

COMMITTEE MINUTE RECORD Minute of: **ARK Housing Association Board of Management** Date Held: 18th March 2021, 13.30 Venue: via Zoom Chair: **Graham Mitchell** Secretary: **Bobby Duffy** Mr Graham Mitchell (Chair), Ms Anne Lane, Ms Marilyn Barrett, Mr Neil McKnight, Dr Fraser Quin, Present: Ms Lucy Robertson, Dr Darcey Black, Mr Ken Brown, Mr Nikolas Koutris, Ms Joanna Mansell, Mr Ian Logan In Attendance: Mr Bobby Duffy (Chief Executive Officer) (CEO), Mr Ron Watson (Director of Finance) (DoF), Ms Victoria Knox (Director of People & Organisational Development) (DPOD), Mr Mark Hall, (Director of Operations) (DO), Ms Caryn Innes (Director of Development and Business Improvement) (DDBI), Mr Stuart Green (Head of Finance) (HoF), Ms Mary Bell (PA to CEO) (Minutes) **ITEM** 1. Welcome The Chair welcomed all attendees to the Board of Management zoom meeting of 18 March 21 and extended a further welcome the HoF for his input for today's meeting. 2. Apologies: Ms Shona Dunsmore, Mr Dave Proudfoot 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** Minutes of Previous Meeting held on 18 February 21 \circ The Chair enquired if Members had any comments or queries in regards to the 18 February 21 BoM meeting o There were no comments or queries raised by Members and the minutes of the 18 February 21 Board of Management meeting were approved as an accurate record of the meeting. Members approved the 18 February 21 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:o Annual reporting plan is on today's agenda for discussion. This action can be closed. o The DPOD confirmed that no amendments were made to the Whistleblowing Policy post meeting and as agreed was approved for issue. o Intercompany recharge is on today's agenda for discussion. This action can be closed. o Final milestones are on today's agenda for discussion. This action can be closed. All other actions were either carried forward or completed. Members noted the status of the Action List 5. Items for Discussion/Decision **Policies** o The DPOD advised that three policy covers sheets had been circulated for approval but only two were noted on o The DPOD noted that policy, HR01 - Recruitment and Selection had been aligned with the Scottish Governments Safer Recruitment guidance and has been brought into line with the new policy template. o The DPOD noted that policy, HR20 - Drug & Alcohol Misuse has had no changes made to any practice and has also been brought in line with the new policy template. o The DPOD advised that policy, HR13 Agile Working had been updated from the previously called Home Working Policy and the homeworking allowance had been removed as this has never been implemented. The DPOD added that staff are encouraged to claim tax relief through HMRC.



