

COMMITTEE MINUTE RECORD	
Minute of:	ARK Housing Association Board of Management
Date Held:	20 th August 2020, 2.00pm
Venue:	via Zoom
Chair:	Graham Mitchell
Secretary:	Bobby Duffy
Present:	Mr Graham Mitchell (Chair), Ms Shona Dunsmore (Depute Chair), Mr Dave Proudfoot, Ms Marilyn Barrett, Mr Neil McKnight, Mr Ian Logan, Ms Lucy Robertson, Dr Darcey Black, Mr Ken Brown, Mr Michael Catlin, Ms Joanna Mansell, Dr Fraser Quin, Mr Nikolas Koutris
In Attendance:	Mr Bobby Duffy (Chief Executive Officer), Mr Ron Watson (Director of Finance), Ms Victoria Knox (Director of People & Organisational Development), Ms Mary Bell (PA to CEO) (Minutes) Mr Mark Hall, (Director of Operations), Ms Caryn Innes (Director of Development and Business Improvement)
ITEM	
1.	<p>Welcome</p> <p>The Chair welcomed all attendees to the zoom meeting, advised that two hours had been allocated for today's meeting and noted that Mr Koutris would be leaving the meeting at 3.30pm.</p> <p>Members noted and agreed with the planned way in which today's meeting will take place</p>
2.	Apologies: Ms Anne Lane
3.	<p>Declaration of Interest</p> <p>It was noted that, Mr Neil McKnight, Mr Ken Brown and Mr Ian Logan were also members of Ark Commercial Investment Limited (ACIL) Board and Ark Services Limited (ASL) Board.</p>
4.	Items for Approval
4.1	<p>Minutes of Previous Meeting held on 18th June 2020</p> <p>The Chair enquired if Members had any comments or queries in regards to the 18th June 2020 BoM meeting minutes.</p> <p>Mr Brown enquired if the Loan portfolio dates had been amended and the DoF confirmed that it was an error and has been corrected.</p> <p>No further comments or queries were noted and the minutes were approved as an accurate record of the 18th June 2020 Board of Management meeting.</p> <p>Members approved the 18th June 2020 Board of Management meeting minutes</p>
4.2	<p>Matters Arising and Actions from Previous Minute</p> <p>Actions</p> <p>The action list was reviewed and updated and the following was noted:-</p> <ul style="list-style-type: none"> ○ Review of the Executive Committee will be carried out after the AGM ○ Entitlements, Payments and Benefits annual declaration forms will be posted to all Members for completion and return in the pre-paid envelope provided ○ SRR briefing paper is on today's agenda for discussion ○ Parameter variation for the dashboard is in progress and will be agreed once the new Directors are clear about what key performance information they should report upon ○ It was noted that dates had been issued to the Sub-Committee Chairs and as soon as everyone have responded the DP&OD will schedule a meeting for remit discussions. ○ The Chair noted that there is further discussion required in regards to the Housing Sub –Committee and he will update Members in due course ○ Proposed Business Report format to be available for agreement at the 10th December 2020 BoM meeting <p>All other actions were noted as being completed.</p> <p>Members noted the Actions responses</p>
4.3	<p>Co-optee Appointments</p> <p>The Chair recommended the following 3 people for co-option to the Board of Management:-</p> <ul style="list-style-type: none"> ○ Mr Michael Catlin, proposed by Ms Dunsmore and seconded by Ms Barrett ○ Ms Joanna Mansell, proposed by Mr Koutris and seconded by Mr McKnight ○ Dr Fraser Quinn, proposed by Ms Robertson and seconded by Dr Black <p>Members approved the Co-option of Mr Catlin, Ms Mansell and Dr Quinn to the Board of Management</p>

4.4

Year End Accounts

Audit Sub-Committee Review Conclusion

- The Audit Sub-Committee Chair highlighted that TIAA (Internal Auditors) have provided their annual opinion for the areas reviewed in 2019/2020 that Ark has reasonable and effective risk management control and governance processes in place.
- The Audit Sub-Committee Chair advised that Chiene + Tait (C+T) had, as part of their review, proposed an unqualified opinion on the financial statements and they have not identified any control weaknesses. The Chair of the Audit Sub-Committee added that C+T had deemed the accounting polices be appropriate and that the Financial Statements comply with accounting standards and recommended accounting practices.
- The Audit Sub-Committee Chair highlighted that the above findings provided assurance to the Audit Sub-Committee and to the Board of Management.
- The Audit Sub-Committee Chair noted that the Audit Sub-Committee is recommending approval of the Financial Statements for year ended 31st March 2020 to the Board of Management.

