

**COMMITTEE MINUTE RECORD**

**Minute of:** Ark Board of Management  
**Date Held:** 23 February 2023, 1.30pm  
**Venue:** Hybrid  
**Chair:** Graham Mitchell  
**Secretary:** Bobby Duffy

**Present:** Mr Graham Mitchell (Chair), Mr Neil McKnight (Depute Chair), Ms Catriona Clarke, Mr Dave Proudfoot, Mr Ian Logan  
**Present Remote In Attendance:** Ms Lucy Robertson, Mr Darcey Black, Mr Oliver Saint, Ms Kayleigh Bryan, Ms Joanna Mansell  
 Mr Bobby Duffy (Chief Executive Officer), Mr Mark Hall (Director of Operations), Ms Caryn Innes (Director of Development and Business Improvement), Mr Stuart Green (Director of Finance), Ms Mary Bell (PA to CEO) (Minutes)  
**Co-optees:** Ms Donna Downie, Mr Craig Unsworth, Mr David Belfall

ITEM	
1.	<p><b>Welcome</b>            The Chair welcomed all attendees to the 23 February 2023 Board of Management meeting and extended a special welcome to the Co-optees to their first official meeting. The CEO explained the set up for today’s hybrid meeting.</p>
2.	<p><b>Apologies:</b> N/A</p>
3.	<p><b>Declaration of Interest</b>            It was noted that Ms Lucy Robertson, Mr Ian Logan, Ms Kayleigh Bryan and Mr Oliver Saint are Members of Ark Services Ltd (ASL) Board, Ms Lucy Robertson, Mr Neil McKnight and Ms Catriona Clarke are Members of Ark Commercial Investment Limited (ACIL) Board.</p>
4.	<p><b>Items for Approval</b></p>
4.1	<p><b>Minutes of Previous Meeting held on 15 December 2022</b>            The Chair enquired if Members had any comments or queries in regards to the 15 December 2022 Board of Management meeting minutes. Members agreed that the content of the minutes are an accurate record of the meeting.  <b>Members approved the 15 December 2022 Board of Management meeting minutes</b></p>
4.2	<p><b>Actions</b>            The action list was reviewed and the following was noted:-            15/12/22</p> <ul style="list-style-type: none"> <li>o Item 6.1 – “Redacted for Security”</li> <li>o Item 7 Chairs Remarks – Appraisal information has been shared with the Chair, this action will be removed from the list. Volume of meeting papers was discussed and the ET proposed that an extra meeting day take place in June to apportion the quantity of paperwork. Members agreed that a meeting date for June be added to the annual cycle of meetings.</li> <li>o Item 9 EDIHR Strategy – Has been shared with the Co-optees. This action will be removed from the list.</li> <li>o Item 10.5 ET Corporate Calendar – ET have reviewed their corporate calendar to align with the BoM meetings. This action will be removed for the list.</li> <li>o Item 10.6 Entitlements Payments and Benefits Form – To be forwarded to the appropriate Members for completion.</li> </ul> <p><b>Members noted the updates and current status of the action list</b></p>
5.	<p><b>Policies for Approval</b></p> <ol style="list-style-type: none"> <li>1. CS25 – People at Risk of Chocking</li> <li>2. G02 – Code of Conduct for Board Members</li> <li>3. G02a – Protocol for Managing Alleged Breaches of Code of Conduct</li> <li>4. G03 – Staff Code of Conduct</li> <li>5. HR29 – Redundancy</li> <li>6. HS18 – Office Safety</li> </ol>

