

COMMITTEE MINUTE RECORD

Minute of: ARK Housing Association Board of Management

Date Held: 09th December 2020, 14.00

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, Ms Joanna Mansell, 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), Mr Mark Hall, (Director of Operations), Ms Caryn Innes (Director of Development and Business Improvement), Mr David Gray (Head of Asset Management) (for Item 9.2), Ms Mary Bell (PA to CEO) (Minutes)


ITEM	
1.	Welcome The Chair welcomed all attendees to the Board of Management zoom meeting of 09 th December 2020
2.	Apologies: Mr Michael Catlin, Dr Fraser Quinn, Ms Anne Lane
3.	Declaration of Interest It was noted that, Mr Neil McKnight, Mr Ken Brown, Mr Ian Logan and Ms Lucy Robertson were also members of Ark Commercial Investment Limited (ACIL) Board and Ark Services Limited (ASL) Board.
4.	Items for Approval
4.1	Minutes of Previous Meeting held on 22nd October 2020 <ul style="list-style-type: none"> The Chair enquired if Members had any comments or queries in regards to the 22nd October 2020 BoM meeting minutes. There were no comments or queries raised by Members and the minutes of the 22nd October 2020 Board of Management meeting were approved as an accurate record of the meeting. Members approved the 22nd October 2020 Board of Management meeting minutes
4.2	Matters Arising and Actions from Previous Minute Actions The action list was reviewed and updated and the following was noted:- <ul style="list-style-type: none"> Executive Committee remit review is on today's agenda for discussion and will be removed from the action list. New format for the dashboard report is being carried out in line with review of the Business Plan Milestones and will be brought to the 18th February 21 Board of Management meeting for discussion and agreement with a final sign of at 18th March 21 meeting. Discussion in regards to the Housing Working Group is in progress and can be removed from the action list. Revised plan for AIMS is on today's agenda for discussion and will be removed from the action list Financial and performance property report is on today's agenda and can be removed from the action list. Agreement to be reached at 18th March 21 Board of Management meeting in regards to the annual reporting plan All other actions were either carried forward or completed. Members noted the status of the Action List
5.	Items for Discussion/Decision
5.1	Policies CS11 - Death and Dying <ul style="list-style-type: none"> The DP&OD advised that this policy had been brought back from the 22 October 2020 Board of Management meeting in regards to a query in relation to the outdated Equalities Impact Assessment (EIA) appendix and noted that this has been removed from the policy as the template has not been finalised and was added to the policy in error. The DP&OD apologised for the error noted that there had been no other changes to the policy and asked for approval at today's meeting.

