer once the organisational review had been concluded. A request was made for this to be added to the Risk Register.

**The Board noted the contents of the paper.**

(viii) Data Protection Annual Report

The Board received Report BOM/9(viii)/JUL/19 and a report in relation thereto from the Head of Performance Improvement.

In respect of Freedom of Information, a query was raised as to whether this could form part of a pre-Board session. The Chief Executive advised that a report was to

be presented to the August Board meeting in this respect but if it was felt that further training was required, this could be looked at again.

In respect of page 2 of the report, a query was raised in respect of the four data protection breaches which had been identified, none of which had been notified to the ICO. The Director of Business Development advised that there was no requirement to report these incidents to the ICO and that the Data Protection Officer made an assessment on when to report.

In relation to the Data Protection Officer, it was noted that Bield currently had a part time agency staff member in place pending the wider organisational review. A suggestion was made that consideration could be given to outsourcing this function. The Chief Executive confirmed that this would be part of discussions in relation to the review.

A query was raised, in respect of page 3 of the report and reference to data protection being the third most frequently searched term on Grapevine during 2018/19, as to what the top two searches were. The Director of Business Development confirmed that she would find this out and report back. [Post Meeting Note: the top two searches were as follows: (i) Code of Conduct and (ii) Termination of a Tenancy]

**The Board of Management noted the content of the report.**

### **3382. Policy Review**

(i) Whistleblowing Policy - Revised

The Board received Report BOM/10(i)/JUL/19 and a report in relation thereto from the Director of Finance & Resources.

In respect of the section headed 'Whistleblowing to the Board of Management or an External Body', and reference to any potential problem involving a Director or the Chief Executive of the organisation and that the Chair or another Board member be contacted via the Governance & Administration Manager, it was queried whether the Governance & Administration Manager should be involved at that stage. A suggestion was made that a member of staff should be able to go direct to the Chair or Board member. The Director of Finance & Resources advised that it had been agreed to avoid this in the past. The Chief Executive highlighted that the Governance & Administration Manager also acted as Company Secretary and it was in this role that reference was being made. It was agreed to amend the job title to Company Secretary.

A query was raised in relation to the Whistleblowing Procedure – Internal, and whether there was an HR Manager in post. It was noted that there was nobody in this role at present but that this could be updated as and when the structure was completed. It was noted that there would be other policies which would have to be updated with job titles in due course.

**The Board approved the Whistleblowing Policy and agreed to its review in the earlier of 5 years or when Whistleblowing regulations had been reviewed and agreed by the EU/UK government, subject to the amendment outlined above.**

(ii) Risk Management Policy – Revised

The Board received Report BOM/10(ii)/JUL/19 and a report in relation thereto from the Head of Performance Improvement.

In relation to page 12 of the policy and reference to Bield's risk appetite, it was felt that more clarity was required in relation to the levels of risk appetite and how these tied in with the risk matrix. The Chief Executive advised that this issue had been highlighted as part of the recent Corporate Governance & Risk Management audit. The wording within the Policy would be amended by the Head of Performance Improvement once the final audit report had been received. This would then be presented to the Performance & Audit Committee and thereafter the Board.

**The Board of Management approved the draft Risk Management Policy subject to the amendment detailed above.**

(iii) Declaring & Managing Interests Policy – New

The Board received Report BOM/10(iii)/JUL/19 and a report in relation thereto from the Governance & Administration Manager.

**The Board approved the Declaring & Managing Interests Policy.**

(iv) Entitlements, Payments & Benefits Policy - Revised

The Board received Report BOM/10(iv)/JUL/19 and a report in relation thereto from the Area Head of Service – North and Head of Human Resources.

In relation to page 3 of the Policy, it was agreed to add reference to the Code of Conduct for Board & Committee members to the list of policies at 1.13. Reference should also be made to the owner of the Register of Interests and that there are Gifts & Hospitality forms for those both received and rejected.

The Board of Management approved the revised Entitlements, Payments and Benefits Policy, subject to the amendments above.

### **3383. Compliance**

(i) Loan Covenant Compliance

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

**The Board of Management noted the current position that all financial loan covenants had been complied with to the end of March 2019.**

**3384. Reports from Working Groups**

- (i) Minutes of the Owners' Forum – East held on 28 May 2019

**The Board noted the Minutes of the Owners' Forum (East) held on 28 May 2019.**

- (ii) Minutes of the Owners' Forum – West held on 30 May 2019

**The Board noted the Minutes of the Owners' Forum (West) held on 30 May 2019.**

- (iii) Confidential Minutes of the Governance Short Life Working Group held on 10 June 2019

**The Board noted the Confidential Minutes of the Governance Short Life Working Group held on 10 June 2019.**

**3385. Date of Next Meeting – Thursday 29 August 2019, Edinburgh**

The date of the next meeting was confirmed as Thursday 29 August 2019, Edinburgh.

**3386. Any Other Business**

- (i) Confidential Item: Chief Executive Recruitment