

**Minutes of the Meeting of the Board of Management
held on 5 July 2018 at 12.00 noon
79 Hopetoun Street, Edinburgh**

PRESENT:	Mrs S Napier Mrs P Dawson Mr R Fernie Dr L Holdsworth Mr G O'Sullivan Mr D Scobie Mr W Smalley	Chair
IN ATTENDANCE:	Mr B Logan Mr C Dickson Mr S Dow Mrs N Harcus Mr S Smith Miss C Beesley	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

3272. Apologies for Absence

Apologies for absence were received from Mrs I Deuling, Ms I McGarvie and Ms M Sibbald.

3273. Declaration of Interest

All staff present declared an interest in Minute 3276(iv).

**3274. Minutes of the Meeting held on 24 May 2018
Confidential Minutes of the Meeting held on 24 May 2018**

In respect of the Confidential Minute 3262(i) the final line on page 1 should read 'Grenfell Tower'. Thereafter, both sets of minutes, having been previously circulated, were approved and signed by the Chair.

3275. Business Arising

(i) Action List from meeting of 24 May 2018

It was noted that there were two outstanding actions which were ongoing/in progress as follows:

Minute 3249(iv) – Confidential Item: Key Performance Indicators Q3 – it was noted that the KPIs would be reviewed at the Performance & Audit Committee in August.

Minute 3267(iii) – Data Protection Policy - review – online training for Board members regarding DP/GDPR should be in place before the end of July and information would be sent out to the Board accordingly.

3276. Priority Items

(i) Confidential Item: Report from the Chief Executive

(ii) Confidential Item: Financial Statements and Letter of Representation – Year to 31 March 2018

The Board received Report BOM/5(ii)/JUL/18 and a report in relation thereto from the Director of Finance & ICT Services. It was noted that this had previously been discussed at the Performance & Audit Committee. In relation to Page 1 of the Accounts, it was noted that Moira Sibbald had requested designated letters to be added to her name. Otherwise, there were no proposed amendments.

The Board congratulated the Finance team and the Performance & Audit Committee for completing the process.

The Board of Management:

- (i) approved the audited financial statements for the year to 31 March 2018; and**
- (ii) authorised the Chair of Bield and the Director of Finance & ICT Services to sign the Letter of Representation to RSM.**

(iii) Confidential Item: The Walled Gardens, St Andrews – Update Report

(iv) Confidential Item: Organisational Structure

3277. Performance & Audit

(i) Annual Report from the Performance & Audit Committee

The Board received Report BOM/6(i)/JUL/18 and a report in relation thereto from the Director of Finance & ICT Services. He advised that the report had already been presented to the Performance & Audit Committee.

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

- (ii) Confidential Item: Key Performance Indicators Q4 (January-March 2018)
The Board received Report BOM/6(ii)/JUL/18 and a report in relation thereto from the Business Improvement Manager. It was noted that the report had already been presented to the Performance & Audit Committee with some amendments incorporated into the Board report.

The Board of Management confirmed that, subject to the above, they were satisfied with the Key Performance Indicators.

- (iii) Business Strategy Tasks Q4 (January-March 2018)
The Board received Report BOM/6(iii)/JUL/18 and a report in relation thereto from the Business Improvement Manager. It was noted that the report had already been presented to the Performance & Audit Committee. The Chair suggested that an additional column detailing revised target dates in order to see which tasks were behind/ahead of schedule and it was confirmed that there was a plan in place to include this in the next report.

The Board of Management noted the current update for Quarter 4, 1 January to 31 March 2018.

- (iv) Draft Minutes of the Performance & Audit Committee Meeting held on 21 June 2018
The Chair of the Performance & Audit Committee highlighted to the Board Minute 266(iii) – Investors in People Reaccreditation. He confirmed that the Committee had agreed to proceed with the reaccreditation. It was acknowledged that, due to the recent changes and also the framework having changed, the Gold standard may not be achieved. The Board agreed that it was right to proceed with the accreditation.

The Board noted the draft Minutes of the Performance & Audit Committee meeting held on 21 June 2018.

- (v) Draft Confidential Minutes of the Performance & Audit Committee Meeting held on 21 June 2018

The Board noted the draft Confidential Minutes of the Performance & Audit Committee meeting held on 21 June 2018.

3278. Remuneration
Nil

3279. Governance

- (i) Confidential Item: Board Conversation Process
The Board received Report BOM/8(i)/JUL/18 and a report in relation thereto from the Governance & Administration Manager.

The Chair highlighted that there were a number of suggestions outlined in Linda Ewart's report although most had been covered in some form. The Chief Executive confirmed that a number of the suggestions would be picked up as part of the self-assessment work which was due to take place later in the year. Some of this work could also be looked at by the SLWG on Governance although it was felt that none of the work was seen to be urgent at this time. The Chair suggested that this could be picked up again at the Board Away Day in November.

The Chief Executive suggested that the Senior Management Team, in future, have some input into the process as their view on governance was missing from the process.

The Board of Management noted the report provided by Linda Ewart with feedback from the 2018 Board conversation process and considered the areas highlighted for discussion.