	<p><b>Members approved the review of Policy Numbers CS25 with the caveat that review takes place on an annual basis, approved G02 and G02a after Member feedback had been taken into consideration and agreed amendments updated. G03, HR29, HS18 were approved with no amendments noted.</b></p>
6.	<p><b>“Redacted for Security”</b></p>
6.1	<p><b>Applications for Membership</b></p> <ul style="list-style-type: none"> <li>○ The Chair asked Members to approve a one share Membership of Ark HA for Mr Craig Unsworth, Ms Donna Downie and Mr David Belfall.</li> </ul> <p><b>Members approved Ark Membership for Craig Unsworth, Donna Downie and David Belfall</b></p>
6.2	<p><b>Governance Agreement Ark HA Board and ASL Board</b></p> <ul style="list-style-type: none"> <li>○ The CEO asked for approval in principle for the process for the transfer of excess funds from ASL to Ark HA noting that he had reviewed the rules and had taken legal advice and confirmed that it was applicable to receive excess funds from ASL. The CEO provided an overview of the process noting that the 5 year financial plan for ASL will contain the proposed transfer of funds then the ASL Board will be asked to agree at its 30 March 23 meeting then issued to the 25 May 2023 BoM meeting. The CEO added that the request to transfer excess funds will be approved on an annual basis.</li> <li>○ A discussion took place in regards to how the funds will be utilised and the DDBI that they are for a scheme enhancement and a detailed investment plan will come back for approval. It was confirmed that ASL and Ark HA excess funds will not be used for any deficits but will form part of future investment plans and be reinvented into the operations of both organisations.</li> </ul> <p><b>Members noted the content of Governance Agreement paper and Approved the proposed process for requesting excess funds from ASL to Ark HA</b></p>
7.	<p><b>Items from Chair and CEO</b></p> <p><b>Chairs Remarks</b></p> <ul style="list-style-type: none"> <li>○ The Chair advised that Members Annual Reviews will be coming up soon and that the representative from the SFHA will be providing a digital format this time round that will be more aligned to what is required.</li> <li>○ Board Members Reflections – The Chair highlighted the volume of paper that was presented to Members for the 15 December 2022 meeting and asked for Member feedback. A discussion ensued in relation to how all items can be covered at the one meeting by extending the timings or the ability to be able to carry forward certain papers to the next meeting. The DDBI noted the structure of her reports to Members that are aligned with the Finance Sub-Committee meeting dates and that context for meeting papers needs to be set by what is expected by the Regulator. A D</li> <li>○ Further discussion took place in regards to a wider BoM development framework and it was suggested that a Sub-Committee could be given delegated authority for some items and these can be reported to the BoM in different way but it was agreed that topics require to be presented to the BoM first. A new format for meetings will be proposed for approval and it was noted that the ET corporate calendar projects the work to be reported. The CEO will create a plan for future BoM meetings to ensure there is no repeat of the 15 December 2022 meeting paperwork.</li> </ul> <p><b>Members noted the Chairs Remarks</b></p>
8.	<p><b>CEO’s Remarks</b></p> <ul style="list-style-type: none"> <li>○ SHR Engagement Visit – The CEO noted that the SHR had cancelled the meeting date for their engagement visit and this has now been updated to 5<sup>th</sup> April 23.</li> <li>○ SLT Changes – The CEO advised that as of 23 February 2023 the Assistant Director of Care &amp; Support is moving on to a promoted Director post at Cornerstone and the Head of Quality &amp; Compliance has resigned from post and will leave at the end of March 2023 due to personal reasons. The CEO commended both for the tremendous work they have carried in their time at Ark and both will be missed. The CEO informed that recruitment adverts for their replacements have been placed.</li> </ul> <p><b>Members noted the CEO Remarks</b></p>
	<p><b>Items for Discussion/ Decision</b></p>
9.	<p><b>Session 22/23</b></p>
9.1	<p><b>Property Development and Strategic Asset Management</b></p> <p><b>West Adam Street and Windsor Square Revised Development Reporting Schedule</b></p> <ul style="list-style-type: none"> <li>○ The DDBI advised the planned date changes for the presentation of business cases for the proposed Windsor Square new build development and West Adam Street Option Appraisal, noting that Windsor Square will be reported at the 25 May 2023 and West Adam Street for the 29 June 2023 BoM meetings.</li> </ul> <p><b>Priory</b></p> <ul style="list-style-type: none"> <li>○ The DDBI reported that an update in regards to the Priory will be prepared for 30 March 2023 BoM Meeting.</li> </ul>

