

**COMMITTEE MINUTE RECORD**

**Minute of:** ARK Housing Association Board of Management  
**Date Held:** 27<sup>th</sup> May 2021, 14.00  
**Venue:** via Zoom  
**Chair:** Graham Mitchell  
**Secretary:** Bobby Duffy

**Present:** Mr Graham Mitchell (Chair), Mr Neil McKnight, Dr Fraser Quin, Ms Lucy Robertson, Dr Darcey Black, Mr Ken Brown, Mr Nikolas Koutris, Ms Joanna Mansell, Mr Ian Logan, Mr Dave Proudfoot

**In Attendance:** Mr Bobby Duffy (Chief Executive Officer) (CEO), Mr Mark Hall, (Director of Operations) (DO), Ms Caryn Innes (Director of Development and Business Improvement) (DDBI), Ms Mary Bell (PA to CEO) (Minutes)

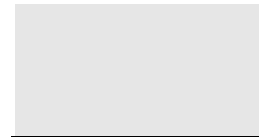
ITEM	
1.	<p><b>Welcome</b>            The Chair welcomed all attendees to the Board of Management zoom meeting of 27 May 21 and extended a further welcome the HoF for his input for today’s meeting.</p>
2.	<p><b>Apologies:</b> Ms Shona Dunsmore, Ms Marilyn Barrett, Ms Anne Lane, Mr Ron Watson (DF), Ms Victoria Knox (DPOD)</p>
3.	<p><b>Declaration of Interest</b>            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.</p>
4.	<p><b>Items for Approval</b></p>
4.1	<p><b>Minutes of Previous Meeting held on 18 March 21</b>            ○ The Chair enquired if Members had any comments or queries in regards to the 18 March 21 BoM meeting minutes.            ○ There were a few grammatical errors highlighted and further to them being rectified the minutes of the 18 March 21 Board of Management meeting were approved as an accurate record of the meeting.  <b>Members approved the 18 March 21 Board of Management meeting minutes</b></p>
4.2	<p><b>Matters Arising and Actions from Previous Minute</b>  <b>Actions</b>            The action list was reviewed and updated and the following actions had been completed:-            ○ Development reporting format for future meetings has been agreed            ○ SRR’s for ACIL and ASL have been completed and presented to the Audit Sub-Committee            ○ Members review of the Compliance Performance reporting has been completed            ○ ET strategic planning dates will be circulated after the 17 June 21 BoM meeting due to the volume of work involved            ○ Revised proposal for Windsor Square has been delayed due to the collection of external information. An update will be provided for the 17 June 21 BoM meeting with the full proposal being presented to the 18 August 21 Finance Sub-Committee and 26 August 21 BoM meetings.  <b>Members noted the status of the Action List</b></p>
5.	<p><b>Items for Discussion/Decision</b></p>
5.1	<p><b>Policies</b></p> <ul style="list-style-type: none"> <li>○ G15 – Computer System Security Internet, Email</li> <li>○ G21 – Supporting Citizenship (for archive)</li> <li>○ HS17 – Smoke Free</li> <li>○ The CEO reported that there has been no substantive or practice changes made G15 apart from some procedural information being removed and incorporated into the G15a procedure.</li> <li>○ The CEO advised that there had been no substantive or practice changes made to HS17 and this has been approved through staff consultation and Unite.</li> <li>○ The CEO noted that G21 has been identified as a policy that duplicates other policies in content and asked for approval to archive this policy.</li> <li>○ The CEO advised that Members can access all policies and procedures through the BoM portal or upon request</li> <li>○ The Chair asked for Member approval for all three policies.</li> </ul>

