



## BOARD MEETING

28 November 2023

### MINUTES

#### Attendance

<b>Board Members:</b>	Paul Edie (Chair) Cath Strachan Angus MacRae Isabel McGarvie David Leaf Frances Wood Derek Breingan William Smalley Brian McLaren Dougie Peters Robert Fernie Graeme Russell Margaret Moore (via Teams)
<b>Officers:</b>	Debbie Collins Tracey Howatt Nikki Ritchie Andrea Patterson
<b>Admin:</b>	Mariana Eaton (Minutes)

ITEM	NOTE	ACTION
<b>1</b>	<b>Apologies for Absence</b>	
	Lynne Douglas (Chief Executive)	
<b>2</b>	<b>Declarations of Interest</b>	
	There were no declarations of interest.	
<b>3</b>	<b>Strategy &amp; Business Plan</b>	
3 (i)	<b>Confidential - Redacted</b>	
3 (ii)	<b>Confidential - Redacted</b>	
3 (iii)	<b>Business Plan Route Map</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/3(iii)/DECEMBER/23 from the Chief Operating Officer.</p> <p>The report provides an overview for Board Members of the timescales for setting rents, setting the 2024/25 Budget, the new delivery plan to deliver the next stage of Bield's strategy and the 5- and 30-year financial plans.</p>	

<b>DISCUSSION</b>	The Chief Operating Officer presented the route map and there were no questions from the Board.	
<b>DECISION</b>	The Board noted the Business Plan route map.	
<b>4.</b>	<b>Audit, Performance &amp; Risk Committee</b>	
4 (i)	Update from the Audit, Performance and Risk Committee Chair	
<b>REPORT SUMMARY</b>	Verbal update by the Audit, Performance and Risk Committee Chair.	
<b>DISCUSSION</b>	<ul style="list-style-type: none"> <li>• The Committee last met on 16 November 2023.</li> <li>• The meeting was not quorate therefore reports presented for approval to it have been brought to this Board meeting for consideration/approval.</li> <li>• The Committee had discussed the budgetary control and financial controls internal audit. The audit report had highlighted nine action points, none of them were considered high risk and were expected to be resolved in a timely manner.</li> <li>• The Committee reviewed the Quarter Two performance report. It was noted that Bield's performance was reported as strong with three performance indicators reported as needing monitoring or improving: (i) absences that are long-term, (ii) mental health and stress absences, (iii) current tenant arrears.</li> <li>• The Committee reviewed the Board Assurance and Risk management Policy and recommends it to the Board for approval.</li> <li>• Bield's contract with the current internal auditor expires on 30 April 2024. A one-year extension was discussed however Bield officers felt retendering was their preferred option to support the new strategy. The retendering process had been discussed and a report setting out the methodology and recommendation for a new provider will be brought to the Audit, Performance and Risk Committee in February.</li> <li>• A Treasury update was presented to the Committee along with progress on the 2023/24 Treasury Strategy. The updates provided assurance excess funds are held on deposit or invested in low-risk portfolios as per the Treasury Management Policy.</li> <li>• Management Accounts and Forecast, setting out Bield's financial position as at 30 September 2023 was also presented to the Committee for noting.</li> </ul>	
<b>DECISION</b>	The Board noted the Audit, Performance and Risk Committee Chair's report.	
4 (ii)	<b>Confidential - Redacted</b>	
4 (iii)	<b>Business Health KPI's</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/4(iii)/DECEMBER/23 from the Chief Operating Officer.</p> <p>This report sets out the performance for Bield for the second quarter to 30 September 2023 for its Business Health KPI's. This reflects the new strategic performance framework</p>	

