

## COMMITTEE MINUTE RECORD

**Minute of:** Ark Board of Management Meeting

**Date Held:** 13 February 2025, 2pm

**Venue:** Hybrid

**Chair:** Ian Logan

**Secretary:** Bobby Duffy

**Present:** Mr Ian Logan (Chair) IL, Ms Catriona Clarke (Depute Chair) CC(r), Mr Dave Proudfoot DP, Ms Joanna Mansell JM, Ms Isla Gray IG(r), Mr Craig Unsworth CU, Mr Darcey Black, Ms Kerrie Mitchell KM(r)

**In Attendance:** Mr Bobby Duffy (Chief Executive Officer) BD, Mr Mark Hall (Director of Care & Support) MH, Ms Caryn Innes (Director of Development & Customer Experience) CI, Mr Stuart Green (Director of Finance and Digital Improvement) SG, Ms Michaela Loughlin (Head of Compliance & Improvement) ML, Mrs Nina Adamson (PA to CEO) (Minutes)

ITEM	
	<b>Board of Management Pre-Session – 1.30pm</b>
1.	<b>Welcome</b> The chair welcomed everyone to the meeting.
2.	<b>Apologies for Absence:</b> Ms Jane Dunlop, Mr Richard Stark, Ms Donna Downie, Mr Oliver Saint
3.	<b>Declarations of Interest:</b> JM declares being Chair for the Board of Ark Services Ltd and DP declares being Chair for the Board of Ark Commercial Investments Ltd. CC & DP are also on the Finance Sub Committee. DB (chair), JM, KM & IG are also on the Audit Sub Committee.
4.	<b>Chair's Remarks:</b> <u>Outstanding items:</u> The Chair begins with some outstanding Disclosure, DoI forms that are yet to be submitted, and sent to Nina asap. <u>SFHA Conference:</u> The Chair attended the SFHA conference on Friday accompanied by BD, who joined remotely & presented on our recent recruitment process. The Chair noted that there was a strong sense of professionalisation of the BoMs & it worked well overall. <u>Marketing &amp; PR:</u> Our recent efforts with branding & marketing are indeed very important & align with what other organisations are also doing. The next meeting regarding this between BD & CU, will take place next week and outcomes will be fed back to the Board.  <b>Members noted the Chair's remarks</b>
5.	<b>CEO's Remarks:</b> <u>National Insurance:</u> The CEO begins by discussing the issue of NI which is impacting organisations nationwide. Ark have been working with CCPS over last few months to campaign with the government to support this sector (the adult social care in particular). The total NI costs are £600k/pa and it is looking unlikely to be funded at this stage.  The ET have been discussing the challenges and SG is working on drawing up a new 5 year plan, based upon not receiving additional funds to cover increased NI. There is now a need to review and significantly reduce organisational costs to achieve a more financially sustainable and future-proof position, while remaining committed to our strategies. This includes filling the vacant HR Director position left by VK, with someone who can work closely with the Directors to drive transformational organisational change from a business perspective, while keeping the people at its core.  <u>Insurance:</u> Insurance is due for renewal and ML will send a questionnaire to the Board next week.  <b>Members noted the CEO's remarks</b>
<b>Items for Approval</b>	
6.	<u>Item 6.1</u>

	<p><b>Minutes of Meeting held on 5 December 2024</b>  Page 2: DP requests clarification, on Risk Management. Whether the SRR for each Sub Committee will go to the Audit Sub. Yes it will. No changes needed.</p> <p><b>Actions from the meeting:</b></p> <ul style="list-style-type: none"> <li>• <u>Item 6: Policies</u>: this is complete – Remove</li> <li>• <u>Item 9.1: Development &amp; Strategic Asset Management Report</u>: this is complete &amp; the Papers are uploaded - Remove</li> </ul> <p><b>Members have approved the Minutes from the 5 December 2024</b></p> <p><b>Minutes of Meeting held on 31<sup>st</sup> October 2024:</b>  Page 4: DP spots a typo on the first line. It should read as <i>108 units</i>, not <i>180</i>. This will be amended in the previous Minutes.</p> <p><b>Members have approved the Minutes from the 31 October 2024</b></p> <p><b>Members agree the Minutes from the previous 2 meetings are correct &amp; representative of the meetings</b></p>
7.	<p><b>Policies:</b> ML joins the meeting at 2.22pm &amp; IL welcomes her.  We shall review two policies &amp; two templates.</p> <p><u>Paper 7.1</u>  <b>Membership of Association Policy</b>  <u>Key areas of change:</u>  Section 5: Additional legal regulatory framework was added; regulatory standard 1, Data Protection Act 2018, GDPR &amp; Equality Act 2010. We have removed 7.7 for Monitoring, but have added this text under Section 11, Monitoring &amp; Review.  Appendix 4: Data Protection Statements: This was removed, and added in Data Protection Statements instead within appendix 1 &amp; 2.  Appendix 3: Equality Monitoring: This was removed and replaced, with details recorded under Section 9. The review period has changed from 3 years to 5 years, as we do not expect much change in this time frame. However, any changes would bring the review forward.</p> <p><b>Members approve the changes to Members of Association Policy</b></p> <p><b>Board Members Code of Conduct Policy</b>  <u>Key areas of change:</u> This has been brought forward as the SFHA model CoC has changed, which prompted some amendments of some of the wording.  Appendix 2: has been added for the model protocol for breaches of CoC. We had this as a procedure, but have now added it as an appendix, so all the documents are in one place.  Appendix 5: has been added: a template of Description of Oversights, which covers the responsibilities of the Chair, Depute Chair etc, in this process.</p> <p>DP raises a question on the CoC: he suggests the word 'Policy' should be removed, making the CoC complete, thus simplifying it.  And, on the signature page: 7.3 '<i>I have read &amp; accept the Policy &amp; supporting Appendices</i>': The Appendices follow on from this page, and the signature area should follow thereafter.  These points were noted.</p> <p>The New CoC for Board Members to sign will be issued soon. It was discussed which format this will take and how Members should sign the document.</p> <p><b>Members approve the changes to the Board Members Code of Conduct Policy</b></p>