Finance Sub-Committee Review Conclusion

- The Finance Sub-Committee Chair advised that Members had reviewed the Year End Accounts and had received a presentation from the Executive Team, noting that they were content with the performance and were pleased to note that C+T had provided a clean report in regards to the management of the Ark Group finances. The Finance Sub-Committee Chair noted that the Finance Sub-Committee is recommending approval of the Financial Statements for year ended 31st March 2020 to the Board of Management.

Year End Accounts for Board Approval

- The DoF provided summary information in respect of the Year End accounts and emphasised that the group turnover and costs had increased. The DoF noted that the overall surplus had dropped slightly from last year due to increased sleepover costs with the implementation of the Scottish Living Wage on all sleepover hours. The DoF highlighted that the operating surplus was in a very healthy position when viewed over the past two years.
- The DoF noted that Covid-19 had significantly impacted on the investment portfolio and that some unrealised losses were being reported at the end of March 2020 but subsequently to this the market has recovered.
- The DoF informed there had been a significant pension adjustment and explained how this had been derived by The Pensions Trust. The DoF noted that Arks share of the liabilities had dropped and, therefore, a large adjustment to reflect this had been made below the operating surplus line. The DoF further noted that this is a paper transaction with no cash implications.
- The DoF advised that the balance sheet is very healthy, cash holdings are up and noted that the organisation is in a healthy position from which to develop the business plan.
- A discussion proceeded in relation to the pension scheme and the DoF advised that all organisations involved take part in covenant assessment conducted by KPMG and on the basis of the results the Pensions Trust and Pensions Regulator are happy that Ark are considered a low risk in the scheme in terms of organisations falling into passing on of liability situations. The DoF noted that the SHAPS scheme is considered to be a very strong covenant across all of the organisations and the likelihood of any organisation defaulting to this position is very low.



- 2) Where the Association's financial statements show a deficit being made on other activities confirmation is required that the Association approves the long term plans for these activities should the deficits continue. The DoF advised that this subject had been discussed in great detail with the Finance Sub-Committee and that these figures were intra-group items that were areas considered as non-care or non-support activities noting that C+T had highlighted this as there was a slight increase on last years figures on Arks overall