	<p><b>Members approved G15 Computer System, Internet, Email, HS17 Smoke Free and the archiving of G21 Supporting Citizenship</b></p>
<p>6.</p>	<p>[REDACTED]</p>
<p>7.</p>	<p><b>Chairs Remarks</b></p> <p>Board Recruitment Update</p> <ul style="list-style-type: none"> <li>o The Chair informed that 11 applications had been received from the BoM recruitment advert and 6 of the candidates had been interviewed. The Chair noted that 5 candidates had been appointed and provided a brief overview of each adding that he believes they will bring an enhancement to the BoM.</li> </ul> <p>Resignations</p> <ul style="list-style-type: none"> <li>o The Chair advised that resignations from the BoM had been received for Ms Shona Dunsmore (Depute Chair) due to work commitments work and due to personal circumstances Ms Marilyn Barrett will attend her final meeting on 17 June 21. The Chair added that Mr Ken Brown will remain as a Member for a maximum period of one year and at earliest will resign at the end of March 22. The Chair noted that Mr Brown will remain as Chair of Ark Services Ltd for the remaining of his time with the BoM.</li> </ul> <p>Ark Group Structure</p> <ul style="list-style-type: none"> <li>o The Chair advised that there will be a group structure change and as discussed earlier, this has been in review to improve Ark's governance profile noting the issue with a Chair of a Sub-Committees also being the Chair of the Subsidiary companies.</li> <li>o The Chair informed Members of the interim changes as follows: -             <ul style="list-style-type: none"> <li>o Mr Brown will step down as Chair of the Finance Sub-Committee and Mr Ian Logan has accepted this position</li> <li>o Mr Neil McKnight has accepted the position of ACIL Chair</li> <li>o New Members, Mr Yaseen Yousaf and Mr Stuart Yorkston will both become Non-Executive Directors of ACIL and new Member Oliver Saint will become a Non-Executive Director of ASL.</li> <li>o Ms Kayleigh Bryan and Ms Lorraine Charnley will become full Board Members of Ark.</li> <li>o The Chair noted that other changes will be made to strengthen all Board Memberships and that he and the CEO will come back to the BoM with proposals for Board Members and placement to achieve a satisfactory level.</li> </ul> </li> </ul> <p>Annual Appraisals</p> <ul style="list-style-type: none"> <li>o The Chair advised that Members Annual Reviews are due to take place and these will be carried out remotely noting that he will provide proposed dates to the DPOD and she will make contact to organise diary time.</li> </ul> <p>Ark Rules</p> <ul style="list-style-type: none"> <li>o The Chair notified that the adoption of the group structure requires agreement and asked Members, having reviewed and noted the changes, if they are happy to agree to the rules in draft form and as such agree to set these rules as Ark's new rules. Members noted their agreement for the adoption of the new rules.</li> <li>o The Chair informed that a Special General Meeting (SGM) must be held in order to adopt the new rules and asked Members if they would like to ask the Secretary to set up the SGM for the sole purpose of adopting the new rules. Members proposed that an SGM be set up to adopt the new rules.</li> <li>o The CEO advised that following the current rules Ark are required to inform all Ark Members of the request to hold an SGM and that all BoM Members will receive this letter. The CEO added that a conversation will take place in regards to the 7 BoM Members required to attend a venue in person to adopt the rules.</li> <li>o The CEO confirmed that it is the BoM who have the responsibility for appointing Members to the Subsidiary organisations.</li> <li>o A discussion ensued in regards to Membership of Subsidiary organisations only and if this would be enough to keep a person interested. The Chair advised that this had been discussed and the intention was to clearly have the separation of the Boards to 3 entities and to have new Directors on each. The Chair explained the thinking behind this and the way forward for new Members noting that all new Members will receive a full induction of the Ark Group and both subsidiaries are not fulfilling their potential at present and this will be a focus in the future. The Chair confirmed that the new Members of the subsidiary organisations will have the opportunity to observe a full BoM meeting and this is permitted through Ark's constitution.</li> </ul> <p><b>Members noted the Chair's Remarks, their agreement for Adopting the Draft New Rules and the request for a Special General Meeting be held to Adopt the New Rules</b></p>

