

**COMMITTEE MINUTE RECORD** 

Minute of: Ark Housing Association Board of Management

**Date Held:** 26<sup>th</sup> May 2022, 2.00pm

Venue: Norton House Hotel, Edinburgh

Chair: Graham Mitchell

Secretary: Bobby Duffy

Present: Mr Graham Mitchell (Chair), Mr Neil McKnight (Depute Chair), Mr Ken Brown, Ms Catriona Clarke,

Mr Dave Proudfoot, Dr Darcey Black, Ms Anne Lane,

In Atte	endance:	Mr Bobby Duffy (Chief Executive Officer), Ms Victoria Knox (Director of People & Organisational Development), Mr Mark Hall (Director of Operations), Ms Caryn Innes (Director of Development and Business Improvement), Mr Stuart Green (Director of Finance), Ms Mary Bell (PA to CEO) (Minutes)				
ITEM						
1. Welcome						
	The Chair welcomed all attendees to the 26 May 2022 Board of Management meeting noting that the format for the					
	agenda	agenda had been slightly changed to "Items for discussion/approval", "Items for discussion/noting" and Standing Items to				
	highlig	highlight what is required from Members at each part of the meeting.				
2.	Apolog	ies: Ms Kayleigh Bryan, Mr Ian Logan, Ms Lucy Robertson, Ms Joanna Mansell, Mr Nikolas Koutris Mr Yaseen Yousaf				
	(Co-optee)					
3.	Declara	ation of Interest				
	It was	noted that, Mr Ken Brown is also a member of Ark Services Limited (ASL) Board. In addition Mr Neil McKnight and				
	Ms Catriona Clarke are also members of Ark Commercial Investment Limited (ACIL) Board.					
4.	Items f	or Approval				
	4.1	Minutes of Previous Meeting held on 31 March 2022				
		o The Chair enquired if Members had any comments or queries in regards to the 31 March 2022 Board of				
		Management meeting minutes.				
		o Mr Proudfoot highlighted that he was not included in the attendees and this will be rectified. Further to this				
		amendment Members approved the 31 March 2022 meeting minutes.				
		Members approved the 31 March 2022 Board of Management meeting minutes				
	4.2	Actions				
		The action list was reviewed and the following was noted:-				
		31/3/22				
		o Item 5 Policies – HS16 - Reference to HS16a procedure has been noted on page 6 of the policy.				
		o Item 9 Board Development - Board Development Paper is on today's agenda for discussion and the status of this				
		action is to be included for 23 June 2022 Board of Management meeting.				
		Members noted the updates and current status of the action list				
5.	(Remo	ved for Security)				
6.	Items f	rom Chair/CEO				
	Chairs Remarks					

## **Chairs Remarks**

- The Chair noted that finding a venue for the 23 June 22 BoM had been difficult to suit everyone and a decision has been made to have a blended approach moving forward, using the Priory Board Room for some and remote for others to join and stated that if everyone wants to attend in person this will be done in a rotational basis.
- The Chair stated that in respect of future blended meetings he has been reflecting on people having the space and time
  for comments, there will be a period of silence to ensure that remote attendees have heard everything with no break in
  communication, allow Members who attend in person time for reflection on what has been discussed to provide
  feedback and in particular remote attendees to be made to feel as inclusive as possible and a trial will be facilitated at
  the 23 June 22 meeting.
- o The Chair advised that it was time for Members Annual Review's to take place and that the PA will be in contact with available dates and times for all reviews to be finalised before 23<sup>rd</sup> June 22 meeting.
- The Chair noted that he has continued weekly conversations with the CEO to receive updates in regards to ongoing matters. In addition the Chair advised that his final year as Chair will start after the 29 September 22 AGM and



discussions have taken place with the Depute Chair for linking into the process for taking over as Chair from September 2023.