	<p>technical loss. The DoF noted that this is not an area of concern for the organisation confirming that this was a technical adjustment that had been made within the accounts which shows a loss on certain types of activities and is how the SHR template for the accounts has been set up. The DoF advised that there is no actual technical loss happening in the organisation.</p> <p>The DoF confirmed that this was one of the items discussed at the clearance meeting with C+T before the accounts were released and they are aware of the explanation provided and fully understand it.</p> <p>Letter of Representation</p> <ul style="list-style-type: none"> ○ The DoF advised that the Letter of Representation will be posted out to the Chair for his signature and return. <p>Members noted the Letter of Representation and approved the Year End Accounts</p>
5.	<p>Items for Discussion/Decision</p> <p>5.1 SHR Annual Assurance Statement</p> <ul style="list-style-type: none"> ○ The CEO provided background information in relation to the new Annual Self-Assessment Process introduced by the SHR in 2019 noting that Ark had implemented a comprehensive self-assessment process and advised what this entailed. ○ The CEO stated that the Audit Sub-Committee had been remitted by the Board of Management to review the process and a timetable of review had been agreed. The CEO added that a full review of the process had been carried out by the Executive and Senior Leadership teams as part of the first part of review process. ○ The CEO advised that the Chair had asked for additional assurance to be implemented and it had been agreed that the CEO will spot check 20% of the self-assessment documentation with the Executive and Senior Leadership teams to ensure he is satisfied with the currency and robustness of the evidence held against each of the standards. ○ The CEO informed that an updated summary report will be created for the 23rd September 2020 meeting confirming the additional review has been carried out which will offer the Board of Management further assurance in regards to the process that has been followed. ○ Mr Proudfoot noted that the Audit Sub-Committee had considered the Executive Teams schedule of evidence and agreed to report to the Board of Management on the sufficiency of evidence and that the Board of extra Management should agree the Annual Assurance Statement and agreed that the extra check being made is an excellent addition that provides further assurance. <p>Members noted the SHR Annual Assurance Statement Report</p>
6.	<p>Chairs Remarks</p> <ul style="list-style-type: none"> ○ The Chair welcomed Ms Innes and Mr Hall to the Board of Management meeting and noted he was looking forward to their presentations later in this meeting. <p>Annual Reporting Plan</p> <ul style="list-style-type: none"> ○ The Chair informed that he will be come forward to the 23rd September meeting with a breakdown of anticipated and recurring items for meeting agendas to be clear as to expectations when items will be coming back to the Board of Management. <p>Board of Management Reviews</p> <ul style="list-style-type: none"> ○ The Chair extended his thanks to Members and noted that they had provided interesting commentary where Members would like further inclusion in Participation and how they see this happening. The Chair noted that he is proposing to have a conversation with the DP&OD to plan how this will move forward for the 2020/21 year. <p>AGM</p> <ul style="list-style-type: none"> ○ The Chair stated that the CEO will provide information in his remarks in regards to the AGM and encouraged as many Members as possible to attend. The Chair noted that future plans for the Board of Management will involve considering opportunities for Ark in line with the Business Plan and Accounts and this will be discussed further at the AGM. <p>The Chair spoke about the way the Board of Management have had to get together during the Covid-19 period and said that he hoped it would be possible to meet up personally to meet new Members and re-establish relationships at the end of the year. The Chair noted that if possible a get together will be arranged for October/November which will involve a meeting with the Executive and Senior Leadership Teams and a Board of Management only meeting. The Chair advised that further information will follow if people can meet in social settings at that time</p> <p>Members noted the Chair's Remarks</p>
7.	<p>CEO Remarks/Reports</p> <p>AGM, Business Plan and Rebrand Launch</p> <ul style="list-style-type: none"> ○ The CEO noted that it was being planned that the AGM, Board of Management meeting and Business Plan and Rebrand Launch could possibly be carried out on 23rd September at the Hilton Carlton Hotel in Edinburgh. The CEO commented

- on how the meetings would be set up and provided information in regards to his discussions with the Manager about safe distancing measure and participants being kept safe.
- The CEO communicated that In terms of the AGM plans were being made for the Board of Management and Executive and Senior Leadership Teams meeting up at the hotel and Members could join remotely, noting that the Board of Management meeting would take place in the same room. The CEO advised that he was assured by the Manager that everything in relation to Covid-19 had been thoroughly thought through for meetings to take place.
 - The CEO talked about the Launch event, advising how this would be carried out, who would be involved and how it would be streamed to invited guests. The CEO added that Holyrood PR is being used for marketing purposes and a proposal from them is forthcoming. If successful Holyrood PR will link with STAND and the AV Company to ensure the Launch is delivered to a high quality and marketing is accomplished professionally.
 - The CEO noted that the Business Plan is complete with the exception of two outstanding photos and that it will be shared with Members one week prior to the Launch event.
 - The CEO asked Members to consider if they are comfortable with attending the AGM and Launch and said that the PA will email to confirm Members intention to physically attend.
 - The CEO conveyed that Members will receive details in the timeframes set which will include Members who are due to retire asking if you would like to be appointed back onto the Board of Management.
 - Mr Logan commented that it could be beneficial to invite someone of high profile to endorse the event. The CEO notified that this is being considered.
 - Ms Mansell enquired if any concern had been highlighted by Holyrood media in regards to falling under criticism by promoting the event in a public domain during this pandemic. The CEO advised that this had been considered with Holyrood PR and provided an overview of the conversation noting that Holyrood PR had felt that this would be a good opportunity for Ark to demonstrate a focus for the future during this challenging period of time.
 - The Director of Development & Business Improvement (DD&BI) explained Holyrood 's brief and advised that a reactive response for the media will be prepared in the event of any issues arising noting that Holyrood's role will be to manage any issues behind the scenes.

