

COMMITTEE MINUTE RECORD

Minute of: Ark Board of Management Meeting

Date Held: 28 August 2025, 2pm

Venue: Hybrid

Chair: Ian Logan

Secretary: Bobby Duffy

Present: Mr Ian Logan (Chair) IL, Mr Dave Proudfoot DP, Mr Craig Unsworth CU, Mr Darcey Black DB, Ms Jane Dunlop JD, Mr Richard Stark RS, Ms Catriona Clarke CC, Ms Donna Downie DD, Ms Joanna Mansell JM, Oliver Saint OS
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, Ms Victoria Knox (Director of Workforce Strategy & Business Transformation) VK, Mr Tom Leftley (Interim Director of Finance & Digital Improvement), Ms Mary Bell (PA to CEO) MB (Minutes), Ms Michaela Loughlin (Head of Quality & Compliance) ML for item 7.2

ITEM	
	Board of Management Pre-Board session – 1.15pm Care & Support: Practice Development & Medication
1.	Welcome The Chair, Ian Logan, welcomed everyone to the meeting.
2.	Apologies for Absence: Isla Gray, Kerrie Mitchell
3.	Declarations of Interest: DP declares being Chair for the Board of Ark Commercial Investments Ltd. JM declares being Chair for the Board of Ark Services Ltd. CC (Chair) DP, IG & JD are also on the Audit, Finance & Risk Sub-Committee. DB (Chair), JM, KM, & RS are also on the Business, Performance & Compliance Sub-Committee.
4.	Chair's Remarks IL welcomed MB back to Ark noting his thanks for her returning to cover NA's one year leave. IL informed that during Members reviews that training needs were highlighted, and this will be discussed with the ET. IL added that he had also had review meetings with Members of both ACIL and ASL subsidiary companies noting that the emerging theme was regarding ACIL & ASL Boards having more interaction with the Ark Board to provide a better understanding of the work of the Ark Boards. IL noted that he and BD will consider how this will be achieved. Members noted the Chairs Remarks
5.	CEO Remark's BD advised that he had been in discussions with IL regarding this year's AGM and given the latest position with the Business Review they had agreed that a low-key plan will be formulated similar to the 2024 AGM. BD advised that the programme will be planned to commence with a session regarding the Care & Support and Development Strategies and Housing & Asset relating to how they are having a positive impact on people's lives and Ark. In addition, BD noted that the AGM will then take place followed by the BoM meeting. BD informed Members about his thinking beyond the Business Review noting that with the Organisational Engagement plan and launch of the new Workforce strategy that he would like to initiate the same process as previously carried out by meeting staff and stakeholders to understand their thoughts on the future direction for Ark adding that Ark's 50 th anniversary will be in 2027 and the AGM that year will culminate a conference and celebrating the work of Ark. BD informed that he would bring all thinking to the strategy day being held in October for Members feedback. Members noted the CEO's Remarks
Items for Approval	
6.	Item 6.1 Minutes of Meeting held on 29 May 2025 IL enquired if anyone had any comments or queries regarding the meeting minute from 29 May 2025. There were no comments or queries raised and CC proposed the minutes as an accurate record of the meeting and this was seconded by JD.