8.	<p><b>CEO Remarks/Reports</b></p> <p>Adopting New Model Rules</p> <ul style="list-style-type: none"> <li>○ The CEO noted that this item had been covered as above and thanked Members for their agreement.</li> </ul> <p>Dissolution of Impact Scotland</p> <ul style="list-style-type: none"> <li>○ The CEO noted that Impact Scotland had been established by Ark in February 2013 and explained the concept for this being created. The CEO informed that it is proposed that the company be dissolved as it does not trade or generate income and as such has no purpose or use to Ark and added that dormant accounts have to be submitted on an annual basis. A discussion ensued in regards to the length of time it has taken to decide to do this and the CEO noted that this was the previous CEO’s ambition to support people through their whole journey in life but had not come to fruition. The CEO confirmed that Ark only have this one company lodged with Companies House where dormant accounts are submitted.</li> </ul> <p><b>Members noted they had no objections to the Dissolution of Impact Scotland</b></p> <p>Programme for Improvement</p> <ul style="list-style-type: none"> <li>○ The CEO noted that the ET had brought to the BoM, a detailed document that outlined how Ark intended to deliver the objectives that are set out in the Business Plan. The CEO added that how the Business Plan is delivered may change depending on opportunities and challenges but the objectives have been agreed and will remain the same. The CEO informed that after the 18 March 21 BoM meeting the ET had carried out further work to make the report more engaging using different language and this will be brought to the BoM in 17 June 21 for their information. The CEO noted that some of the information has been used in terms of narrative to provide an update to staff in regards to what has been happening and future plans.</li> </ul> <p><b>Members noted the CEO Remarks</b></p>
	<p><b>Items for Discussion/Decision</b></p>
9.	<p>Governance and Compliance</p>
9.1	<p><b>ARC Return</b></p> <ul style="list-style-type: none"> <li>○ The DO provided Members with background information in regards to the Annual Return on the Charter (ARC) noting that the SHR collects data every year from RSLs to assess how they have performed against the outcomes in the Scottish Social Housing Charter. The DO informed that this requires the RSLs to submit a range of data that is prescribed advised that the guidance by the regulator through the ARC on 31 May of each year.</li> <li>○ The DO advised that the guidance in regards to the submission of the return makes it clear that it is landlords’ responsibility to ensure that the data they give us is accurate and should be kept as evidence for the RSL’s own purposes and for any potential visits from the regulator. Landlords should, as a matter of course for their own internal audit or for their performance management systems, retain the calculations and workings for the ARC. This evidence should be readily available to provide assurance about the accuracy and reliability of the reported data. The DO advised that it is a requirement that the return is approved by the Governing body prior to submission.</li> <li>○ The DO informed that in addition to internal scrutiny of the ARC that the Scottish Housing Network (SHN) was asked to carry out a data validation process and the outcome is detailed in appendix 1 of this paper. The DO added that he and the DDBI had also reviewed the return and the queries and outcomes were noted appendix 2.</li> <li>○ A discussion in relation to feedback from the SHR ensued and the DO confirmed that the SHR provide a landlord report in August and this will highlight any specific issues that have been identified and Ark can compare to other peer RSLs. The DDBI added that the SHR have an interactive tool that will be utilised to identify peer organisations when comparing in terms of performance, satisfaction and learning. The Chair informed that the regulator also has a review meeting with Ark in December of each year to highlight any issues for discussion although due to Covid-19 this did not happen in 2020.</li> <li>○ A discussion in regards to the stock condition compliance surveys took place and the DDBI confirmed that the stock condition surveys are carried out over a 5 year period and part of this year’s objectives is to carry out 100% stock condition survey’s to bring the timing back into alignment.</li> <li>○ Mr Logan highlighted the responses to the TSIP survey question in regards to communication enquiring if this can be drilled down further to help improve the situations. The DO confirmed that there is further information contained within TSIP advising that from all respondents only 54% had responded to this question and 40% of the 54% had responded neither satisfied nor dissatisfied. The DO added that the research company had intimated that it is not unusual to see this because they had not wanted to participate. The DO noted that this is an area for improvement and that he is happy to provide more detailed information. The DO confirmed that the Housing</li> </ul>