Covid-19 Response

Executive & Senior Leadership Teams

- The DP&OD provided an update in regards to the response to Covid-19 noting that the Executive and Senior Leadership Teams meet regularly and each department Head continues to provide a report in regards to exceptions.
- The DP&OD reported that ICT continues to provide support to everyone for working and meeting remotely and this has been a positive outcome.

Staffing

- The DP&OD said that in regards to continued testing at care homes no issues have arisen so far and noted that the Health & Safety Advisor continues work with the Area Managers in line with Government Guidance in regards to updating protocols for visiting the Care Homes and HMO's. No challenges are being faced at present in relation to obtaining PPE from the Hubs and a supply is kept at the Priory should any issues arise.
- The DP&OD noted that the staffing numbers are at 85% and this is reflected in the reduction in agency costs and staff turnover is down 3% from last year resulting in a positive shift in staff retention. All staff who were shielding are back at work with extra duty of care risk assessments being put in place. Staff absence levels are stable at present.
- The DP&OD advised that the Health and Safety Advisor continues to update the risk assessments with any new information, shares with the Area Managers and attends the Area Managers meetings on a fortnightly basis.



Priory Closure

- The DP&OD informed that Priory staff continues to work from home and a decision has been made to stay closed until the end of this calendar year. Plans are being put in place for this to happen with the view that if people can come back sooner staff will be re-introduced quicker than the year end. A limited number of key staff are working in the Priory and home based staff are healthy and continuing to deliver what is required for each department.
- A discussion in relation to the reduction in supported hours delivered and the impact on supported people ensued and the DP&OD advised that this is managed through the local staff teams to ensure everyone is safe and well. The DofO added that the supported people have adapted really well to the circumstances and staff are being more creative and stay in touch with people shielding. The DofO added that there have been no specific incidents to date and reported that the incidents have decreased over this period of time.

	<ul style="list-style-type: none"> ○ Dr Quin enquired if there was a report collated to support what had been said and the DofO noted how this could be established. A discussion ensued in regards to information held around contacts made and it was noted that the information is available but it would be challenging to extract this from peoples' individual files. The DP&OD added that Management monitor incidents and accidents and would identify any recurring themes through this process. <p>Introduction to Director of Operations</p> <ul style="list-style-type: none"> ○ The DofO delivered his presentation in regards to his career progression and his priorities for his first year in post noting that in he has been striving for better in his entire career, that he has a well developed understanding of the challenges faced by the people we support and can see the part that ARK can play in improving opportunity for people. ○ A discussion in relation to Making Connections took place and how this could be challenging to embed throughout the organisation. The DofO explained how the Making Connections Improvement Group had been set up and how the process had been started through the staff conferences and this is starting to help with this process. <p>Introduction to Director of Development and Business Improvement</p> <ul style="list-style-type: none"> ○ The DD&BI carried out a presentation in relation to her journey to Ark, provided some personal information about herself, her employment history, some achievements she is proud of and the key business priorities for her first year in post. <p>The Chair thanked both Directors for their presentations and noted that the presentations will be shared for information.</p> <p>Members noted the CEO Remarks and Presentations</p>
8.	Standing Items
8.1	<p>Property Developments Penicuik & Livingston</p> <ul style="list-style-type: none"> ○ The DD&BI advised that the since the report had been created there was no update to add. ○ The DD&BI noted that the interviews with the remaining consultants had been carried out for the Livingston project which will enable Ark to push forward with some further ground information and cross checks. ○ The DD&BI noted from a risk point of view that the developments planning are out of Ark's hands but both decisions are imminent. ○ The DD&BI informed that a full cost review of the Livingston development will be carried out once the team is in place and this will go back through the appraisal process. The team will work with the DoF and report back in terms of design costs and preparing for tender. ○ The DD&BI said that she will discuss with the Chair the reporting format required for future meetings ○ A discussion in relation to carrying out a scenario analysis at Livingston ensued and the DD&BI advised that this had been carried out when the financial appraisal was first carried out and explained different situations that could be carried out. ○ A project risk rating was discussed and further discussion will take place in this regard. ○ The Chair noted that a further update will be available for the 23rd September 2020 meeting. <p>Members noted the Penicuik and Livingston Developments Update</p>
8.2	<p>AIMS Update</p> <p>The DofO informed that there has been a delay of six months in terms of projected outcome of the overall project and there are no cost implications at the moment. The DofO stated that AIMS had been paused at phase 3, further consolidation has been carried out and it is planned to take phase 4 forward given the context of the operating circumstances at present.</p> <p>Members noted the Aims update</p>
9.	Standing Items
9.1	<p>Strategic Risk Register (SRR)</p> <p>The Chair advised that the SRR had been once again reviewed by the Executive Team and the Audit Sub-Committee had confirmed that this has been completed. The Chair advised Members to contact the CEO if they required any clarification.</p> <p>Members approved the SRR</p>
9.2	<p>Audit Sub-Committee (Annual Report by the Chair)</p> <p>The Chair noted that the Audit Sub-Committee Annual Report had been issued for noting and if Members have any comments or queries please contact the Audit Sub-Committee Chair via email.</p> <p>Members noted the Audit Sub-Committee's Annual Report</p>
9.3	<p>Finance Sub-Committee (Annual Report by the Chair)</p> <p>The Chair noted that the Finance Sub-Committee Annual Report had been issued for noting and if Members have any comments or queries please contact the Finance Sub-Committee Chair via email.</p>