	<p><b>Members noted the content of the West Adam Street Business Case and Windsor Square Option Appraisal planned date changes and Priority reporting date</b></p>
	<p><b>Strategic Focus</b></p>
9.2	<p><b>Corporate Strategy 2023-26 (Strategic Plan) Development Progress Report</b></p> <ul style="list-style-type: none"> <li>○ The CEO noted that he had committed to add narrative to the corporate strategy after its approval and that he had added context and information in regards to the external environment. The CEO advised that he had presented a supplementary document to create a much more professional look for internal and external colleagues. The CEO added that an annual business plan will be presented to Members identifying the annual priorities within the 5 year business plan.</li> <li>○ Page 12 clarification – 12 then 5 sub sets, corporate risk. Ian touch on housing similar thoughts around Care &amp; Support. Growth both parts of the business pragmatic SHR using assets differently, wrong using supported people in own environment, reviewed house in Fife work in housing what does customer need. SAM project doing work at strategic level, development led, process to match appropriately with house and person.</li> </ul> <p><b>Members noted the Strategic Plan Development Progress Report</b></p>
9.3	<p><b>Digital Strategy</b></p> <ul style="list-style-type: none"> <li>○ The DoF informed that the digital strategy sets out the key digital considerations to support Ark to deliver the best possible service and care to our customers, based on a culture of continuous improvement, enabled by digital approaches. The DoF noted that Ark will improve its technological and digital capability by providing employees with well-designed software and technology that in turn results in an excellent customer experience. The DoF added that Ark want to increase its use of technology to provide people with better tools to do their jobs, improve communication and engagement with the customer group, employees and stake holders and to implement more efficient and cost effective business processes. The DoF noted that a road map has been created in terms of the key projects that are ongoing and this will be completed on an annual basis. The DoF advised that a digital programme board will be created from people across the organisation to oversee the project.</li> <li>○ A discussion ensued in regards to the benefits that will come from this approach and it was noted that there is no figure to report at this point in time but he envisages that there will be savings in the future. The DoF further noted that any funding required will come forward through the business case process. The DDBI noted that work will be undertaken in regards to systems engaging with AIMS and the DO added that AIMS has been implemented at every service and further work is ongoing to ensure all information collated is reliable.</li> <li>○ Training requirements were discussed and the DoF confirmed that this will form part of the digital project boards remit. The roll out of 365 was discussed and Mr Unsworth noted that this is essential to move forward and that share point will be a natural progression.</li> <li>○ The DoF verified that all expenditure will be included within the original 5 year plan and any additional requests will come to the Finance Sub-Committee for their approval prior to going to the BoM.</li> <li>○ The AIMS post implementation review was noted and the DO advised that an update will be provided at the 30 March 2023 BoM meeting.</li> <li>○ The Depute Chair highlighted the recent Manager’s event noting that there had been fabulous feedback and the day went very well. External support and comparisons with other organisations was discussed the DoF agreed that GDPR will be considered in relation to storing personal data and that the additional points raised today will be included in the digital road map.</li> </ul> <p><b>Members noted the discussions and Supported the proposed Digital Strategy</b></p>
	<p><b>Performance Reporting</b></p>
9.4	<p><b>Q3 Compliance Assurance</b></p> <ul style="list-style-type: none"> <li>○ The CEO noted that as previously agreed, a quarterly compliance assurance report highlighting the key areas of compliance be issued to Members information only to provide comfort that Ark are on top of all areas of compliance.</li> </ul> <p><b>Members noted the Q3 Compliance Assurance Report</b></p>
9.5	<p><b>Annual Rent Review</b></p> <ul style="list-style-type: none"> <li>○ The DoF summarised the purpose behind the process for reaching the decision in regards to the annual rent review and explained the challenges faced by all RSL’s. The DoF advised that consultation letters had been sent and the response had averaged a 5% uplift. The DoF noted that Ark are proposing a 6% increase and a freeze on service charges adding that the ASL &amp; ACIL rent proposal will be presented to the individual Boards for approval. The DoF explained why the increase was set at 6%, noting that building insurance has gone up by 20% for this year advising why there was this increase and that it is an issue across all RSL’s. Rent arrears were discussed and the DO noted the paper that was provided to Members in December 2022 that had indicated arrears were under 2% adding that he had produced a paper for the ET to create a</li> </ul>