	<p>Services and Asset Team have face to face contact with people, do estate walkabouts, that are advertised ahead of time and the housing services team will attempt to achieve 100% of visits to people’s accommodation once a year. The DO questioned whether this can be used to attain better information from tenants more generally adding that this is an area to be considered. A discussion ensued in regards to the challenges faced with communication and how ways that may improve this situation. Mr Logan noted he understood the challenges faced and it is positive to know that improving the situation is a key focus.</p> <ul style="list-style-type: none"> <li>○ Due to technical difficulties Ms Mansell will email her queries to the DO after this meeting.</li> </ul> <p><b>Members noted the discussions and approved the submission of the ARC Return</b></p>
<p>9.2</p>	<p><b>SHR Self-Assessment Regulatory Review</b></p> <ul style="list-style-type: none"> <li>○ The CEO provided the BoM with a detailed paper informing them of the outcome of the SHR self-assessment regulatory review and detailed the process that was followed. The CEO advised that the evidence held is robust and demonstrates compliance with all standards apart for standard G noting that this was not an issue of materiality but an area for improvement. The CEO explained how the ET had reached this judgement using SHR guidance and noted that work has already been initiated to meet the standard. The CEO advised that it had previously been agreed by the Audit Sub-Committee to carry out a review of 20% for each meeting but things could change throughout the year therefore the ET proposed to carry out an annual review to be approved in May each year and this had been agreed by the Audit Sub-Committee at the May 21 meeting.</li> <li>○ A discussion ensued in regards to the definition of materiality and further to clarification by the Chair and the Audit Sub-Committee Chair it was agreed that standard G was an area for improvement and not an issue of materiality.</li> <li>○ A discussion took place in relation to the CEO receiving assurance that all evidence is in place and the CEO advised that the Directors have confirmed and signed a mandate to this effect. Further discussion ensued in relation to an interrogation in terms of the detail of the process and it was noted that this is part of TIAA’s internal audit plan and they work on behalf of the BoM and it was hoped this would be enough to give the BoM comfort but if a further paper recommending a robust process is required this can be produced. It was noted that TIAA will be testing the whole process and will be carrying out 10% sampling checks of the outcomes and they will provide a report to the Audit Sub-Committee who will, in turn, provide assurance to the BoM.</li> </ul> <p><b>Members noted the discussions agreed that Standard G was not an issue of materiality and approved the SHR Self-Assessment Regulatory Review</b></p>
<p>9.3</p>	<p><b>Annual Assurance Statement</b></p> <ul style="list-style-type: none"> <li>○ The CEO noted that 2 version of the Annual Assurance Statement had been shared for agreement, the second version including information in regards to non-compliance with standard g and it was agreed as this was not an issue of materiality that Version 2 would be adopted.</li> </ul> <p><b>Members approved Annual Assurance Statement v2 to be adopted, signed and placed on the SHR portal.</b></p>
<p>9.4</p>	<p><b>New Member approval</b></p> <ul style="list-style-type: none"> <li>○ The CEO advised that this paper was to seek approval from the Board of Management for six additional Members of the Association in compliance with policy G04 Membership of the Association and compliance with sections 6–12 of our Rules, which cover membership of the Association.</li> <li>○ The CEO noted that the following applicants have been successful in the Board of Management and Subsidiary Board recruitment process and we have receipt of their application forms for membership of the association: <ul style="list-style-type: none"> <li>○ Oliver Saint</li> <li>○ Yaseen Yousaf</li> <li>○ Stuart Yorkston</li> <li>○ Kayleigh Bryan</li> <li>○ Lorraine Charnley</li> </ul> </li> <li>○ The CEO noted that the following applicant has applied for membership only of the association, as a relative of a supported person: <ul style="list-style-type: none"> <li>○ Jummia Ado</li> </ul> </li> <li>○ The CEO asked the Board of Management to approve membership of the Association applications for the 6 applicants listed above and to approve appointment of 5 Non-Executive Directors to the Board of Management and Subsidiary Companies as listed above.</li> </ul>