## **Members noted the Chairs Remarks**

#### 7. CEO Remarks

## **SHR Self-Assessment**

- o The CEO advised that the self-assessment in relation to the SHR regulatory framework has been completed and noted that each Directorate has evidenced that Ark are fully compliant with the standards within the framework. The CEO reported that TIAA are carrying out an audit of the self-assessment process and evidence that is held and this has been handed over to them on the 16 May 22 and that the Head of Compliance and Improvement has had discussions with the Senior Audit Manager and his initial feedback was that he was quite impressed by the comprehensive nature of the approach taken by Ark and also impressed by the evidence bank that Ark demonstrated with a selection of the standards. The Senior Audit Manager has indicated that the report will be finalised for the end of June 22 and then will go to the 10 August 22 Audit Sub-committee and to the 25 August 22 BoM alongside the annual assurance statement. The CEO highlighted that there was one particular issue with non material non-compliance in last years' self-assessment and was pleased to say that this has been addressed.
- OMr Proudfoot highlighted there is an expectation that the Audit Sub-Committee is remitted to review the outcome of the self-assessment process and he will discuss with the DPOD at their pre-audit meeting, the structure of the report and the audit by TIAA of the self-assessment process to enable the audit sub-committee to recommend to the BoM that the selfassessment has been completed successfully to enable the Board to approve the SHR Assurance Statement.

#### **Annual Performance Review**

- o The CEO highlighted that a report will be prepared for the 23 June 22 meeting in regards to the status of the programme for improvement objectives in terms of delivery for both Care & Support and Housing. The CEO noted that opportunities will be created for high level discussions in relation to emerging priorities for the next evolution of the strategic priorities. The CEO further noted that a lot of work has been put in place in the first 2 years of the Business Plan and Covid has affected some of the original aspirations that had been set out. In addition the CEO noted that the time is right for discussions in regards to next steps for Ark and for the BoM to share their thoughts on the strategic priorities.
- The CEO added that the DPOD is Chair of the HR Forum that has been gathering information from across the care sector in regards to trends around the social care workforce and information in relation to the outcomes will also be prepared for the 23 June 22 meeting.

## **Organisational Communications**

 The CEO advised that an organisational communication had been shared throughout Ark to make everyone aware of the launch of the new website, the plans about the corporate transition project that was agreed on 31 March 22 and also information about the new build development.

#### Members noted the CEO's Remarks

## Items for Discussion/Approval

# 8. Session 21/22

## 8.1 Business Plan 22/23 (SHR Submission)

- The CEO advised that the BP is reviewed each year for submission to the SHR noting that from section 6 onwards there has not been a lot of change as this is the main body of the narrative that was created a couple of years ago relative to the 2020/25 business plan. In addition the CEO reported that all performance information and finance information has been updated and the updated corporate risks register is included as an appendix. The CEO noted that he was seeking approval for the Business Plan to be submitted to the SHR and welcomed questions.
- Ms Clarke queried what happens after the return has been submitted and the CEO clarified that the SHR choose aspects of the return for discussion at the annual engagement meeting but no face to face meetings have taken place over the last three years noting that it will be different this year as there is a new Engagement Manager and it will be interesting to receive feedback from them. The CEO noted the types of information that is provided to the SHR and the Chair added that from past meetings is not about the sustainability of Ark but more about the content and presentation of information and that they are also interested in, for example, developments, engagement plan, borrowing, customer satisfaction and complaints. A discussion ensued in regards to all areas of information that is provided to the SHR and it was noted that there is a significant amount that is submitted as part of Arks regulatory responsibilities.
- o Mr Brown noted the tenant satisfaction survey chart and the results over the last three years and requested an explanation on plans to improve in this area.



