

COMMITTEE MINUTE RECORD**Minute of:** ARK Housing Association Board of Management**Date Held:** 12th December 2019, 2.00pm**Venue:** The Priory, Canaan Lane, Edinburgh, EH10 4SG**Chair:** Graham Mitchell**Secretary:** Bobby Duffy**Present:** Mr Graham Mitchell (Chair), Ms Shona Dunsmore (Depute Chair), Mr Ken Brown, Mr Dave Proudfoot, Ms Marilyn Barrett, Mr Neil McKnight, Mr Nikolaos Koutris, Ms Anne Lane, Mr Ian Logan, Dr Darcey Black**In Attendance:** Mr Bobby Duffy (Chief Executive Officer), Mr Ron Watson (Director of Finance & Housing), Ms Victoria Knox (Director of People & Organisational Development), Ms Mary Bell (PA to CEO) (Minutes)

ITEM	
1.	Welcome The Chair welcomed all attendees to the last meeting of 2019 and noted that Mr Koutris required to leave the meeting at 3.30pm.
2.	Apologies: Ms Lucy Robertson,
3.	Declaration of Interest It was noted that, Mr Ken Brown and Mr Neil McKnight are also members of Ark Commercial Investment Limited (ACIL) Board and Ark Services Limited (ASL) Board.
4.	Minutes of Previous Meetings
	<div> <div>4.1</div> <div> 19th September 2019 (1), 19th September 2019 (2), 24th October 2019 <ul style="list-style-type: none"> The Chair enquired if Members had any comments or queries in regards to the minutes. Mr Proudfoot enquired about the last item in any other business noting that he didn't hear it being mentioned at the meeting. The CEO explained that the sentence was in regards to the equality and diversity policy to inform that any decisions taken at the meeting do not have an impact on anyone. A discussion ensued and it was noted that the sentence was included to ensure that we comply with legislation. Members approved the 19th September 2019 (1) Board of Management minutes <ul style="list-style-type: none"> A discussion took place in regards to the appointment of Sub-Committee Chairs and it was agreed that Officers will clarify the process through the Standing Orders at the 20th February 2020 meeting. Members approved the 19th September 2019 (2) Board of Management meeting minutes <ul style="list-style-type: none"> No comments or queries were noted for the 24th October 2019 meeting minutes Members approved the 24th October 2019 Board of Management meeting minutes. </div> </div>
	<div> <div>4.2</div> <div> 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"> Hub Group review has been completed and it was agreed to share the full report with Members for discussion and agreement. Review of Executive Sub-Committee remit will be included in the wider review of all Committee remits Register of Members Interest form to be reviewed in 2020 when confirmation of all information that is required will be known and in line with website update. The Chair advised that he will also be reviewing the annual appraisal forms at this time. An update in regards to AIMS is included on today's agenda and work is ongoing with the draft project plan Annual Assurance Statement has been completed and uploaded on the SHR site and ARKHA website. SRR completed and on the agenda for today's meeting. Members noted the discussions and actions status from 19th September 2019 (2) Board of Management meeting </div> </div>
	<div> <div>4.3</div> <div> Finance Report (Group) as at 30 September 2019 <ul style="list-style-type: none"> The Director of Finance provided a summary of the results for six months to 30 September 2019 noting the key movements between the 2019/20 budget and the revised forecast based on the results. The Director of Finance noted the net surplus for the Group to 30 September 2019 stating that ARKHA is in a healthy position for the first six months of the year. The Director of Finance further noted the reasoning behind surplus's not being doubled to year end and informed the position with the Sleepover budget. </div> </div>