	o The DPOD advised that no further comments had been received for Members prior to today's meeting. The					
	Chair asked for Member approval for all three policies.					
	Members approved HR01 – Recruitment and Selection, HR13 – Agile Working and HR20 Drug & Alcohol Misuse.					
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7.	Chairs Remarks					
	• The Chair advised that following discussions with the CEO and DPOD that an advert for Board recruitment has been					
	placed and timelines for return of notes of interest have been agreed. The Chair noted that it is anticipated that by the middle of April 21, interviews and recruitment will have been decided.					
	 The Chair asked Members to consider scheduling a Board Meeting in May 21 due to the amount of work in progress and 					
	the long time period between the March & June meetings. The Chair noted that the June meeting date would stay in					
	the diaries as there may be circumstances, following from today's discussions in regards to the development agenda					
	that may need Members to be more flexible.					
	• The Chair commented on items 9.3 and 9.4 of the agenda noting that they are bold proposals and that he is personally					
	pleased that these are coming to the fore for open discussions with Members. The Chair informed that he had formed					
	his own clear opinions on the development papers being presented by the DDBI and DoF noting his appreciation for the					
	detail that has been provided. The Chair advised, that as Chair, he will not direct opinion but will switch to an ordinary					
	Member and under these topics he will not steer Members in any direction. The Chair noted that this is potentially a					
	strategic change of direction for Ark that requires a clear response from all Members. The Chair further noted that he					
	will ask Members for a clear response voting for, abstaining from or voting against the proposals.					
	Members noted the Chair's Remarks, agreed and approved the additional May meeting date being scheduled.					
8.	CEO Remarks/Reports					
	o Review of Governance of Group Structure – The CEO advised that the DDBI had reported to the ACIL Board the progress					
	made since initiating a review. The CEO informed that Governance was one area of the review and made reference to					
	statutory guidance from the SHR in regards to how a group structure operates. The CEO advised that further to					
	assessment of the guidance a couple of areas for improvement were identified for Arks overall group structure. The					
	CEO noted that a conversation had taken place with TC Young who advised that they were in agreement with the					
	conclusions reached by the ET and that Ark were absolutely compliant with the guidance and the areas identified for					
	improvement were not material, relevant to complying with the guidance. The CEO added that TC Young have been asked to carry out a full review of the group structure and the latest model rules from the SFHA. The CEO noted that TC					
	Young will provide a proposal and progress in regards to the advice received from them to improve the group structure.					
	The CEO added that the improved group structure and model rules will be adopted as part of this year's AGM.					
	 Compliance Performance Reporting – The CEO reported that the ET were asked to consider providing a performance 					
	report to Members and that they had collated a number of areas that could be reported but this would drive the focus					
	of Members to operational issues. The CEO advised that he had discussed this with the Chair and what was agreed was					
	a report that enables Members to perform their duty from a Governance, Compliance of SHR and Regulatory point of					
	view. The CEO apologised for the delay in sending the draft document out to Members and noted it is hoped that it					
	creates discussion to lead to a report that has value in relation to Members roles. The CEO asked Members to review					
	the report and provide feedback to him by Friday 9 April 21 via direct email.					
	o Mr McKnight noted that this was good to have and asked in terms of the Assurance Statement, how this will be signed					
	off. The CEO advised that a structured process has been established and noted that a complete review will be carried					
	out and reported to SLT in April and the Audit Sub-Committee at its 19 May 21 meeting for agreement and proposin					
	the BoM on 17 June 21. The CEO explained the reason behind the May timeframe and noted that agreement will be					
	reached with the BoM on a date for publicising the statement.					
	Members noted the CEO Remarks					
	Standing Items					
9.	Session 2020/21					
	9.1 Strategic Discussions Proposal					
	• The CEO noted that following the publication of the business plan in October 2020, Members had agreed to					
	restructure the BoM agenda to allow for a focus on topics of strategic importance to Ark and had asked the ET to					
	align the work to the Business Plan. The CEO reported that the work had been concluded and a number of key strategic government commissioned documents that are referred to in the Business Plan and as part of the					



milestones and proposed that the ET develop sessions for the strategic planning section of the BoM meetings; to assist Board members understanding of these key pieces of work so that the Members are confident that the ET has full awareness of these strategic developments and are engaged in any opportunities to help shape and influence the future direction for Ark. The CEO noted that the proposed areas for these sessions include; o Independent Review of Adult Social Care

- o Coming Home Report
- o Housing to 2040
- OStrategic Plans for CCPS and SFHA
- O Ark Business Plan 2020-2025
- The CEO explained that the SFHA and CCPS strategic plans are very closely aligned to the work of Ark and helps create the environment for an organisation like Ark to develop and flourish.
- o The CEO asked Members their views in regards to developing sessions on the areas that had been identified.
- o Ms Barrett noted that this was a brilliant idea and would provide a better framework for discussions.
- The CEO confirmed that these are significant strategic pieces of work for the ET and they need to know each area completely. Ms Lane noted that the sessions were a very positive idea that would provide Members with further understanding for strategic discussions.
- The CEO confirmed that the plan was to create a work shop style session which would break down the various aspects of each strategic document and update Members in regards to the key aspects and explain how the ET have aligned the documents to Ark's work and identify potential opportunities. The CEO added that updates would be provided to Members in relation to how Ark are engaging with the work externally.
- The Chair asked if Members would be invited to attend the planning stage with the ET as they may have a
 particular interest in some areas and the CEO confirmed that this would be useful. It was noted that additional
 dates will be circulated to Members for their attendance at the ET planning sessions.
- o It was noted that there was general consensus from Members for the sessions to take place.
- The CEO confirmed that as the sessions move forward, that a focus on an equalities and human rights session will be considered.