	<p>approved by Board at its meeting in July with the targets for 2023/24.</p> <p>Overall, all Bield's performance is strong for Q2 2023/24 with three performance indicators that need monitoring or improving:</p> <ul style="list-style-type: none"> <li>• Absence that are long-term - monitoring</li> <li>• Mental health &amp; stress absence – monitoring</li> <li>• Current tenant arrears – monitoring</li> </ul> <p>The Audit, Performance and Risk (APR) Committee reviewed the Business Health KPI's at its meeting in November and present them to Board for consideration.</p>	
<b>DISCUSSION</b>	No questions were raised by the Board.	
<b>DECISION</b>	The Board noted the KPI's for Q2 2023/24.	
4 (iv)	<b>Board Assurance and Risk Management Policy</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/4(iv)/DECEMBER/23 from the Chief Operating Officer.</p> <p>This Policy was presented to the Audit, Performance and Risk Committee at its last meeting. The Committee could not approve it as it was not quorate, it is therefore being presented to the Board for approval.</p> <p>The Board approved its new 5-year Strategy in January 2023 setting out 5 Intentions and 12 Corporate Priorities. The Board along with the Executive Management Team are responsible for delivering its objectives and to do that it needs to be aware of any risks that might get in the way of doing so.</p> <p>To support Bield's new Strategy a new Board Assurance and Risk Management Policy was considered and is presented to Board for consideration and approval.</p>	
<b>DISCUSSION</b>	The Board reviewed the policy. No questions were raised.	
<b>DECISION</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• Approved the new Board Assurance and Risk Management Policy</li> <li>• Noted the next steps for developing Bield Strategic Risk Registers</li> </ul>	
4 (v)	<b>Confidential - Redacted</b>	
4 (vi)	<b>Confidential - Redacted</b>	
<b>5.</b>	<b>People Committee</b>	
5 (i)	Update from The People Committee Chair	
<b>REPORT SUMMARY</b>	Verbal update by The People Committee Chair.	
<b>DISCUSSION</b>	<ul style="list-style-type: none"> <li>• The meeting in October was the first meeting of the new reconstituted committee.</li> <li>• The meeting was not quorate.</li> <li>• The Committee reviewed a performance report providing an overview of Q1 and Q2, 2023-24 performance.</li> <li>• The Committee also reviewed a report on the challenges with absence management and provided an overview, and</li> </ul>	

	<p>update of the current UK trends and challenges in respect of managing a healthy workforce. It discussed where Bield's current and future approach to responding to these challenges would be set.</p> <ul style="list-style-type: none"> <li>• A Benefits Policy Amendment was presented to the Committee but as it was not quorate it is being presented to the Board for approval.</li> <li>• Planned Policy Review programme was presented to the Committee, and reviewed policies will be presented to the Committee for approval over the coming year.</li> <li>• Our Journey Project overview was also presented to the Committee, outlining Bield's strategy, setting out Bield's ambition, including a focus on aspirations for our People.</li> <li>• Difficulties in recruitment were highlighted and Bield's plans to address those.</li> <li>• The Absence Management target is at "amber," with mental health and COVID presenting the biggest challenges.</li> <li>• A brief discussion was held on the staff survey, the outcomes of which will be finalised in January 2024.</li> <li>• The Committee Chair extended an open invitation for more Board members to join the Committee to ensure meetings are quorate.</li> </ul>	
<b>DECISION</b>	The Board noted the report of the People Committee Chair.	
5 (ii)	<b>Benefits, Payments and entitlements policy</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/5(ii)/DECEMBER/23 from the Director of People and Organisational Development.</p> <p>This report presents further minor amendments to the recently updated Entitlement, Payment and Benefits Policy.</p> <p>The paper went to the October 2023 People Committee for consideration but due to the meeting not being quorate it was not possible to approve the amended papers.</p> <p>The proposed amendments reflect strengthening of internal governance arrangements, are in line with Model guidance and mirror approaches of Peers.</p>	
<b>DISCUSSION</b>	<ul style="list-style-type: none"> <li>• Board members discussed the requirements around declaring acceptance of hospitality and the need to seek approval.</li> <li>• Some members felt that there were grey areas in terms of interpretation of conflict of interest and highlighted that it is not always clear in what capacity they are being invited to professional network events.</li> <li>• Some members thought that Board members should exercise their own judgement when accepting invitations not related to Bield work and declare potential conflict of interest after the event if they find in the course of it that it is relevant to Bield work.</li> <li>• The Board requested Bield officers circulate to Board members a list of organisations Bield works with.</li> <li>• It was also confirmed that Bield has a gift register for</li> </ul>	