		<ul style="list-style-type: none"> ○ The Director of Finance noted that Housing is performing to plan and explained how the cyclical repairs budget is utilised. ○ Past service deficit contributions were discussed and it was noted that a bill is received on an annual basis from the pension trust and the figure is reflected in the budget on a monthly basis. The Director of Finance noted that he was confident with amount budgeted. ○ Salary increases were also discussed and the Director of Finance advised that the increases had been built in to the budget. ○ A discussion took place in regards to the difference in surplus from last financial year to the forecast for this year. The Director of Finance explained the reasoning that sat behind the figures in the budget and this was noted by Members. <p>Members approved the Finance Report (Group) to 30 September 2019 and revised forecast to 31 March 2020</p>
5	Items for Discussion/Decision	
	5.1	<p>SHR Assurance Statement</p> <ul style="list-style-type: none"> ○ The CEO explained the content of the annual assurance statement process paper and asked the Board of Management to agree the future process in relation to the development of the annual Assurance Statement. The CEO noted that officers proposed that the Audit Sub-Committee, on behalf of the BoM, lead on the annual review of the evidence framework that was established this year to provide extra assurance to the BoM that the Audit Sub-Committee has been closely involved in the process. ○ The CEO also proposed that one internal audit be carried out during each 3 yearly audit cycle to add extra scrutiny to ensure the process is robust. The CEO noted that the financial implication being approximately £2,500 each 3 yearly cycle. ○ A discussion ensued in relation to the internal auditor and the Chair of the Audit Sub-Committee noted that a conversation with the internal auditor will take place and if they do not feel that they have the expertise to carry out the audit, that an alternative solution will be sought. ○ Further discussion ensued in regards to the specifications of the audit to be carried out and the CEO advised it would be the BoM and Audit Sub-Committee that would scope out how the audit is completed. The Chair added that as part of the internal audit function it is important that the Audit Sub-Committee and BoM clearly define what is required for each audit. ○ Mr Logan asked if the assurance framework had been shared with the Board and it was noted that this was done prior to him joining and that this would be forwarded to all new board members for information. ○ A discussion in relation to the importance of the assurance statement and consideration of the scope and skills of the Audit Sub-Committee Members to carry this extra duty out ensued and it was noted that this would be considered alongside the review of the remits. ○ Further discussions in regards to timings of audits being carried out and what these could cover took place and it was noted that any areas that require to be followed up will be done in subsequent years. ○ The Chair noted that from next year the SHR will provide feedback as to our annual assurance statement in writing and the findings may impact on what is planned for future audits. <p>Members agreed the process to be followed in relation to the development of the Annual Assurance Statement</p>
	5.2	<p>Strategic Risk Register (SRR)</p> <ul style="list-style-type: none"> ○ The CEO informed the BoM that the Audit Sub-Committee had worked with the Exec Team in relation to reviewing the SRR in terms of both format and content and that they had approved the final document at their meeting held on 20 November 2019 ○ The Chair noted that SRR will be next reviewed in June 2020. <p>Members noted the approval of the SRR</p>
	5.3	<p>Decision by the Executive Sub-Committee - Care & Support</p> <ul style="list-style-type: none"> ○ The CEO explained background information in relation to the decision to offer a settlement agreement and severance payment to a member of staff. The CEO advised that this had been approved by the Executive Committee and asked the BoM to homologate the decision as part of the process that is followed outwith a BoM meeting. ○ A discussion ensued and the Director of People and OD said that ARKHA are obliged to refer this to the SSSC advising them of the process that was followed and that they will then take the information as part of the fitness to practice team and make a decision about the persons ability to practice in social care services. ○ Further discussion in respect of references took place and it was noted in these circumstances that a basic employment reference only is provided including dates of employment and role. ○ A conversation took place in relation referring to the regulator and if the case would be referred as evidence based or a view of the facts. The Director of People and OD advised that it is the facts that are given and the regulator will carry out their own investigation, whereby the person will have an opportunity to provide any mitigation and if further information is required the SSSC would make contact.