- o The DO explained that a lot of the results fall into the category "neither/nor" and the dissatisfied category of 9% is 4% of Ark tenants adding that a service improvement plan has been developed to address the key areas of around quality of homes and the repairs service. The DO added that there are also questions with the way the survey is issued and that context will be added to them in the future adding that other ways of communicating will also be used. The DDBI added that the results are not new to the SHR and this is why it is part of Ark's engagement plan noting that there is now a Housing and Asset Management Service improvement plan and this will initially go to be to HPWG meeting taking place on 14 June 22 then will be shared with the BoM. The DDBI added that the plan is ready to be signed off by the ET and that she believes that the regulator will be satisfied that Ark have identified the issues and have a plan to address these. In addition the DDBI noted that good progress has been made with the improvement plan and summarised the work that has been undertaken to
- o The DO confirmed that the question are pre-set by the regulator and the 5 areas of response are also pre-set therefore there is no scope to change these but there is scope in how the questions are asked.
- o A discussion took place in regards to the way the survey is conveyed and the DO noted that there are also nuances to determine when gathering the information. The DO confirmed that the regulators drive the survey and Ark add in supplementary questions to help improve the service.
- o The DDBI confirmed that when contractors complete repairs the Property Administration issues a survey to complete in regards to their performance and in terms of continuous improvement that will feed into the service review of contractor and repairs the intelligence from the completed surveys will be included as data and noted the other components that will also feed into the review. In addition the DDBI advised that the current service improvement plan. The DO added that there is an opportunity to discuss any feedback directly with staff on the survey form but this option is not largely taken up. The DDBI noted that different ways to engage with tenants is part of one of the objectives that the DO is leading.
- Mr Brown noted that the departmental running costs are going down each year and enquired why this has been assumed. The DoF confirmed that this expenditure is linked to the strategic objectives that have been approved over the next few years.
- o The following adjustments to the Business Plan 22/23 SHR Submission were noted:-
- Page 10 section 4.3: that R10: Failure to prevent significant cyber security event creating major disruption to all Ark systems should be added.
- o Page 11 section 4.4.1: to be changed from: "In addition, individual development projects are fully appraised by a robust risk management process at pre-acquisition and pre-tender stage, both of which are subject to Finance Sub Committee approval." To: "In addition, individual development projects are fully appraised by a robust risk management process at pre-acquisition and pre-tender stage, both of which are reviewed by Finance Sub Committee and recommended to Board for approval."
- Page 16 average Care Inspectorate Grades for the previous 5 years to be added.
- o Page 19 change colours in 'Supported Persons Feedback' graphic to remove shades of blue.
- o Page 36 section 11 change "In this the second year" to "In this the third year"

Further to the above amendments being made Members approved the 22/23 Business Plan submission to the SHR

## 8.2 ARC Return

- o The DO informed that the Scottish Social Housing Charter sets the standards that social landlords must achieve for their tenants and there is currently 16 outcomes and this is assessed using a series of indicators that are reported to the SHR on 31 May each year. The DO advised that as part of the regulators requirements Board approval is necessary prior to the ARC return being submitted. The DO noted that there was nothing in particular to highlight adding that Ark did not go to the Scottish Housing Network (SHN) for the validation process this year as they had informed Ark that the process that was followed was robust with only two minor inconsistency highlighted. The DO further noted that SHN could have carried out a deeper look into the evidence held internally but this would have been done virtually so it is hoped that a desk top review can take place next year.
- The DO noted that the data for the return is gathered systemically through the housing management system
  from each department throughout the course of the year. The DDBI advised that the Head of Quality &
  Compliance co-ordinates the Heads of Services for each department as they all have elements of the ARC that
  they need to respond too and she and the DO go through a thorough process and sign the return off then it is
  taken to the ET then finally the Board of Management for approval.