	<p>Members approved the Minutes from the 29 May 2025</p> <p>Actions from the meeting:</p> <p><u>27/03/25</u></p> <ul style="list-style-type: none"> • <u>Item 12.2: AOB:</u> <ul style="list-style-type: none"> - Timely Minutes approved & sent to Board to be added to the Standing Orders – Complete and will be removed from the action list. <p><u>29/05/25</u></p> <ul style="list-style-type: none"> • <u>Item 4: Chair's Remarks:</u> Send info email for Board Appraisals – Complete and will be removed from the action list. • <u>Item 12.2: C&S Strategy KPI Q4 Report:</u> <ul style="list-style-type: none"> - AIMS compliance, staff accountability – MH noted that this has been covered off on page three of the appendix for the KPI report being discussed at today's meeting. This action will be removed from the list. - Shared staff email accounts, info on Portal for the Board – MH informed that he would upload this information to the portal today. This action will be removed from the list. • <u>Item 13: Items for Noting:</u> <ul style="list-style-type: none"> - <u>ACIL Chair Update:</u> - Set up additional session for ASL/ACIL for setting KPIs – Complete and will be removed from the action list. - <u>AF&R Chair Update:</u> - Remit review – has been completed and will be removed from the action list. <p><u>28/08/25</u></p> <ul style="list-style-type: none"> • <u>Item 4: Chairs Remarks:</u> <ul style="list-style-type: none"> - Members training needs to be discussed with the ET - ACIL & ASL Boards having more interaction with the Ark Board to be discussed • <u>Item 5: CEO's Remarks:</u> <ul style="list-style-type: none"> - Strategy plan to be prepared for 30 October 2025 meeting • <u>Item 7.1: Standing Orders G06</u> <ul style="list-style-type: none"> - Relationship between main Board and Subsidiary companies to be considered
7.	<p>Policies:</p> <p>Paper 7.1 – Standing Orders G06</p> <p>BD thanked members for their engagement in reviewing the Standing Orders and explained the process and approach he had taken to allow time for Members review. BD noted that the summary paper has addressed the questions and decisions made at the Sub-Committees. BD added that regarding the Subsidiaries and the main Board's relationship has still to be considered and once this has been agreed this will inform where it is positioned within the Standing Orders. BD suggested that he takes this action forward. BD noted that following today's meeting he will make all suggested and agreed amendments to the Standing Orders and upload a clean version onto the portal. IL asked Members if they were happy to approve the Standing Orders G06 as presented and for BD to come back to Board regarding the relationship between the Subsidiaries and main Board.</p> <p>Members approved G06 – Standing Orders in their current form.</p> <p>Paper 7.2 – Complaints G12</p> <p>ML joined the meeting and summarised the changes that had been made to the Complaints policy highlighting that the review period has been extended to five years, but the policy will be reviewed sooner if changes are made by the SPSO. Monitoring information in section 6 was discussed and ML agreed to update the policy to add that complaints are also reported and monitored by the Business, Performance and Compliance Sub-Committee (BP&C).</p> <p>Members approved G12 – Complaints subject to the update being added to section 6.</p>
8.	<p><u>Paper 8.1</u></p> <p>SHR Regulatory Standards Self-Assessment</p> <p>BD informed that the regulatory standards self-assessment had been completed and presented to the Business, Performance & Compliance Sub-Committee (BP&C) who had diligently assessed and found to be compliant with the regulatory standards. BD added that supporting evidence is compiled into a bank of evidence that is maintained and</p>