		Members noted the Finance Sub-Committees Annual Report
9.4		[REDACTED]
9.5		Business Plan Objectives Quarter 1 The Chair noted that the objective report will be carried forward to the next Board of Management meeting but if any points require clarification prior to then Members can contact the DoF via email. Members noted the Business Plan Quarter 1 Update
9.6		Ark Commercial Investments Ltd C/F to next Board of Management Meeting Members noted the C/F position with item 9.6
9.7		Ark Services Ltd C/F to next Board of Management Meeting Members noted the C/F position with item 9.7
9.8		Rule 68 Compliance Report The Chair requested that Members noted Rule 68 Compliance Members noted Rule 68 Compliance Report
		It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.
9.		Date of Next Meeting: Wednesday 23rd September 2020 AGM 10.00am BoM 10.45am

2020 Dates for Board of Management Meetings – commencing 14.00**Board Member Only sessions will commence at 13.30 unless agreed otherwise**

-  Thursday 22nd October
-  Thursday 10th December

Meeting Dates in 2021

-  Thursday 18th March
-  Thursday 17th June
-  Thursday 26th August
-  Thursday 23rd September
-  Thursday 28th October
-  Thursday 09th December

Addendum:

Further discussion took place outwith the Board of Management meeting in regards to the item 7 - AGM and BP Launch and Management have re-considered the plan and are in discussion with STAND to organise both events remotely.

ACTIONS

Meeting Date	Agenda Number	Action	Who	Status
20/09/18				
	11.2	Review of remit of Executive Committee to be carried out	ALL	In progress – to be carried out after the AGM
20/02/20				
	9.6	Entitlements, Payments and Benefits annual declaration to be completed and returned 19 March meeting	MB/ALL	Posted out for Completion and Return
18/06/20	5.3	ET to provide a Parameter variation for the dashboard and any variations outwith will have additional reportage and the previous year's benchmark will be provided	ET	In progress – Proposed format to be available for 10 th December 2020 BoM meeting
20/08/20	4.2	Further discussions to take place in regards to the Housing Sub-Committee	GM/LR	
	4.4	Letter of Representation and Management Accounts to be posted to the Chair for signing	RW	
	6	Annual reporting plan to be available for 23 rd September BoM meeting Discussions to take place with the DP&OD in regards to Member / Participation involvement Get together to be arranged for October/November if permitted	GM GM GM	
	7	PA to email to confirm Members intention to physically attend AGM & Launch.	MB	Super ceded
	8.1	DD&BI to discuss with the Chair the reporting format required for future meetings Project risk rating to be further discussed	CI ALL	