8.3 ACIL and ASL Desktop Review  O The DDBI informed that over the last 12 months that a full operational review of ACIL has been terms of compliance and safety. The DDBI added that changes have been implemented throug mainly in regards to compliance and health & safety that are now managed internally and this recomfort that these areas are now being addressed. In addition, the DDBI advised that TC Young instructed to carry out a full governance review in terms of the structures and internal agreement the SFHA's new model rules and changes to GDPR in regards to the service level agreement hig agreement that had been made in September 21 to have independent Chairs for ACIL and ASL and A	hout the year, now provides g have been ents aligned to
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	hlighting the
recruit independent Members. The DDBI noted that in terms of the operations and governance	
subsidiary she is satisfied that it is now in a better position and knows the risks and challenges.	
advised that the licence has been changed and ACIL can no longer use the properties as holiday	
summer period and this will have an impact on income. The DDBI advised that the HMO licence	
granted for 12 months from March 22 and one of the key reasons for this is the ongoing noise i	
student accommodation to the social tenants who live above and work is being planned to add	
student accommodation to the social tenants who live above and work is being planned to add student accommodation ceiling. A full report on title has been carried out and DM Hall have be	
out an evaluation of the whole asset and this will commence conversations with the Board of N	_
part of the options appraisal. In addition the DDBI noted that the current use is unlikely to be so	ustamed beyond
the 12 month period over this financial year.	
• The DDBI advised that it was planned to meet with the ACIL Board of Management prior to this	_
meeting but the ET had agreed to take a step back to review roles and responsibilities between	
a subsidiary and to clarify the aims and objectives of ACIL. The DDBI informed that previously s	
carry out an options appraisal for the student accommodation only but now it will be the whole	_
that the options will include Investment or potential disposal of the whole asset and added tha	
3.1m and detailed discussions and considerations in regards to what can be done with this inve	
transpire. In addition the DDBI said that this will be heavily caveated as it is a sensitive situation	n involving
tenants.	
A discussion ensued on regards to any tax implications the sale might trigger and it was noted to the sale might trigger and the sale m	nat advice will be
taken and will be part of the option appraisal.	
• The Chair highlighted that Members will require time to consider the capital injection if the opt	tion agreed is
disposal in relation to where it goes and what to do with it decision this financial year.	22.5
• The DDBI noted that her timeline was for a full options paper for discussion at the 15 Decembe	
Management meeting for a decision to be made this financial year to tie in with any budget app	
will provide an interim update for the 25 August 22 meeting including the financial implications	
options. In addition, the DDBI said that she will set out the regulatory process for the 9 tenants	s, a plan of the
building and what the possible conversion could look like.	
o Mr McKnight noted that in terms of implications, where ACIL fits with the rest of Ark's assets as	s there are a
number of assets of the same type throughout Scotland.	
o Mr Proudfoot asked if thoughts had been given to the ongoing need for ACIL as a subsidiary and	
noted the reasons for ACIL being set up and thoughts should be given to keeping it as a vehicle	
purposes. The DDBI advised that through the Asset Management strategy that each property w	iii be individually
reviewed and this process is ongoing.	
• The DDBI advised that a similar operational review for ASL has been completed and the process	
Property Compliance & Health & Safety have been brought in house and noted that the Health	•
Manager has carried out a lot of work with ASL carers replicating the management approach th	
Report on titles has been completed that is slightly different from ACIL in regards to restrictions	
borrowings. The DDBI informed that discussions will be opened up with the Board of Managen	
both subsidiaries or if one could cover both entities. In addition, legal advice will be sought and	d brought back
for discussion at the appropriate time.	
Members noted the Progress with the ACIL and ASL Desktop Reviews	
8.4 Loan Portfolio Return	
O The DoF advised the loan portfolio is the standard return that is submitted to the SHR each year	
breakdown of the details of Ark HA's borrowings, including the purpose of the loans, covenant of	
of security over the loans, adding that there are no material changes to Ark's funding arrangement	ents in 21/22. The