	retained by ML. BD added that each Director had reviewed the evidence with the Leadership Team and then signed documentation confirming compliance. BD advised that a substantial assurance was received from the previous audit and Members of the BPC were happy to approve the findings. BD noted that there is an opportunity to streamline the information being presented to the BP&C using sampling and testing to take a more efficient approach Members Approved the SHR Regulatory Standards Self-Assessment.
9.	<u>Paper 9.1</u> Annual Assurance Statement BD advised that following on from the Self-Assessment that the Annual Assurance statement had been prepared and asked Members to approve that IL signs the statement on behalf of the Board of Management to confirm full compliance with the Regulatory Standards. Members approved that IL signs the Annual Assurance Statement on behalf of the Board of Management.
10.	<u>Paper 10.1</u> Annual Accounts <ul style="list-style-type: none"> o Ark HA – Group Accounts o Letter of Representation TL informed that the FR&A had considered the audit summary and audited opinion with final adjustments being made subsequent to today's meeting. CC noted that a small paragraph relating to the commercial property portfolio will be included within the Director's report and that the FR&A are happy to recommend the Group Accounts to the Board of Management. It was noted that further information will be provided around mid-September in regard to the timeline for the contract and there was no agreement as yet to report. Letter of Representation – TL noted that the letter of representation is an annual declaration highlights that Ark are transparent and appropriate in everything they do. IL asked members to approve the Ark HA Group Accounts and Letter of Representation. Members approved the ARK HA Group Accounts further to the additional wording to the Directors Report and approved the Letter of Representation .
11.	
Items for Discussion	
12.	<u>Paper 12.1</u> C&S Strategy KPI Q1 Report MH noted the following: <ul style="list-style-type: none"> • Positive progress has been made in Q4 especially in the reduction of agency staff use. • Progress with AIMS compliance continues to improve. • Contract growth is positive. • Care Inspectorate quality grades are 4's and 5's as reported to the BPR. IL noted that it was pleasing to hear that agency staff use is reducing and MH advised that use of agency staff is now down to 4 local authority areas adding that the Managers are doing a great job keeping the levels down. MH informed that if the managers are discontent with the quality of agency staff this would be investigated by our own staff and referred back to the agency to let them know we wouldn't use the agency staff member again. OS highlighted the possibility of buying agency staff then using and selling for Ark, MH noted that this had been a past consideration, however would require substantial resource, expertise and investment and would not fit with Ark's business purpose. Members noted the C&S Strategy KPI Q1 Report <u>Paper 12.2</u> Organisational Review VK highlighted the scale of change of transformation required in the organisation and that she required Members input. VK noted that discussions today would be about the key insights from the questionnaire that had been completed by Board members Members discussed & noted the Organisational Review Update


Items for Noting		
13.	<p>ASL Chair Update IL informed that the ASL Chair update will be carried forward as JM had left the meeting.</p> <p>ACIL Chair Update DP informed that from 1 August 2025 that ACIL was at 100% occupancy adding that the meeting that had taken place at 10.30am today had been a positive meeting with the approval of the accounts and letter of representation. In addition DP advised that Members of ACIL had agreed to support the property portfolio plan and approved the employment of part-time member of staff to manage the properties to replace Omega and manage the new portfolio of properties. Members noted the ACIL Chair Update.</p> <p>Business Performance & Compliance Sub Chair Update DB noted that all reports and complaints had been covered including the exception report and that there were no contentious issues to note adding that he had signed all registers in his remit. BD to consider where the registers will be reviewed moving forward. DB advised that the Audit Sub-Committee had been closed. Members noted the BP&C update.</p> <p>Audit, Finance & Risk Sub Chair Update CC advised that a pre-meeting had taken place with the external auditors regarding the annual accounts and there were no issues to be highlighted. CC informed that the TIAA annual report was approved noting that the cyber security audit will follow at the next meeting. In addition, CC informed that MH had explained how H&S reporting will be presented adding that she is looking forward to the updated H&S paper at the November meeting. CC further noted the update on the development opportunity and that the Finance Sub-committee annual report placed on the portal was informed through the minutes. CC informed that the Finance Sub-Committee had been closed. Members noted the AF&R update.</p> <p>Rule 68 Compliance BD noted that Rule 68 compliance is noted by Members prior to the AGM. Members noted Rule 68 Compliance</p>	
AOB	There was no further business to discuss.	
		The Chair thanked everyone for their attendance.
		The Meeting closed at 4.05pm

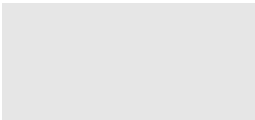
Items Placed onto Portal for Comment

1. Corporate Objectives Q1 Report
2. Audit Sub Committee Annual Report
3. Finance Sub Committee Annual Report
4. Ark Services Limited Annual Accounts
5. ACIL Annual Accounts

2025 Dates for Board of Management Meetings: Thursday 25 September, Lochside House, 14.00

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

 **30 October (Strategy Day)**




4 December (Hybrid)

ACTIONS

Meeting Date	Agenda Item	Action	Who	Status