		<ul style="list-style-type: none"> ○ The Director of People and OD advised that there is national working group through the HR Voluntary Forum that is looking at standardising a reference request template for the social care sector. <p>Members noted and homologated the decision of the Executive Committee to offer a settlement agreement and severance payment to an ARKHA employee</p>
	5.4	<p>Decision by the Executive Sub-Committee – Housing</p> <ul style="list-style-type: none"> ○ The CEO provided information in relation to the flooding that had happened at an ARKHA property. The CEO advised that the incident had been investigated as a formal complaint, which was partially upheld and subsequently a good will payment for loss of property was offered and accepted by the tenant. It was noted that the contractors have paid 50% of the cost. The CEO said that this had been notified to the SHR and that they were content with the outcome and closed the case. <p>Members noted and homologated the decision taken by the Executive Committee to offer a good will payment to the Tenant</p>
	5.5	<p>Housing Sub-Committee Terms of Reference</p> <ul style="list-style-type: none"> ○ A discussion took place in regards to the draft Housing Sub-Committee remit and it was noted that further to feedback being received, that this item will be revisited at the 20th February 2020 BoM meeting. As a member of the Housing Sub-Committee Mr McKnight will take the lead role in reviewing the remit alongside Ms Robertson. <p>Members noted the Housing Sub-Committee Terms of Reference discussion</p>
	5.6	<p>Policies</p> <p>G06 Standing Orders</p> <ul style="list-style-type: none"> ○ The CEO informed that the reason for the change to the standing orders is to show that the minimum number of members of the Audit Sub-Committee will be 3 members rather than 4 to reflect the current composition. ○ Mr Proudfoot highlighted that there is a risk to the Audit Sub-Committee meeting taking place as there are only 3 members and asked how we would take this forward. Ms Lane informed that a discussion took place at the last Audit Sub-Committee meeting in relation to the use of technology which should mitigate the issue. The Chair advised that potentially this will not be the position for too long and that he would be discussing this at Chairs remarks. <p>HM12 Home Loss & Disturbance</p> <ul style="list-style-type: none"> ○ It was noted that the query posed by a Member had been responded to appropriately. <p>Members approved G06 Standing Orders and HM12 Home Loss & Disturbance Policies</p>
6.		<p>Chairs Remarks</p> <ul style="list-style-type: none"> ○ The Chair advised that the ET and SLT are working on the output from the 24th October 2019 Strategy Day and that he believed it was an excellent day and thanked everyone for their participation. ○ The Chair noted that the meeting that had taken place with the SHR this morning had been very positive and advised what had been discussed. The Chair added that the SHR will provide the minutes from the meeting and he will share for information. ○ Mr Logan enquired about how good reviews by the SHR are reported and where they are highlighted. A discussion ensued in relation to the information found on the SHR website and how this can be used for PR. Further discussion took place in relation to marketing and public relations and it was noted that this type of feedback should be used. ○ The CEO advised that officers have met with a branding agency called STAND and have been discussing how ARKHA would like to profile them selves and a paper will be brought for discussion early in 2020. ○ The Chair advised that recruitment for new Board Members will commence at the end of January 2020 and the Director of People & OD will draft an advert and send out to Members for their information/review the third week in January. <p>Members noted the Chairs Remarks</p>
7.		<p>CEO Remarks/Reports</p> <p>Business Plan Development Progress</p> <ul style="list-style-type: none"> ○ The CEO said that the ET and SLT had also enjoyed the strategy day and explained how the feedback from the day was considered. The CEO added that most of the detailed feedback was in regards to the Vision, Mission and Values and he provided the rationale behind the ET and SLT considerations. ○ The CEO advised that the ET and SLT had shared the discussions from the tables that they were involved in and they had identified a number of themes or areas of business that the BoM felt were missing or could be presented differently. ○ The CEO informed how the business plan process had been developed and showed on the draft business plan framework how the BoM contributions had been considered and advised the next steps. ○ The CEO presented a sample of how the business plan objectives could look for year 1. A discussion in regards to the objectives being on the bigger plan not being carried over to the summary plan took place. The amount of objectives was discussed and the CEO advised that these will be reviewed and it was noted that the start date for each will be staggered.

	<ul style="list-style-type: none"> ○ The CEO advised that the financial planning for the business plan will be carried out in January 2020. ○ The CEO asked the BoM to approve the Business Plan Framework, including Vision, Mission and Values and to instruct the ET to complete the actions as discussed. <p>Members noted and approved the Business Plan Framework, including Vision, Mission and Values and instructed the ET to complete the actions as discussed.</p> <p>[REDACTED]</p> <p>Members noted the CEO Remarks</p>
8.	Standing Items
8.1	<p>AIMS Project</p> <ul style="list-style-type: none"> ○ The CEO provided an update on the progress of the implementation of AIMS and it was noted that the cost for the system is on target with budget. It was further noted that the completion date for full implementation remains 2021 as the original plan. A discussion in regards to the feedback received from staff and what actions are taking place to address the issues took place and it was noted that a pilot of an admin post was being planned. ○ Mr Koutris presented his apologies and left the meeting during this discussion <p>Members noted the AIMS Project Update</p>
8.2	<p>Penicuik Development</p> <ul style="list-style-type: none"> ○ The CEO advised Scottish Water has requested a pre development report and this has caused further delay at the Penicuik site. <p>Members noted the Penicuik Development Update</p>
8.3	<p>Making Connections Improvement Team (MCIT)</p> <ul style="list-style-type: none"> ○ The CEO provided background information in regards to the development of the making connections improvement team and explained that an action plan was developed in relation to the key areas identified through the staff survey that was completed by Care & Support staff. <p>Members noted the Making Connections Improvement Team Update</p>
8.4	<p>Board Training</p> <ul style="list-style-type: none"> ○ The Director of People and OD advised that training themes will be identified through Members annual appraisals and asked Members to let her know if they wanted any further information and she will organise further appointments. <p>Members noted the Board Training Update</p>
8.5	<p>FOISA</p> <ul style="list-style-type: none"> ○ The CEO advised that ARKHA had met the deadline of 11 November 2019 in relation to the duty to be compliant with FIOSA noting that ARKHA's publication scheme is in place and a process has been set up to help guide people to the information that is held. The CEO further noted that the third duty is to respond to information requests and FOISA will be a standing item on the agenda to report any activity. ○ A discussion in regards to GDPR took place and it was noted that any documents that are published are reviewed prior to being available. <p>Members noted the FOISA update</p>
9.	Items for Noting
9.1	<p>Draft Finance Sub-Committee Minutes – 11 November 2019</p> <p>The Chair of the Finance Sub-Committee informed that the investment portfolio had been changed, noted that the rent review proposal was approved and that EEESH compliance was discussed. The Chair of the Finance Sub-Committee provided a brief summary of the draft minutes.</p> <p>It was noted that officers will find out if the potential characteristic statement requires to be added to the bottom of the sub minutes as these are not published.</p>