		DoF noted that RBS had informed Ark that it had removed the interest cover covenant from its loan, due to the loan balance being under £2.5m and this change has been reflected in the submission.  OMr Proudfoot asked how Members can be confident that the figures on the return to the governing body are correct. The DoF advised that the amounts go through the management accounts and he has transferred the relevant information to online and he is comfortable that the right information is noted adding that when the new Head of Finance comes into post they will complete the return and he will review.  OMr Proudfoot queried the date of valuation being 1999 and the start date of the loans being 2005 noting that this does not correlate. The DDDBI advised that Jones Lang Lasalle has been instructed to carry out a whole stock evaluation in 22/23 and confirmed that RBS has accepted the 1999 valuation for the 2005 loan.  Members noted and approved the Loan Portfolio Return			
	8.5	Corporate Risk Register (CRR)			
		o The CEO advised that the cover paper detailed the outcome of the CRR review and that an additional corporate risk for cyber security had been added to the register. The CEO noted that this risk had been identified and discussed initially at an Audit Sub-Committee meeting and then through the assessment process the ET reviewed this risk and discussed if it should be part of the business continuity risk but all agreed it should be a risk on its own. The DPOD added that the scoring was discussed at the Audit Sub-committee meeting and this has still to be updated.			
		o The Chair enquired about the testing that is carried out on the systems and the DPOD advised that the ICT team go through a daily, weekly and monthly process to ensure the systems are patched, up to date and secure. The DPOD added that an external consultant also carries out an annual penetration test to try and access Ark's systems and lessons learned from this is carried out regularly noting that this was also discussed fully at the Audit Sub-Committee meeting			
		• A discussion took place in relation to the scoring for impact and the CEO explained that the scoring was correct			
	but had not been updated on the final part of the new risk on the register and will be amended by the DP				
9.	9. Items for Discussion/Noting				
	9.1	Period 12 Management Accounts			
		The DoF noted the positive results that have been reported for Care & Support and the additional spend against budget in Housing but over the last two months there has been challenges with the Care staffing with sickness and issues with Covid that have had a negative impact in the results however this has been off-set by improvements within Housing as repair spend was not as high as forecast initially. The DoF added that Central overheads have continued its positive performance throughout the year and noted that the overall operational			
		results have out-performed budget.  o The DoF reported the following:			
		results have out-performed budget.  o The DoF reported the following: o The Brewin Dolphin investment valuation is beginning to recover again. o ASL has performed well for the year and ACIL has a surplus higher than previous years due to the deducted rent			
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		and the majority of LA's have paid this across for staffing but not for non-staffing and he has gone back asking				
		for extra funding to cover this and confirmed that the funding covers pension contributions.				
		Members noted the Period 12 Management Accounts				
	9.2	Compliance Assurance				
		oThe CEO noted that the quarterly compliance assurance report is about where the Board of Management want				
		to receive assurance and all information is included in the document.				
		o The DPOD clarified that the SVQ qualification has been delivered as per timetable and the percentages are in				
		relation to the qualified staff noting that all Managers and Staff require to be fully SVQ qualified as part of their				
		registration. The DPOD added that there is 50% fully qualified staff and that 50% are registered with the				
		condition that they are SVQ qualified within a certain period of time and noted that there are SVQ plans for each				
		of the services for the year to meet registration requirements. Mr Proudfoot noted that the report does not				
		provide information in relation to the percentage of staff that should be qualified at the time and the DPOD				
		noted that she will review how this is presented. In addition the DPOD provided assurance that no staff				
		member is operating out-with the regulatory requirements of registration.				
		Members noted the Compliance Assurance Report				
	9.3	Ark Tenant Scrutiny Group				
		• The DO informed that the Housing Act 2001 created a legal requirement for social landlords to develop support				
		and tenant participation with the expectations around this as set out in the housing charter and they area also				
		referencing the self-assessment document. The DO added that there was a non-material non-compliance noted				
		against this particular aspect as it was recognised in 2020 that what was in place was not delivering what it was				
		supposed to and the decision was taken to suspend what was in place at that point to move this in a more				
		appropriate direction. The DO advised that Ark undertook to involve the Tenant Information Services (TIS) to				
		provide support with this endeavour and added that the Scrutiny Group should be as independent as possible				
		and that it is a process of bringing tenants on board and helping them understand what is required by the				
		regulator and supporting them to develop in this regard. The DO noted that is a gradual process in terms of				
		recruitment and has been ongoing over the last year with some challenges with Covid but also benefits as it has				
		been possible to get people involved from across the country. The DO advised that TIS are still supporting the				
		group and first piece of real scrutiny was for them to get involved in the procurement of the ground				
		maintenance contract. Mr McKnight noted well done and that it was good to hear about participation and that				
		the regulator has a keen interest in scrutiny and tenant participation is so much more than scrutiny and can lead				
		into the tenant satisfaction survey.				
		Members noted the Ark Tenant Scrutiny Group Update				
	9.4	Board Attendance Record				
		<ul> <li>Mr Proudfoot highlighted a counting error in the report and this will be rectified.</li> </ul>				
		Members noted the Board Attendance Record from June 21 to March 22				
10.		Standing Items				
	10.1	AIMS				
		o The DO reported that AIMS was on track, Borders has been fully implemented and has now been moved on to				
		Fife East then Fife West and is still on target for the completion by the end of the calendar year.				
		Members noted the AIMS Update				
	10.2	Development Update				
		• The DDBI advised that the target start on site is on 6 June 22 and noted that she is meeting the contractor on 26				
		May 22 to review the position and confirm that everything that is required is in place. The DDBI added that				
		there is one slight delay with the stage one building warrant that requires to be approved before start on site				
		therefore she is working closely with West Lothian Council to get this through the process. In addition the DDBI				
		noted that there is a formal pre-start on site for 31 May 22 and that an external press release has been prepared				
		and Ark are working with the PR agency who is supporting Ark on the Fife case to ensure everything is in				
		alignment and will be released by 27 May 22 and she will share the final press release with Members. In				
		addition there will be other activities taking place to share the information. The DDBI advised that a formal sod				
		cutting ceremony is being planned for Q2 and a Government Official will be invited.				
	40.0	Members noted the Development Update				
	10.3	22/23 Programme for Improvement				
		• The CEO noted there was nothing to report at this time and that the Board of Management would receive				
		reports as appropriate.				