Members noted the discussions and decision to move forward with the proposed strategic sessions.

9.2 Business Plan – Years 2-5 Milestones

- The CEO noted that this was a follow up from the milestones session that was discussed at the 18 February 21
 BoM meeting where feedback from Members had been requested. The CEO advised that all feedback had been
 responded to and there had been no material changes to the final set of milestones which are included in today's
 papers.
- The CEO informed that the ET have been in discussion in regards to further engaging Members with progress updates to provide them with the impact that delivering the milestones is achieving for Ark.

Members approved Years 2 -5 milestones.

9.3 **Development Update**

The DDBI noted that she had shared the Finance papers and a summary paper for today's meeting and provided a presentation in relation to the key points of the reports noting the following:-

Proposed Demolition of 74 and 76 Windsor Square, Penicuik

- The DDBI summarised the report seeking approval for the demolition of 74 and 76 Windsor Square to limit organisational risks and liabilities at the site. The DDBI advised that Ark had recently became partners of the Scotland Excel Framework and a mini tender to appoint a demolition contractor can be prepared with them to adhere to Ark's procurement processes. The DDBI noted, that in terms of budget, the demolition will happen in quarter 1 of 21/22 financial year.
- The DDBI confirmed that 74 and 76 Windsor Square are identified on the insurance as long term void properties
 pending demolition and are not insured for minor repairs or vandalism but are insured for public and risk
 liability. The DDBI informed that once demolition has occurred the structural and civil engineer will input into
 the vacant site and it is likely to be levelled and grass seeded.

Members ratified the Finance Sub-Committee's approval for the Demolition Proposal Option 2 and the Delegated Authority to the ET to procure and appoint a Demolition Contractor via Scotland Excel Framework



Project Update - Proposed Affordable Housing Development - Windsor Square, Penicuik

- The DDBI advised that a review process had been carried out at Windsor Square in regards to the planning process and noted the completed key milestones. The DDBI noted that the review highlighted that it is not possible to build the 12 units within the current red line and that the architect and external consultants have been asked to carry out a full design review and recommend viable options. The DDBI noted that the site is located in a built up area and positioned in the centre of a one way system therefore the construction process is likely to be a challenge for a contractor and have an impact on the neighbouring properties. The DDBI added that in an attempt to minimise the impact on the community a sub-project is happening to research modular and prefabricated construction options. The DDBI further noted that engagement with the planners will commence as soon as the planning approval is signed and this will not happen until Ark have the section 75 agreement signed. The DDBI advised that a revised Business Case will be presented for approval at the August Finance Sub-Committee and BoM meetings. The DDBI informed that the project costs had been updated in the paper to reflect the current position.
- The Chair asked if the site is still sellable or if an acquisition of the land would still be required to make it a viable proposition for sale if the decision is taken not to build. The DDBI advised that the recommendation for Windsor Square was to carry on with the purchase of land from the Council and this cost will be recouped as part of the acquisition grant from the Scottish Government. The DDBI advised that her initial thoughts were that there is opportunity with the site and the revised proposal will go through the viability test and will have to demonstrate value for money. The DDBI confirmed that she will bring a draft of the revised proposals to the May BoM meeting.
- The DDBI explained the reasons behind the unit costs noting that the previous unit cost did not reflect the
 enhanced design, high standards and smart technology and advised what these included. The DDBI added that
 Sector and Covid inflation had also added to the unit cost. The DDBI clarified that discussions are ongoing with
 the Health & Social Care Partnership who have provided principle strategic support for the introduction of four
 Care & Support units and have identified need in the Midlothian area.
- The DDBI confirmed that the assumption for the building life cycle is sixty years but this not certain until the building components are identified and she added that the external quantity surveyor is carrying out a scoping exercise to ensure the planning is accurate for component replacements.