	<ul style="list-style-type: none"> Mr Brown enquired if there should be mention of support for staff who may find themselves in the situation of having to provide palliative care to a supported person in the policy. The DP&OD advised that this policy is for supported people only and there is a separate process for staff members and noted that there is an employee assistance programme that all staff members have access to that covers the full range of employee services. The DP&OD added that support to staff is also provided through supervision and team meetings. Ms Barrett highlighted NES 2018 on page 2 of the policy and asked if this could be noted in full as NHS Education for Scotland. The DP&OD agreed with this request. <p>Further to the suggested amendment Members approved CS11 Death and Dying Policy.</p>
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7.	<p>Chairs Remarks</p> <ul style="list-style-type: none"> ○ The Chair reflected on 2020 and where Ark is as an organisation noting that in the last 9 months during the Covid pandemic the Board of Management and ET have worked well together as a team in some difficult circumstances. The Chair noted that during this time some very important and strategic recruitment appointments have been made and those are already showing, in terms of reporting that it is clear that as a Leadership team they are linking into the Business Plan. The Chair added that he is pleased the Board of Management are part of the Business plan process. ○ The Chair contemplated about 2021 noting that there is still uncertainty in regards to BREXIT and the Scottish Independence Referendum 2. The Chair highlighted that more importantly, the opportunities that will be seen for Ark through the Housing Working Group and Care & Support will be brought to Members for discussion and moving Ark forward. <div style="background-color: black; width: 100%; height: 30px; margin-top: 10px;"></div> <ul style="list-style-type: none"> ○ The Chair advised that Mr Catlin had resigned from the Board of Management as of Monday 7th December 2020 as he to take up the post of Head of Organisational Development and that he was delighted that Mr Catlin had come through the recruitment process successfully. The Chair added that this recruitment for 2 new Members will commence at the end of January 21. ○ The Chair noted his thanks to the Members for their support and input in this busy year and said he is looking forward with confidence to 2021 in terms of Ark's potential achievements. ○ Mr Proudfoot asked if there would be merit in speaking to the interviewees who were not successful for Board Membership from the last round of recruitment and the Chair noted that the candidates chosen at that time were the only suitable candidates and a new round of recruitment will commence. <p>Members noted the Chair's Comment</p>
8.	<p>CEO Remarks/Reports</p>
	<p>The CEO thanked the Chair for his kind words</p> <p>Business Plan Review</p> <ul style="list-style-type: none"> ○ The CEO advised that work had been initiated in regards to ET/SLT review of the Business Plan (BP) strategic objectives and milestones that were drafted for years 2-5. The CEO noted that the ET/SLT had met on 3rd December 2020 to commence their review and the ET had met on 8th December 2020 to review the progress of their thinking adding that the new talent that has been attracted into Ark has brought excellent views for the milestones. The CEO noted that the plan is that the ET will continue to work on this and get together on 21st January 21 to sign off the work done to date for presenting to Members on 18th February 2020 for their input and feedback and the final version will be brought back to 18th March 21 for sign off. The CEO noted that this engagement process has been followed previously and has worked well. <p>Employee Communication Forum</p> <ul style="list-style-type: none"> ○ The CEO advised that 10 remote meetings had been set up across the organisation to hear people's views about the new brand and Business Plan. The CEO informed that the ET/SLT had engaged with 180 staff and 6 Board Members were in attendance and people generally had positive feedback expressing the impact it had on them personally. The CEO added that people were feeling confident and looking forward to engaging in the future with the organisation and these types of forums will continue. <p>Head of OD Recruitment</p> <ul style="list-style-type: none"> ○ The DP&OD explained the robust recruitment process that was followed for the Head of OD post noting that there had been a substantial response and the process was led by 3 members of the ET. The DP&OD advised that she, the DoF and the DoO had carried out shortlisting separately and 4 candidates were invited for interview. The DP&OD informed that the scoring from the interviews were done separately and when the 3 ET members came together Mr

	<p>Catlin was top of the range but as the scoring as close with one other candidate there was a follow up discussion with both candidates and a decision was reached to recruit Mr Catlin. The DP&OD said from a reassurance perspective for Members it is an evidenced process, well documented and followed the same process as any other SLT post.</p> <p>Members noted the CEO update</p>	
	Standing Items	
9.	Session 2020/21	
	9.1	<p>Care and Support Management Restructure</p> <ul style="list-style-type: none"> ○ The DoO provided a summary of the Care and Support Structure proposal noting that learning had been taken from the structure implemented 5 years ago in regards to what works well and where improvements can be made in terms of the focus of specific roles. The DoO said that as he considers the structure the focus will continue on quality when delivering the BP and be positioned to accommodate developments and hopefully grow the business. ○ The DoO advised that he is proposing revising 2 of the roles within the current structure, Area Manager and Registered Managers, to give clear focus on front line management, quality assurance and regulatory compliance and the strategic objectives within the BP. The DoO added that they would also have capacity to be flexible and accommodate development. ○ The DoO noted that the financial impact of the proposal was a relatively small saving but this was not the primary objective it was quality and delivery of the BP. ○ The DoO advised that the paper was presented to the Finance Sub-Committee meeting held on 18th November 2020 and was approved and recommended by them. ○ Mr McKnight noted in terms of the proposal and moving away from block contracts to self-directed support (SDS) and enquired if the thinking behind the proposal was in relation giving the flexibility to services who will either expand or contract with the move to more SDS. ○ The DoO advised that the primary driver for the proposal was the way in which the registrations are constructed and there are some limits to what Registered Manager can be in control of and the Area Managers who also have Registered Manager responsibility is quite limiting and detracted from the Area Managers being able to take a more strategic approach. The DoO said that within appendix 2 it is clear that there is the capacity to expand and contract more readily. The DoO added that SDS is the way forward for funding from the Local Authorities and this is in the thinking and is one of the development areas within the BP. ○ A discussion ensued in regards to the staff who will be impacted by the proposal and the DP&OD advised that technically everyone will be at risk of redundancy but Ark are not looking to exit anyone out of the business as there are enough jobs for everyone. The DP&OD added that this will be dealt with sensitively through the consultation process and if any staff member makes themselves redundant by virtue Members will be kept up to date but encouragement will be given to people to stay. ○ The DoO detailed what is involved in service provision for Registered Managers noting that they lead the service delivery in terms of regulatory compliance. ○ A discussion ensued in regards to the scope for adding more registered services to the Registered Managers areas and the DoO advised that the Operations Manager is critical to this and there is definitely capacity within the current structure to take on more registered services and also for the Regional Managers in the proposed structure. ○ The Chair asked for reassurance in regards to the elements of training and development and review of care plans within the proposed restructure. The DoO advised that the Care & Support Managers primary role is to oversee the development and review of care plans and to liaise with professionals on a day to day basis to ensure that any changes to the care plans are updated. The DoO said they also have the responsibility to ensure that the Registered Manager is kept informed of any developments in particular any training requirement and he explained that the Registered Manager has ultimate responsibility for training, quality assurance and regulatory compliance. ○ The DoO advised that spot checks and peer audits are carried out by all levels of Care & Support staff and these are well documented ○ The DoO noted that further work in in terms of quality assurance processes around learning from accidents, incidents and investigatory processes to ensure that learning is used to make changes to practice to safeguard a more robust assurance process. The DoO advised that he will be working with the Head of Compliance & Improvement in this regard.