		Members noted the content of the 11 November 2019 Finance Sub-Committee meeting minutes
	9.2	Audit Sub-Committee Minutes – 20 November 2019 <ul style="list-style-type: none"> ○ The Chair of the Audit Sub-Committee noted that there were no issues to report from the Audit Sub-Committee meeting that had not been previously dealt with at this meeting. ○ A discussion in relation to Health & Safety took place and it was agreed to have health and safety in both Audit and Housing Sub-Committee remits. Members noted the content of the Audit Sub-Committee meeting minutes 20 November 2019
	9.3	ARKHA Membership update <ul style="list-style-type: none"> ○ The Chair advised that the Membership paper will be brought back to the 20 February 2020 BoM meeting. Members noted that the Membership Update will come back to 20 February 2020 meeting
	9.4	Development Objectives 2019/20 Report Summary <ul style="list-style-type: none"> ○ A discussion ensued in relation to agency costs and the Director of Finance explained how using agency staff to deliver hours to fulfil contracts is a cost neutral exercise. It was noted that agency costs are constantly monitored and action will take place if required. Members noted the Development Objectives Report Summary
	9.5	Business Dashboard <ul style="list-style-type: none"> ○ Members noted the Business Dashboard report. Members noted the Business Dashboard Report
10.	AOCB	
	It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.	
	There was no other competent business, the Chair thanked everyone for their input, wished everyone a Merry Christmas and the meeting was closed at 4.00pm	
11.	Date of Next Meeting: 20th February 2020	

2019/20 Dates for Board of Management Meetings – commencing 14.00
Board Member Only sessions will commence at 13.30 unless agreed otherwise.

2020

-  Thursday 19th March
-  Thursday 18th June
-  Thursday 20th August
-  Thursday 17th September
-  Thursday 22nd October
-  Thursday 10th December

ACTIONS

Meeting Date	Agenda Number	Action	Who	Status
23/08/18				
	8.4	Hub Group review to be included in wider participation review	BD	Full Report to be shared with the BoM?
20/09/18				
	11.2	Review of remit of Executive Committee to be carried out	ALL	Included in wider review of Committee remits
13/12/18				
	7.3	Register of Members Interests form to be revisited in line with new BoM membership and will be reviewed for August 2019	GM	C/F to 2020
	9.1	Draft project plan for AIMS to be created	CP	Completed Dec 19
12/12/19				
	4.1	Process for appointment of Sub-Committee Chairs to be clarified at the 20 th February 2020 meeting	BD	At the first Board meeting following each AGM, Sub-Committee Chairs will be appointed.
	4.2	Annual appraisal form to be reviewed in 2020	GM	
	5.1	SHR assurance statement framework internal audit specifications to be scoped out Assurance framework to be forwarded to all new Members	ASC/BoM BD	Complete
	5.5	Housing Sub-Committee remit to be reviewed	NMcK/LR	
	6	Board Member recruitment to commence end January 2020 ARKHA branding paper to BoM early 2020	GM/VK BD	March 2020
	8.4	Members to let VK know of any areas where they would like further information on Board development	ALL	
	9.1	Clarification required in regards to the potential characteristic statement being added to the bottom of the sub minutes as these are not published	BD	Complete
	9.2	Health & Safety to be included in both Audit & Housing Sub-Committee remits	GM	
	9.3	Membership update to be brought back to the 20 February 2020 meeting	MB	Complete