	<p><b>Business Continuity Policy:</b>  <u>Policy Approval:</u> The policy was approved in principle at the last meeting, with the agreement that further discussion would take place, and the final results presented to the Board for full approval. SG has made minor revisions to the policy wording.</p> <p><b>Members now approve the changes to the Business Continuity Policy</b></p> <p><b>Policy Compliance Report Template</b>  This was agreed at August BoM Meeting last year, regarding delegated responsibilities from the Board to the PPRG for all Operational, Finance, People &amp; OD policies. This would commence providing the ToR was approved, which they were at the December Board Meeting. The Board would receive a quarterly progress report, which would then be delegated to the Audit Sub Committee.  ML asks if the Board is happy with the level of details or if they would like to see changes.  The first presentation of this report will take place at the August Audit Sub Committee meeting. ML raised the question of whether it should go to the Board first or directly to the Audit Sub Committee, as an approved template. The Chair expressed confidence in individuals to make the right decisions and to flag any areas that may require further review.</p> <p>A short discussion about how we can be certain policies are being complied with, followed. BD assures that crux of the matter is that the compliance report template reports whether review of policies have been completed within review timescales, not whether the policies are being complied with. The PPRG review this each month.</p> <p><u>Action:</u> DP requests the document clarifies that the policy is based around reviews, not policy &amp; compliance in practice.</p> <p>DP adds that there is too much information in the policies &amp; the appendices were included previously (too much volume).</p> <p><u>Action:</u> ML to remove surplus appendices &amp; update the supporting info to a manageable amount of info. People can ask for more info if required.</p> <p><b>Members note &amp; approve the Policy Compliance Report Template</b></p> <p><b>Policy Guidance &amp; Template</b>  Nothing to add.</p> <p><b>Members note the Policy Guidance &amp; Template</b></p>
8.	<p><u>Paper 8.1</u>  <b>Proposed Rent Increase</b>  CI is covering for FR  In October the strategy was discussed regarding rent increase proposal, and received approval from Board to go ahead with the consultation process. The recommendation was a 4% increase. The report covers this in detail.  <u>Survey results:</u> Detailed information is contained within the report. Surveys for general needs &amp; supported residents were sent out in an email format and returned 45 responses. This is a better response than last year, which yielded only one response.  A short discussion around survey/tenant engagement ensued. CI &amp; her team are doing everything they can to engage residents as much as possible &amp; will continue to work towards improvement.</p> <p><u>Action:</u> Team to respond to survey feedback.</p> <p><u>Action:</u> IL would like to spend some time with FR about this offline to better understand the challenges around surveys &amp; engagement.</p> <p><b>Members have discussed &amp; approve the Proposed Rent Increase</b></p>
9.	<p><u>Paper 9.1</u></p>

### **Governance Structure Review**

BD begins that this is the third time we have discussed the Governance Structure Review, and the information was presented to the Board in December. The outcome of the discussions was to create a proposal to create two new Sub-Committees, to which we could delegate items normally intended for the Board, in order to free up the Board and create more space for other matters during meetings, without losing any reporting.

New Sub-Committees: The draft remit and draft reporting plans (which will be *working documents*) have been shared with the Board, with the hope of understanding whether we are on the right track with reporting etc, should the Board agree to the new Sub-Committees to go ahead. We can then move forward & observe how they will evolve. BD hopes the layout is clear and demonstrates how the work assigned to the Sub-Committees will be distributed across them.

There is a proposal that perhaps a June board meeting will not be required.

IL thanks BD & the ET for all this important work & preparation of the documents.