Members unanimously approved the Entering into a Conditional Missive for the purchase of land from Midlothian Council based on the agreed Heads of Terms, the Delegated Authority to the Executive Team to discharge the purchase contract conditions and achieve settlement and to finalise the terms of the Section 75 Agreement to sign on behalf of Ark Housing Association.

Proposed Affordable Housing Development – Crusader Rise, Livingston

- The DDBI informed that the site at Crusader Rise was well positioned in the Dedridge area of Livingston and planning consent has been granted for 20 affordable homes for social rent. The DDBI advised that the initial proposal was to provide 100% general needs social rent units on the site but in response to the new business plan and the ambition to create housing choices for our supported people and following positive discussions with Ark Care and Support and West Lothian Health and Social Care Partnership the proposal now includes 6 ground floor flats being designated for people with particular needs. The DDBI noted that The DDBI added that Ark have and excellent relationship with the Scottish Government and that they have approved an acquisition grant award for Crusader Rise.
- The DDBI noted the changes in the external environment and that Ark are keen to respond proactively to these new policies and regulations to achieve some in advance of them becoming mandatory. The DDBI advised that Ark's commitment to supporting people to exercise choice and control that a refresh of approach to the design of specialist need housing and was carried out to provide a more flexible and adaptable environment for customers. The DDBI added that this has driven Ark's approach to improve kitchen and bathroom design and to updating the technology available to support customers in their homes.
- The DDBI detailed the key milestones that have been completed and the next steps that will be taken, noting that October 21 is the target date for starting on site.
- The DDBI noted the cost plan reflects the current position and is showing a negative NPV but by the full Business
 Case being presented in August 21 the financial element will meet the financial parameters to achieve a positive NPV.



The Chair of the Finance Sub-Committee commented that all three items had been discussed at a Pre-Finance Sub-Committee meeting and then at the full Finance Sub-Committee meeting and that Members, in accordance with their remit, had agreed with the proposals as they stand at present. The Chair of the Finance Sub-Committee added that Members require to approve items to let them move forward, that it was also accepted that the NPV would not be an obstacle and amendments can be made to certain items with a target of providing the best possible properties within the economic remits of Ark. The DoF commented that there are significant variables that can be reviewed to bring the NPV to an acceptable level and that when the Business Case comes back for final approval he is hopeful it will show a positive NPV.

Members unanimously provided their support for the project and moving forward to Stage 2 Tender

- The DDBI asked for approval for the purpose of setting a project brief and budget cost with the external
 consultants, to approve the budget figure based on the principles of the 'most likely' scenario assumptions.
- Ms Mansell noted her concern in regards to the impact Covid might have on costs within the construction industry. The DDBI advised that the current cost plan figure takes account of Covid and the programme has been extended to take account of the typical pattern of contractors and that the amount for agreement is a budget figure to work towards externally. Ms Mansell noted the she was slightly reassured by the DDBI's response and asked that her concerns be included in the minutes.

Members unanimously approved the Project Brief and Budget Costs, for entering into a conditional missive for the purchase of land with West Lothian Council based on the agreed Heads of Terms and the delegated authority to the Executive Team to enter into Pre-Construction Services Agreement with the preferred contractor.

The Chair noted his appreciation to the DDBI for her presentation.

9.4 **5 Year Financial Plan**

The HoF presented the key highlights from the 5 year financial plan noting the following:-