		<ul style="list-style-type: none"> The Depute Chair asked for a monthly review in relation to changes in costs <p>Members approved the Care & Support Management Restructure</p>
	9.2	<p>Property and Asset Management Overview Report</p> <ul style="list-style-type: none"> The Head of Asset Management joined the meeting and explained that the purpose of the report was to provide the Board of Management with an overview of property maintenance works and the current status following the relaxation of COVID-19 restrictions and asked for any questions. Mr McKnight noted that it was a really useful report and asked if Ark are thinking about potential investment for the analogue to digital move for the alarm systems. The Head of Asset Management advised that this an area for progression and he is in early stages of discussions with colleagues from Care & Support in regards to linking various systems to smart homes and this will feature in the new builds. The DD&BI added that the management function for the alarms sit with Care & Support and she would like to bring this into asset ownership to modernise where required. The DD&BI noted for information that in terms of Governance structure the compliance and performance management reports are presented to the Finance Sub-Committee with an annual report being prepared for November and advised that she is happy to add any further areas of compliance that the Finance Sub-Committee Chair would like to see. The DD&BI said that the internal audit reports sit with the Audit Sub-Committee and Members have access to these reports and it is not the intention to bring all reports to the Board of Management. The Chair noted that it would be helpful for an annual report to be provided to the Board of Management as not all Members are part of the Sub-Committees. <p>Members Noted and Approved the Property and Asset Management Overview Report</p>
	9.3	<p>AIMS Revised Implementation Plan</p> <ul style="list-style-type: none"> The DoO summarised the AIMS revised implementation plan noting the delays due to Covid-19 restrictions and considerations that have been taken into account. The DoO asked if there were any questions. Mr Proudfoot asked for clarification in regards to the project plan covering different areas in a consecutive 4 month sequence and asked if this can be covered concurrently. The DoO advised that it was primarily down to resource and it is only one person who is managing the implementation of AIMS and he explained the interactive process that is followed. The DoO added that this was carried out face to face and now the lead for implementation is working closely with Edinburgh South staff to refine the remote approach. <p>Members Noted and Approved the AIMS Revised Implementation Plan</p>
	9.4	<p>Employee Recognition Payment</p> <ul style="list-style-type: none"> The DP&OD provided background information in regards to the Employee Recognition paper noting that discussions had commenced earlier in the year with Members in regards to rewarding the staff with a financial payment for their continued hard work and commitment during this year. The DP&OD informed that the amount of reward came down to affordability and that the ET had covered a range of options explaining what they were. The DP&OD advised that the Finance Sub-Committee were supportive of a gross payment as opposed to nett and further to subsequent discussion the two options have been brought to the Board of Management for consideration. As the chair was in favour of the net payment a request was made that the document be reintroduced with alternatives i.e. Nett and Gross for the payment as proposed and that it was in order that he abstain from the vote. A discussion ensued in relation to the reward and it was unanimously agreed that a gross payment would be made to all staff to ensure the lowest paid received the most. <p>Members unanimously agreed that the Employee Recognition Payment would be paid Gross</p>
	9.5	<p>Executive Sub Committee Remit</p> <ul style="list-style-type: none"> The CEO advised that the Executive Sub-Committee remit had been reviewed and asked if Members if they had any questions. Mr Logan noted that the remit was very straight forward and enquired how many time the Executive Sub-Committee have met over the past years. The CEO confirmed they had met once in the past 18 months and advised the reasoning for this and that the outcome had been homologated at the following Board of Management meeting. Mr Brown clarified that the Executive Sub-Committee only meet in cases of urgency and review of governance documents seem to be matter of course but this is also in a case of urgency. A discussion ensued in relation to