	<p>recording gifts if any are accepted.</p> <ul style="list-style-type: none"> <li>• It was noted that the Policy had not always been followed and this needs to be reviewed going forward, i.e., SHR standards need to be revisited and considered.</li> <li>• EMT confirmed that the policy is an SFHA based document and the three amendments proposed are not impacted by the matters raised.</li> </ul>	
<b>DECISION</b>	The Board approved the amendments to the policy for future use within Bield.	
<b>6.</b>	<b>Business Development Committee</b>	
6 (i)	Update from Business Development Committee Chair	
<b>REPORT SUMMARY</b>	Verbal update form The Business Development Committee Chair.	
<b>DISCUSSION</b>	<ul style="list-style-type: none"> <li>• The Inaugural Committee meeting took place on 26 October 2023.</li> <li>• The Committee noted a report outlining the regulatory expectations around development activity for Registered Social Landlords in Scotland and the project development process and decision-making gateways which are proposed to support delivery of Bield’s development programme.</li> <li>• A report providing an overview of Bield’s work to develop an area-based approach to investment planning was presented to the Committee.</li> <li>• The Committee was also presented with a report outlining the regulatory expectations around development activity for RSLs in Scotland and the project development process and decision-making gateways which are proposed to support delivery of Bield’s development programme. Bield can be at the forefront of providing independent living homes and achieving success within the sector.</li> </ul>	
<b>DECISION</b>	The Board noted the report of the Business Development Committee Chair.	
<b>7.</b>	<b>Other Items</b>	
7 (i)	<b>Six-monthly Health and Safety Report</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/7(i)/DECEMBER/23 from the Director of People and Organisational Development.</p> <p>The report highlights performance and some key areas of delivery over the period April-September 2023 within Bield. It seeks to assure the Board of internal managed and governance arrangements. Key points included for this report:</p> <ul style="list-style-type: none"> <li>• Completed ten Fire Risk Assessments (FRA) as part of Bield’s yearly review programme, in line with Fire (Scotland) Act 2005.</li> <li>• Report on Fire Alarm calls, volume and trend.</li> <li>• Incidents status report.</li> <li>• Environmental Health reports outputs.</li> <li>• Accidents and Incidents – confirming no HSE/RIDDOR</li> </ul>	

	<p>reportable incidents, update on employee &amp; tenants / members of the public accidents.</p> <ul style="list-style-type: none"> <li>• Violent Incident reports.</li> <li>• Insurance Claims – confirmation no new claims over reporting period.</li> <li>• Assurance on Health and Safety Training delivered.</li> <li>• Property Management Compliance <ul style="list-style-type: none"> <li>○ Fire Alarm System Compliance on schedule</li> <li>○ 4060 out of 4058 scheduled fire smoke &amp; heat detectors tests completed (two cases for access still to be resolved over the period)</li> <li>○ Water Hygiene management shower hygiene disinfections progress update.</li> </ul> </li> <li>• Assurance on communal gas landlord inspections schedule being met.</li> </ul>	
<b>DISCUSSION</b>	<p>The Board raised some advance questions on damp and mould management, responses to which were provided in advance and a record of those is available.</p> <ul style="list-style-type: none"> <li>• The Board asked if violent incidents referred to in the report were the result of tenants or other parties' actions. It was confirmed that in the majority of cases the tenant or a visitor of theirs rather than staff members or members of the public were the cause for the incidents. Bield's new Cx system provides better reporting, so staff and managers can track incidents better, which in addition to other benefits would also help protect staff. It is expected that the next report may return even higher incident numbers because we now have a better recording system.</li> <li>• Clarification was sought about the meaning of the abbreviation RWM under item 3.4.3 in the report; it was confirmed that it stands for retirement housing with meals.</li> </ul>	
<b>DECISION</b>	The Board noted the update.	
<b>7 (ii)</b>	<b>Health and Safety Policy</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/7(ii)/DECEMBER/23 from the Director of People and Organisational Development.</p> <p>This Health and Safety manual has been prepared by Bield, in collaboration with external professional advice and guidance from WorkNest. It contains our Health and Safety Policy as required by the Health and Safety at Work etc. Act 1974, and it defines the way we manage the health and safety hazards and risks associated with our business, premises and activities.</p>	
<b>DISCUSSION</b>	<p>The Board sought clarification if the health and safety responsibilities lie with the executive or non-executive management of Bield.</p> <p>It was confirmed that the Chief Executive Officer and Executive Directors carry the responsibility, not the non-executives.</p>	
<b>DECISION</b>	The Board considered and approved the Policy.	