		Members noted the 22/23 Programme for Improvement Update				
	10.4	Corporate Transition Project				
		o The DDBI reported that the Priory Relocation/Disposal project is at the information gathering stage and the				
		process is underway in terms of understanding the contracts that are in place and their duration. The DDBI				
		added that she is due to meet with Savills for a formal launch of the project to commence working up				
	milestones and prepare planning pre-application and also to initiate the instruction to look for alternative					
		space. The DDBI reported that the heads of terms have been agreed for the two strips of land that are requir				
		noting that St Peter's Primary School comes under Edinburgh Schools partnership as a third party and this				
		complicates matters. The DDBI noted that she will develop the draft project plan and discuss with the ET prior				
		to starting to widen it out to the wider organisation in terms of a sub-group but the ET are mindful of aligning				
		with other key dates in terms of the overall project.				
	• The CEO reported that a kick off meeting had taken place with a company called DTL Creative up to so					
		the project and their task at this time is to gather what they will gather information from the ET and SLT and will				
		help to create a project plan for the overall project and particularly around the systems replacement.				
11.	AOB	Members noted the Corporate Transition Update				
11.		NA Decode a highlight of the condition of the first in the condition of th				
	11.1	Mr Proudfoot highlighted the good news in regards to the effectiveness of some of Arks processes in relation to				
		Health & Safety and notice had been given by the insurers that they were reducing Ark's cover of 10mil to 100k in				
		relation to Covid and this was queried by the Health & Safety Manager and Head Compliance & Improvement who				
		explained to the insurers the processes that are followed for risk assessments, they were so impressed that they re-instated the 10mil cover.				
	There	was no other business to discuss and the meeting was closed at 4.15pm				
		noted at the end of the meeting that there were no potential impacts identified in relation to people with a				
		tected characteristic.				
12.	Date o	f Next Meeting: Thursday 23 June 2022				
1						

2022 Dates for Board of Management Meetings – commencing 14.00 Board Member Only sessions will commence at 13.30 unless agreed otherwise

4 25 August

4 29 September

4 27 October

4 15 December

# **ACTIONS**

Meeting	Agenda	Action	Who	Status
Date	Number			
31/03/22	9 –Board	Performance Management Framework to be reviewed	VK	Complete
	Development	Status of progress to be included for June.		
26/05/22	4.1 -	31 March 22 minutes to include Mr Proudfoot in the	MB	Complete
	Minutes of	attendees		
	Previous			
	Meeting			
	6 – Chairs	Annual Review meetings to be arranged	MB	Complete
	Remarks			
	8.1 – BP (SHR	Changes to be made to pages 10, 11, 16, 19 & 36	VK	Complete
	Submission)			
	9.1 – Finance	Column to be added to report for comparison purposes	SG	



9.2 – Compliance Assurance	Review report in regards to reporting of qualification numbers against the plan	VK	
9.4 – Board Attendance Record	Counting error to be rectified	МВ	Complete
10.2 – Development Update	Press Release to be shared	CIN	Complete