- The assumption made for Care & Support over the next 5 years is business as usual using a prudent approach. The HoF added that the operating margin dips slightly in the last 2 years additional spend linked to corporate objective investment.
- The plan for Housing reflects a prudent approach to inflationary rent increases in comparison to the planned cost inflation increases included in the projections. Annual rent increases over the life of the plan will be reviewed in line with the context of inflation at the time and wider affordability assumptions. An additional 82 new build units has been assumed over the next 5 years and additional staffing time can be maintained through the existing structure.
- The plan includes significant investment across Asset Management, with investment in existing properties linked to the on-going replacement of components and energy efficiency requirements. The plan also assumes the commencement of a new build programme, and noted how this would be funded. The plan also includes budget for a wider strategic review of the assets, with additional rental income to be reflected in future budgets when this work has been completed.
- o Investment is planned to ensure the appropriate IT infrastructure is in place, including provision for new systems for HR, Housing, Asset Management, and Finance. These figures are high-level at the moment and as these plans progress business cases will be developed which will come back to the BoM for approval.
- Additional Care & Support funding linked to the corporate objectives, including practice development and other longer term strategies that are planned.
- It has been assumed that the recovery period for the pension deficit will be extended as a result of the impact of Covid on the stock market. The HoF noted that the tri annual valuation of the scheme is due in 2022 and Ark will have a better idea at that point if the recovery period does get extended.
- The plan assumes that Ark will go out to funders for borrowing and for the purpose of plan a 3% interest rate has been anticipated. Initial conversations with funders have taken place to ascertain rates and timescales for repayment.
- The HoF noted that Ark Services Ltd. and Ark Commercial Investments Ltd. financial plans reflect business as usual.
- The HoF confirmed that the operating surplus in the statement of comprehensive income go from a deficit to surplus as the pension costs drops off.
- The HoF confirmed that, for the purpose of the plan, no savings or efficiencies had been assumed from the new systems being put in place, or other corporate objective investment. The DPOD added that the current system is over 13 years old and staff operate manual processes in regards to recording, SSSC registration, training and



recruitment and there will be opportunity to create efficiencies. The DoF added that when the Business Case is produced it will include efficiency savings.

- The Chair enquired about the payback and return from the investment planned for the next 5 years for Care & Support and the Housing Services and how this can be measured in terms of value. The DO noted that in terms of the Coming Home Report, it highlights a lack of specialist services and specialist accommodation as some of the barriers to delayed discharge and out of area placements adding that this is a general statement about the condition of services across Scotland. The DO advised that Positive Behaviour Support is a central theme within the Coming Home Report and the Scottish Government has set up a Community of Practice focused on developing the practices and underpinning models for care and support services. This will support the development of better quality, evidence based, practice to support and deliver better outcomes for Ark's supported people. The DO added that allied to this is the retention of Arks' existing business and the development of future business. The DO noted that there will be an ability to evaluate outcomes of the quality of care that Ark is providing and his expectation is to grow the business as a result of the investment.
- o The DoF confirmed that the assumption for the Priory remains in budget until all work is finalised
- The Chair advised that the 5 Year Financial Plan had been scrutinised at the Finance Sub-Committee meeting and had been approved in terms of recommending for BoM approval.

Members unanimously approved the 5 Year Financial Plan

9.5 **21/22 Budget**

- The HoF noted that the 21/22 Budget was the first year of the 5 Year Financial Plan and asked Members if they
 had any questions.
- Mr McKnight enquired if there was potential for an income from disposal of the 2 properties in Penicuik and the 4 properties at St Andrews. The HoF advised that the 2 properties at Penicuik are due to be demolished and the St Andrews properties have been taken off the rental budget pending review. The DDBI advised that the St Andrews properties were previously used for supported people and surplus to requirements in terms of Care & Support due to pressures around recruitment and rather than just put back into housing a full options review in terms of appropriate use and best value will be carried out as part of the strategic asset management approach.
- Mr McKnight asked if there was any provision in terms of budget for the stock condition and stock condition modelling software. The DDBI advised that stock condition surveys are carried out by an external surveyor and this partnership will end on 31 March 21. The DDBI advised that this work is being brought in house and in the first quarter of year 1 there is purchase of mobile devices being made to be rolled out to staff in quarter 2 to enable them to carry out their own stock condition surveys. The DDBI added that modules are also being updated within Capita, the existing asset management system and all data will be recorded, managed and reported internally. The DDBI confirmed that the Property Officers have capacity to carry out the stock surveys.
- The Chair noted that it was a good move to bring the stock surveys back in house and allows a degree of management and control that has been missing.