7 (iii)	<b>Allocation Policy</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/7(iii)/DECEMBER/23 from the Director of Customer Experience.</p> <p>This report seeks approval for the revised Bield Allocations Policy, from 1 April 2024. The revised policy takes account of the separation from Trust Housing Association and Hanover Scotland Housing Association.</p>	
<b>DISCUSSION</b>	<ul style="list-style-type: none"> <li>• Following disengagement from Hanover and Trust, Bield require to have an independent Allocation Policy. Both the comprehensive Policy and an easy-to-read version were presented to the Board. Board members commented on how helpful the easy-to-ready version was.</li> <li>• The Chair requested compliments be passed to the officers who prepared the documents for the Board, they were found to be excellent, and of really high quality, covering all bases. The Board were particularly impressed with the level of consultation undertaken.</li> <li>• The Board suggested that Bield, now standing independently, should use the opportunity to promote the new allocation policy.</li> <li>• The Board observed that Bield should not treat everyone the same, as people have diverse needs. The Director of Customer Experience reiterated that Bield treats all people with equality and diversity, and according to their needs.</li> <li>• The Policy has been through the Tenants Forum and Bield officers have very good insight into what the tenants' thoughts are; the consultation process undertaken was commended highly by the Board.</li> <li>• A Board member enquired as to why Bield had withdrawn from the partnership with Hanover and Trust. It was clarified that it had been found that the Partnership had not really been working for Bield and a consultant had been engaged to review it; three potential options going forward were considered (i)staying in the Partnership; (ii) joining forces in one big joint organisation; or (iii) being independent and joining the Common Housing Register. Choice (iii) was the preferred choice.</li> <li>• The Board asked what duty the Covenant Duty places on us. It was clarified that it means there is a requirement to house certain groups, where we may have preferential arrangements.</li> <li>• An observation was made that the Policy follows Care Inspectorate standards, which strictly speaking are Scottish Government Standards.</li> </ul>	
<b>DECISION</b>	<p>The Board:</p> <ul style="list-style-type: none"> <li>• Approved the draft policy as outlined in Appendix 1; and</li> <li>• Noted the consultation which has been undertaken with tenants and colleagues in preparing the draft Allocation</li> </ul>	

	Policy as outlined in Appendix 2.	
7 (iv)	<b>Rent Consultation</b>	
<b>REPORT SUMMARY</b>	<p>The Board received Report B/7(iv)/DECEMBER/23 from the Director of Customer Experience.</p> <p>This paper outlines the proposed methods and strategies for the rent setting consultation. The objective is to garner consensus and commitment on the approach to be employed, ensuring it is in alignment with organisational goals and tenant expectations.</p>	
<b>DISCUSSION</b>	<p>The Director of Customer Experience reiterated, we are required to conduct a rent consultation annually.</p> <ul style="list-style-type: none"> <li>• Bield have looked at how other Registered Social Landlords do this. It has been decided not to offer a choice of three. Instead Bield will provide tenants with one maximum figure, around CPI and at the same time use the opportunity to ask them about cost-of-living impact.</li> <li>• There were 879 returns last year (approx. 12% of all our tenants); this year we have already received 89 responses, which is before it has even been publicised in the tenants' newsletter; Bield are always looking of ways of encouraging more to respond.</li> <li>• The Board asked what percentage of tenants rely on social housing benefits; It was confirmed that this information can be extracted from Cx system.</li> <li>• It was highlighted that the additional questions included in the rent consultation would provide useful additional information.</li> <li>• The Chief Operating Officer noted that we are also looking at what other Registered Social Landlords, who increased less than us last year, are doing, given we were at the top of increases last year. (This is information which comes from SFHA)</li> <li>• The Board asked if different budget options will be presented, depending on different percentage increase options. The Chief Operating Officer confirmed that only one budget option will be presented to the Board and a recommendation made.</li> <li>• The Board asked if any modelling was done in advance of the consultation. The Chief Operating Officer explained that there had not been the opportunity to do that yet; It is expected that in January 2024 all options can be set out.</li> <li>• The Board iterated that this is an opportunity for us to demonstrate to tenants what the increase is going to provide in return; we need to keep making that connection.</li> </ul>	

<b>DECISION</b>	The Board noted the approach for rent setting consultation 2024-25.	
7 (v)	<b>Confidential - Redacted</b>	
<b>8.</b>	<b>Governance</b>	
8 (i)	<b>Confidential - Redacted</b>	
<b>9.</b>	<b>Minutes</b>	
9 (i)	Approval of Minutes & Confidential Minutes The Minutes and Confidential Minutes of the meeting held on 28 September 2023, having been previously circulated, were approved and signed by the Chair.	
9(ii)	Action List The Board noted the Action List.	
<b>10.</b>	<b>Any Other Business</b>	
10 (i)	Subcommittee Quorum	
	It was noted that two of the recent Sub Committee meetings have not been quorate. It was suggested that would it be useful to have a spare member or a standby member to make sure meetings are quorate; Currently each Committee comprises of 4 members, and 3 are needed for a quorum. The Board agreed to look into this further.	
<b>11.</b>	<b>Date of Next Meeting – 25 January 2024</b>	
	There being no official business, the meeting finished 17:15.	