(ii) Co-option of Board Member

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

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

3280. Update Reports

(i) Confidential Item: Report from the Company Secretary

The Board received Report BOM/9(i)/JUL/18 and a report in relation thereto from the Governance & Administration Manager. She highlighted that on page 1 of the report at (b)(iv), Craighall Road should also be listed as having been part of the Transfer Agreement to Mansfield Care. It was also noted that 'Mansfield' had been spelt incorrectly.

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.**

(ii) Treasury Management Annual Report

The Board received Report BOM/9(ii)/JUL/18 and a report in relation thereto from the Director of Finance & ICT Services.

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

(iii) Complaints Annual Report

The Board received Report BOM/9(iii)/JUL/18 and a report in relation thereto from the Communications & Marketing Manager. The Interim Director of HR confirmed

that the report had already been presented to the Performance & Audit Committee. The Board agreed that it was a good report, well laid out and understandable.

The Board of Management noted the contents of the Complaints Report for the period 1 April 2017-31 March 2018.

(iv) Confidential Item: Risk Management Annual Report

The Board received Report BOM/9(iv)/JUL/18 and a report in relation thereto from the Chief Executive. He advised that the report had already been presented to the Performance & Audit Committee.

The Board of Management:

(i) considered the terms of the paper; and

(ii) confirmed that a satisfactory system is in place for the review of risk.

(v) Health & Safety Report – Six Month Update (October 2017 to March 2018)

The Board received Report BOM/9(v)/JUL/18 and a report in relation thereto from the Health & Safety Manager. The following areas were discussed:

Page 1 – final bullet point – the sentence should read ‘...Property Officers have the responsibility to ensure that local managers...’

Page 4 – it was noted that the two recommendations in relation to Inchkeith Court and East Stewart Gardens were still to be implemented. These were discussed at a Health & Safety Management Meeting in May and it had been agreed that the fire escape routes at both locations would be assessed by specialists and thereafter recommendations would be made.

Page 8 – In respect of the total of 1111 staff trained Oct 2017-March 2018, a query was raised as to how many staff this captured and how many staff had not been trained who perhaps should have been. A breakdown of figures was requested and the Interim Director of HR confirmed she would arrange to have this prepared.

A query was raised in respect of whether developments could install defibrillators and whether there was access to any funding for this. It was noted that Bield did not currently have these in place, except at possibly one location.

The Board noted the contents of the paper.

(vi) Fire Safety Update

The Board received Report BOM/9(iv)/JUL/18 and a report in relation thereto from the Director of Asset Management. He confirmed the budget for fire safety had been consistent every year with one exception (2017-18). A more robust check had been put in place with almost all Property Officers having visited almost every development. There was further work to be undertaken. He stressed, however, that all works left to be undertaken were not critical and all were up-to-date in respect of current legislation and compliance.

The Director of Asset Management confirmed that he would arrange for a year-end report to come back to the Board providing an update on the position. The Chief

Executive highlighted that new legislation was due to come into force in relation to heat and smoke detectors and this would be at a cost of £2.5m over two years. This would work have to be undertaken and the Board required to be mindful of this when budgets were being set.

The Board of Management noted the progress made in relation to the remaining, outstanding, property actions from our Fire Risk Assessments.

3281. Policy Review

(i) Code of Conduct for Staff - revised

The Board received Report BOM/10(i)/JUL/18 and a report in relation thereto from the Interim Director of HR.

In respect of page 6, at B.6, it was suggested to remove the words 'as one of our employees'.

It was highlighted that the Code could be fairly large for volunteers and a suggestion was made that a bullet point summary may be best to sit behind the full Code. The Interim Director of HR confirmed that volunteers did receive a summary as part of their induction.

The Board of Management noted and approved the amendments to the Code of Conduct.

3282. Compliance

(i) Loan Covenant Compliance

The Board received Report BOM/11(i)/JUL/18 and a report in relation thereto from the Director of Finance & ICT Services. He advised that there was a typo in the report, on the first page under the Executive Summary, there should be reference to two lenders rather than three.

The Board of Management noted the current position that all financial loan covenants had been complied with to the end of March 2018.

3283. Reports from Working Groups

(i) Minutes of the Owners' Forum East held on 5 June 2018

(ii) Minutes of the Owners' Forum West held on 7 June 2018

The Director of Asset Management advised that the decision to split the Owners' Forum meetings into two had proved successful and was working well. The Chair acknowledged that it was good to see so many owners attending these meetings. She enquired as to whether an owner should be represented on the Board. The Chief Executive confirmed that this had been talked about in the past and could be looked into. He suggested, however, that it would be beneficial for them to have the skills and experience required to fill current skills gaps.

The Board noted the Minutes of the Owners Forum East held on 5 June 2018 and the Minutes of the Owners Forum West held on 7 June 2018.

3284. Date of Next Meeting – Thursday 30 August 2018, Edinburgh Office

The date of the next meeting was confirmed as Thursday 30 August 2018, 79 Hopetoun Street, Edinburgh.

3285. Any Other Business

(i) Director of Asset Management

The Chair expressed her thanks, on behalf of the Board, to the Director of Asset Management at his last Board meeting with Bield.