	<p>small fund to be made available to people in difficulty but visits have highlighted that tenants are not in substantial difficulty.</p> <ul style="list-style-type: none"> <li>○ Members were asked to consider the feedback received through the consultation process with Ark tenants on the 2023/24 Ark HA rent charge increase; approve a 6% rent charge increase for Ark HA tenants; approve the approach taken to the service charge freeze; agree that Ark formally write to Ark HA tenants to confirm this; note the proposed rent increase for ASL tenants and note the proposed review of ACIL rents.</li> </ul> <p><b>Members approved and noted the Annual Rent Reviews</b></p>
10	<b>Items for Noting</b>
10.1	<p><b>Period 9 Management Accounts</b></p> <ul style="list-style-type: none"> <li>○ The DoF noted the variation in results for P9 driven by increased repair expenditure and noted that Care &amp; Support continue to have staffing issues and the key driver is for agency costs. It is assumed the overheads will remain the same for the next couple of months. The DoF added that all invoices will be billed by end of the year and it is anticipated that agency costs will be twice as high for next year and this reflects the challenges within the sector.</li> <li>○ The DPOD advised that monies had been invested in a pilot post to help recruitment and retention noting the positive trend data to date and that a quarterly report will be provided to demonstrate the impact the pilot is having in the specified areas. The DPOD noted that an agency worker had applied to Ark for a full time position and has been contracted into full time employment.</li> <li>○ The DoF advised that ACIL and ASL, as previously reported have substantial staged payments to be transferred into next year's investment budget.</li> </ul> <p><b>Members noted the Period 9 Management Accounts</b></p>
10.2	<p><b>Business Continuity Report</b></p> <ul style="list-style-type: none"> <li>○ The DPOD advised that this is the first annual report in this format to inform Members of Business Continuity activity for year ending 31<sup>st</sup> December 2022. The DPOD highlighted the key change is that previously there was a business continuity site but now Ark have the ability to work remotely. The DPOD advised that the C&amp;S business continuity plans will be presented to the Audit Sub-Committee through the Care &amp; Support Performance Updates.</li> </ul> <p><b>Members noted the Business Continuity Report</b></p>
10.3	<p><b>Re-Alignment of ET Roles</b></p> <ul style="list-style-type: none"> <li>○ The CEO advised that the re-alignment of the ET roles primary change to their responsibilities is to drive forward the priorities in the strategic framework and the information contained within the report has been shared with the OMT only.</li> </ul> <p><b>Members noted and approved the Re-Alignment of ET Roles</b></p>
10.4	<p><b>ACIL Minutes 15 August 2022</b></p> <ul style="list-style-type: none"> <li>○ There were no comments noted in regards to the 25 August 2022 ACIL meeting minutes</li> </ul> <p><b>Members noted the content of the 25 August 2022 ACIL Meeting Minutes</b></p>
10.5	<p><b>ASL Minutes 15 August 2022</b></p> <ul style="list-style-type: none"> <li>○ There were no comments noted in regards to the 25 August 2022 ASL meeting minutes</li> </ul> <p><b>Members noted the content of the 25 August 2022 ASL Meeting Minutes</b></p>
11.	<b>AOB</b>
	There was no other business to discuss and the meeting was closed at 4.00pm
	It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.
12.	<b>Date of Next Meeting: Thursday 30 March 2023</b>

**2023 Dates for Board of Management Meetings – commencing 14.00**  
**Board Member Only sessions will commence at 13.30 unless agreed otherwise**

- 🚦 25 May
- 🚦 29 June
- 🚦 24 August
- 🚦 28 September (AGM & BoM meetings)
- 🚦 26 October
- 🚦 14 December

**ACTIONS**

Meeting Date	Agenda Number	Action	Who	Status
15/12/22	9.9 Treasury Management Strategy	Pro-forma agreement to be put in place with Brewin Dolphin	SG	May Meeting
	9.11 – Cost of living Impact on Tenants	Update to be provided for 30 March 2023 meeting	MH	
23/02/23	4.2 Actions	Employment Law Update to be shared for 25 May 2023 BoM meeting BoM meeting date to be diarised for June 2023 Entitlements, Payments & Benefits form to be forwarded to the appropriate Members for completion	VK MB MB	Complete
	7 Chairs Remarks	Plan to be created for future BoM reporting	BD	Ongoing
	9.1 Property Development and Strategic Asset Management	Priory Update to 30 March 2023 BoM meeting Windsor Square New Build Development Revised Business Case to 25 May 2023 BoM meeting West Adam Street Options Appraisal to 29 June 2023 BoM meeting	CI CI CI	Complete Ongoing Ongoing
	9.3 Digital Strategy	AIMs update to be provided for 30 March 2023 BoM meeting	MH	Complete