		<b>Members approved the 6 applicants listed above and the appointment of the 5 Non-Executive Directors as listed above.</b>
9.5	<b>SRR</b>	<ul style="list-style-type: none"> <li>○ The CEO advised that the ET had carried out a further detailed review of the SRR and 3 new risks had been identified relative to Development &amp; Business Improvement Directorate. The CEO noted that R6 has been changed to R9 making it more specific to Covid-19 from a business continuity point of view. The CEO noted that the Audit Sub-Committee had confirmed that the process had been followed as per their remit. The CEO commented that the trend in relation to overall organisational risk is down from 10.8 in December to 8.7 now due to the review and changes.</li> <li>○ The Chair thanked the CEO for his update, noted that it was good that new risks had been identified and that it was reassuring that the Audit Sub-Committee had confirmed the process had been completed.</li> <li>○ Mr Brown highlighted his concerns in in regards to a failure to receive operational surplus from ACIL being possible when it has already happened. The DDBI explained how this was linked to ACIL’s SRR and it was noted that the wording of this risk will be reviewed and the Ark SRR will be brought back to 17 June 21 BoM meeting.</li> <li>○ It was noted that Mr Proudfoot was asked to forward his queries to the CEO and he will provide feedback at the 17 June 21 BoM meeting.</li> </ul> <p><b>Members noted the discussions and that the updated SRR will be brought back to the 17 June 21 BoM meeting</b></p>
9.6	<b>Compliance Assurance Report</b>	<ul style="list-style-type: none"> <li>○ The CEO noted that he had received Members comments in regards to the compliance assurance report and that the first report will presented for the 26 August 21 BoM meeting.</li> </ul>
10.	<b>Items for Noting</b>	
10.1	<b>Care &amp; Support Management Restructure</b>	<ul style="list-style-type: none"> <li>○ There were no queries or comments in regards to the Care &amp; Support Management Restructure and Members noted the report.</li> </ul> <p><b>Members noted the Care &amp; Support Management Restructure Report</b></p>
10.2	<b>AIMS</b>	<ul style="list-style-type: none"> <li>○ The DO reported that the AIMS project is on track in terms of implementation noting the finances are in line with budget with no additional spend or underspend.</li> </ul> <p><b>Members noted the AIMS Report</b></p>
10.3	<b>ACIL Minutes</b>	<ul style="list-style-type: none"> <li>○ The Chair of ACIL reported that property management will be brought in house and that the DDBI is confident that can still reach potential markets. Solutions to be brought to July ET, ACIL then to BoM</li> </ul>
10.4	<b>Ark Services Minutes – 18 March 21</b>	<ul style="list-style-type: none"> <li>○ The Chair of Ark Service Ltd noted that the company is moving forward as planned with no issues to highlight.</li> </ul> <p><b>Members noted the Ark Services Ltd 18 March 21 draft Minutes</b></p>
10.5	<b>BoM Attendance Record</b>	<b>Members noted the BoM attendance record for their information</b>
11.	<b>Care &amp; Support Business Development</b>	
11.1	<b>West Lothian Tender</b>	<ul style="list-style-type: none"> <li>○ The DO advised that Ark have successfully tendered for 3 Lots in West Lothian securing a place on the Framework that is active for 4 years with the potential to extend 4 x 1 year periods.</li> <li>○ The DO advised that Lots 1 and 2 cover the scope of Ark’s existing activity and ensures that all the packages of support that are currently provided will transfer to the new contract, securing the £900,000 annual revenue.</li> <li>○ The DO informed that while securing a place on the Framework for Lot 3 - Supporting Service users with Mental Health and Addictions, this does not guarantee business, but it presents Ark with the opportunity to begin diversifying in to different care groups, noting that this supports Objective 1.6 in Ark’s 5 year Business Plan.</li> <li>○ The DO confirmed that the contract extensions are at the mercy of the LA but if Ark are performing well and delivering against contract, this will be considered as part of the retender process.</li> </ul> <p><b>Members noted the West Lothian Tender Update</b></p>
12	<b>AOB</b>	
	There were no further matters to be discussed and the meeting 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.
13.	<b>Date of Next Meeting: Thursday 17 June 2021 via Zoom</b>

**Meeting Dates in 2021**

- ✚ Thursday 26<sup>th</sup> August
- ✚ Thursday 23<sup>rd</sup> September
- ✚ Thursday 28<sup>th</sup> October
- ✚ Thursday 09<sup>th</sup> December

**ACTIONS**

Meeting Date	Agenda Number	Action	Who	Status
18/03/21	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	Ongoing
27/05/21				