Members unanimously approved the 21/22 Budget

9.6 Intercompany Recharge

- The HoF advised that the intercompany recharge paper reflects the deficit due to the cancellation of the Edinburgh Festival and lower student occupancy levels and proposed that Members agree a 100% reduction from ARKHA to ACIL for 2020/21 and 21/22 financial years. The HoF noted that 21/22 was included as the reduced level of occupancy will continue to be felt in the first few months of the financial year and it is difficult at his stage, to be confident, that the 2021 Edinburgh Festival will go ahead. The HoF advised that a prudent approach is therefore being taken.
- A discussion ensued in regards to alternative lets for ACIL and the DDBI advised that a paper in terms of an interim review had been discussed at the ACIL meeting and the intention is, that from 1 April 21 a full strategic review will be carried out to take into account a number of external environment challenges and risks that are being presented. The DDBI noted that she intends to have the outcome of the strategic review available for the 9 December 21 BoM meeting. The DDBI noted that December was the target date for reporting as both ACIL and ASL reviews will be carried out collectively and there is other objective work ongoing. The DDBI noted that she is happy to share the interim report that had been discussed at the ACIL meeting.
- The Chair of ACIL noted that there has been issues relating to Grant Properties in regards to health and safety and compliance and the DDBI is considering bringing the work back in house to ensure it is carried out appropriately. The Chair of ACIL added that the DDBI has reassured Members that there is resource in the Asset Management team and the confidence in them to carry out the tasks in house. The DDBI added that bringing



		letting of ACIL properties back in house would not have a detrimental effect on the business as Ark would be able			
		to directly access websites and featured advertising etc.			
		o The Chair of ACIL noted that there is also issues over the tenant agreements that require to be reviewed and			
		brought up to date and that there are a number of issues with ACIL that will take time to work through to			
		establish if they can go ahead. The Chair of ACIL noted that everything was very much under control but the			
		BoM required to know what is happening.			
		o The DDBI added that the Governance Review will be completed for the September 21 AGM which will inform the			
		ACIL structure going forward noting that there are some key elements to inform that.			
		o The Chair noted that he was pleased that compliance will be brought back in house and that it will be managed			
		much better.			
		Members unanimously approved the Intercompany Recharge			
10.	Items for Noting				
	10.1	Management Accounts Period 10			
		o There were no queries or comments in regards to the period 10 Management Accounts and Members noted the			
		report.			
		Members noted the Period 10 Management Accounts Report			
	10.2	Care & Support Management Restructure			
		o There were no queries or comments in regards to the Care & Support Management Restructure and Members			
		noted the report.			
		Members noted the Care & Support Management Restructure Report			
	10.3	AIMS			
		o There were no queries or comments in regards to AIMS and Members noted the report.			
		Members noted the AIMS Report			
11.	AOB				
	12.1	The Chair handed over to the DoF			
		The DoF informed Members that 21/22 would be his last working year and he is planning his retirement for end of			
		March 22. The DoF noted that he had given a year's notice to give Ark time to recruit the appropriate person into			
		the role and also to have time to finalise key strategic pieces of work. The Chair thanked the DoF and appreciated			
		the early notice to enable due process for his successor and for finalising the key strategic work. The Chair noted			
		that Members will express their gratitude and thanks to the DoF at the appropriate time.			
		The Chair thanked everyone for their input at today's meeting.			
		There was no other business to discuss and the Chair closed the meeting 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.	Date of Next Meeting: Thursday 27 May 2021 via Zoom				

- Meeting Dates in 2021

 ♣ 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	Complete



18/02/2021				
	10.4	SRR for both ACIL & ASL to be presented to 19 May audit sub	BD	Complete
		meeting		
18/03/2021	7	Meeting Date for May to be arranged	MB	Complete
	8	Members to review the compliance performance reporting		Complete
		and provide feedback to the CEO by Friday 9 April 21 via	Members	
		direct email.		
	9.1	ET strategic planning dates to circulated to Members	BD/MB	Ongoing
	9.3	Draft revised proposals for Windsor Square to be provided at		
		27 May 21 BoM meeting	CI	C/F