Remit: A discussion took place regarding the main paper, with concerns raised about the absence of the remit for the Board and Executive Committee after delegation to the Sub-Committees. This matter is addressed in the Standing Orders, where the remit for both the Board and Executive Committee is detailed. Several queries and disagreements were also raised, including the statement that the Sub-Committees were not meeting their remit. It was clarified that this comment specifically referred to the Risk Register being removed from the Audit committee, and the extensive nature of the Finance subcommittee remit and not to the overall remit or performance of the Sub-Committees.

H&S: Further discussion revolved around the allocation of H&S management to the Audit Sub-Committee. It was noted that H&S was included within the Board performance section of the December draft Paper. This remains a work in progress and is still subject to change. Responsibility for H&S ultimately lies with BD, while Corporate H&S falls under the oversight of MH and C&S. A clearer distinction is needed, and this will be reviewed, as a single blanket approach does not adequately cover all aspects of business or people involved.

Minimum number for Sub-Committees: It was also raised that the minimum number of three members required for the Sub-Committees, which is the same number needed for a quorum, could potentially pose an issue. This can be adjusted & increased as necessary to avoid any difficulties.

Audit Finance Reporting Timetable: DP raises the timetable requires correction, the internal Audit review & report which follows the financial year (ending in March), so not all work will be completed in time for reporting at the March meeting. This will be reviewed & discussed with TIAA.

Business Reporting – Item H: Compliance Assurance Report is the quarterly report that comes to the Board & then delegated to a Sub-Committee. It was suggested that managing ‘exceptions’ be reported to the Finance & Audit Sub-Committees, as exceptions tend to control *weaknesses* or potential breaches of H&S. This is a broad category, so anything that results in increased organisational risk should be considered. We are still to determine the appropriate placing for such matters. The verbiage *exception* is discussed: It was suggested that an ‘exception’ be defined in line with the Housing Regulator’s criteria for reportable events, which captures everything encompassed as a *notifiable event*.

Timetable for instigating the new structure: In the new reporting year. The first meeting will potentially take place in May for the Sub-Committees, which the Board believe is achievable.

The matter of Minutes aligning between Sub-Committee meetings and Board meetings was raised. There are concerns about the timing of reports and delays in minutes approval, especially when meetings occur on the same day.

Action: Timings of Minutes for Sub-Committees and Board meetings, need to space out adequately, so Minutes can be reviewed & distributed.

	IL will decide during 1:1 consults with Board Members whether they would like to be appointed as Members or Chair the Sub-Committees. Once a team has been established, IL will discuss outcomes with the Board at the March meeting for approval, in place for May.
	<b>Members have noted &amp; approve the Governance Structure Review</b>
10.	<u>Paper 10.1</u>
<b>Items for Discussion</b>	
11.	<u>Paper 11.1</u>
<b>Items for Noting</b>	
12.	<p><b>ASL Chair Update</b> No update.</p> <p><b>ACIL Chair Update</b> No update.</p> <p><u>Paper 12.1</u> <b>Business Continuity Report</b> SG: just for noting, and an update.</p> <p>DP highlights that this contingency plan should be tested to some extent, but is not. This is normally something that is implemented annually; a record of something that has been trialled and reported. Perhaps this isn't something that <i>can</i> be tested. IL suspects this will materialise &amp; be reported in due course. SG clarifies he is confident in the plan and IT consultants have a back-up so that staff are still able to access information.</p> <p><u>Paper 12.2</u> <b>Management Accounts – Period 9</b> The financial results are positive. While the numbers are slightly skewed due to the C&amp;S strategy costs being included in the budget from day one, but not incurred to much later in the year performance remains strong and everything is progressing well.</p> <p><b>Members have discussed and note the above items</b></p> <p><b>The Chair thanks everyone &amp; wishes everyone a good weekend, and we will see each other in March.</b></p>
	<b>The Meeting closed at 4.03pm</b>

**2025 Dates for Board of Management Meetings: Thursday 27 March & Hybrid, Lochside House, 14.00**

**Board Member Only sessions will commence at 13.30 unless agreed otherwise.**

-  **27 March (Hybrid)**
-  **29 May (Hybrid)**
-  **28 August (Hybrid)**
-  **25 September (Hybrid)**
-  **30 October (Strategy Day)**
-  **4 December (Hybrid)**

**ACTIONS**

Meeting Date	Agenda Number	Action	Who	Status
13/02/25				
	<b>Item 7.1</b> Policy Compliance Report Template	<ul style="list-style-type: none"> <li>DP requests the document clarifies that the policy is based around reviews, not policy &amp; compliance in practice.</li> <li>ML to remove surplus appendices &amp; update the supporting info to a manageable amount of info. People can ask for more info if required.</li> </ul>	ML  ML	
	<b>Item 8.1</b> Proposed Rent Increase	<ul style="list-style-type: none"> <li>Team to respond to survey feedback from tenants.</li> <li>IL would like to spend some time with FR offline to better understand the challenges around surveys &amp; engagement.</li> </ul>	CI FR, IL	
	<b>Item 9.1</b> Governance Structure Review	Timings of Minutes for Sub-Committees and Board meetings, need to space out adequately, so Minutes can be reviewed & distributed.	All	