		<p>the remit and the Chair noted that it had been left in an open manner to capture unforeseen circumstances that allows the Executive Sub-Committee to meet, decide the outcome and bring back for homologation.</p> <ul style="list-style-type: none"> ○ The DoF noted that the circumstances we are in now with using zoom to call a meeting, may naturally reduce the need for the Executive Sub-Committee to meet. ○ A discussion ensued in regards to review of Governance policies and it was agreed to leave this in the remit in case of an emergency situation. <p>Members approved the Executive Sub-Committee Remit</p>
10.	Items for Noting	
	10.1	
	10.2	<p>Strategic Risk Register (SRR)</p> <ul style="list-style-type: none"> ○ The CEO advised that the SRR was presented to the Audit Sub-Committee at its 11th November 2020 meeting to enable them to confirm that the review was carried out and it was now presented to the Board of Management for their information. <p>Members noted the Strategic Risk Register</p>
	10.3	<p>Audit Sub-Committee Minutes 11 Nov 2020</p> <ul style="list-style-type: none"> ○ The Chair of the Audit Sub-Committee highlighted the internal audits in regards to income and billing & payments noting that both had been given reasonable assurance and he was pleased to report that Ark will be implementing a purchase order system to improve controls over ordering. ○ The Chair of the Audit Sub-Committee highlighted that Members had noted that the process for review of the Annual Assurance Statement had initially been a phased review but the ET had recommend a full review in May 21 as opposed to the initial plan and this was accepted by Members. <p>Members noted the 11 November 2020 Audit Sub-Committee Minutes</p>
	10.4	<p>Finance Sub-Committee Minutes 18 Nov 2020</p> <ul style="list-style-type: none"> ○ The Chair of the Finance Sub-Committee thanked all Members for their work during the year. <p>Members noted the 18th November 2020 Finance Sub-Committee Minutes</p>
	10.5	<p>Board of Management Training</p> <ul style="list-style-type: none"> ○ The DP&OD noted that from the process of Board Members reviews themes for development sessions at Board only meetings had been identified and 2 sessions had already been well received. The DP&OD advised that she had set up the training matrix to allow Members to attend any sessions if interested and she was looking for approval with this approach. The DP&OD advised that further to approval she will arrange bookings for the sessions. <p>Member approved the Training Matrix</p>
11.	AOB	
	11.1	<p>The Chair thanked everyone for their input and wished everyone a Happy Festive Period</p> <p>There was no other business to discuss and the Chair closed the meeting at 4.00pm</p>
		<p>It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.</p>
12.	Date of Next Meeting: Thursday 18th February 2021 via Zoom	

Meeting Dates in 2021

-  Thursday 18th March
-  Thursday 17th June

-
-  Thursday 26th August
 -  Thursday 23rd September
 -  Thursday 28th October
 -  Thursday 09th December

ACTIONS

Meeting Date	Agenda Number	Action	Who	Status
20/08/2020	8.1	DD&BI to discuss with the Chair the reporting format required for future meetings	CI	C/F to Feb 21
23/09/2020	9.2	Further discussion to take place in regards to internal review of statistical information in relation to performance	ALL	
22/10/2020	4.2	Annual Reporting plan is in progress for discussion and agreement at the 18 th March 21 Board of Management meeting	ET	
09/12/2020	4.2	Reviewed Dashboard report to be created for discussion and agreement at the 18 th February 21 Board of Management meeting for final sign of in 18 th March 21 meeting	ET	
	6	Insurance Premium excess to be confirmed	BD	
	9.1	Monthly review for Restructure to be provided to Members	MH/VK	Complete