

<b>COMMITTEE MINUTE RECORD</b>	
<b>Minute of:</b>	ARK Housing Association Board of Management
<b>Date Held:</b>	18 <sup>th</sup> June 2020, 1.00pm
<b>Venue:</b>	The Priory, Canaan Lane, Edinburgh, EH10 4SG via Zoom
<b>Chair:</b>	Graham Mitchell
<b>Secretary:</b>	Bobby Duffy
<b>Present:</b>	Mr Graham Mitchell (Chair), Ms Shona Dunsmore (Depute Chair) Ms Anne Lane, Mr Dave Proudfoot, Ms Marilyn Barrett, Mr Neil McKnight, Mr Ian Logan, Ms Lucy Robertson, Dr Darcey Black, Mr Ken Brown
<b>Observing:</b>	Mr Michael Catlin, Ms Joanna Mansell, Dr Fraser Quin
<b>In Attendance:</b>	Mr Bobby Duffy (Chief Executive Officer), Mr Ron Watson (Director of Finance), Ms Victoria Knox (Director of People & Organisational Development), Ms Mary Bell (PA to CEO) (Minutes) Mr Mark Hall, Ms Caryn Innes
ITEM	
1.	<p><b>Welcome</b></p> <p>The CEO welcomed all attendees to the zoom meeting and advised that further to item 1.1 being approved that the 3 proposed new Members will join to observe their first meeting and will be co-opted onto the BoM at the 20<sup>th</sup> August 2020 meeting and become full Members at the AGM.</p> <p><b>Members noted and agreed with the planned way in which todays meeting will take place</b></p>
1.1	<p><b>New Member Approval</b></p> <p>The Director of People and Organisational Development (OD) advised that following a successful recruitment process and receipt of application forms and payment of £1 for share membership of the association that the following applicants membership is approved:-</p> <ul style="list-style-type: none"> <li>o Michael Catlin</li> <li>o Joanna Mansell</li> <li>o Fraser Quinn</li> </ul> <p>The Director of People and Organisational Development provided a brief summary of the skills and expertise the three proposed new Members can bring to the Board of Management.</p> <p><b>Members approved that Michael Catlin, Joanna Mansell and Fraser Quinn become Share members of the Association</b></p>
2.	<b>Apologies:</b> Mr Nikolas Koutris
3.	<p><b>Declaration of Interest</b></p> <p>It was noted that, Mr Neil McKnight, Mr Ken Brown and Mr Ian Logan were also members of Ark Commercial Investment Limited (ACIL) Board and Ark Services Limited (ASL) Board.</p>
4.	<b>Items for Approval</b>
4.1	<p><b>Minutes of Previous Meeting held on 20<sup>th</sup> February and 21<sup>st</sup> March 2020</b></p> <p>The Chair enquired if Members had any comments or queries in regards to the 20<sup>th</sup> February 2020 BoM meeting minutes.</p> <p>No comments or queries were noted and the minutes were approved by Mr Brown and seconded by Dr Black.</p> <p><b>Members approved the 20<sup>th</sup> February 2020 Board of Management meeting minutes</b></p> <p>The Chair enquired if Members had any comments or queries in regards to 21<sup>st</sup> March 2020 BoM meeting minutes.</p> <p>No comments or queries were noted and the minutes were approved by Ms Dunsmore and seconded by Mr Brown.</p> <p><b>Members approved the 21<sup>st</sup> March 2020 Board of Management meeting minutes</b></p>
4.2	<p><b>Matters Arising and Actions from Previous Minute</b></p> <p><b>Actions</b></p> <p>The action list was reviewed and updated and the following was noted:-</p> <ul style="list-style-type: none"> <li>o Register of Members Interests form has been reviewed and will fall in line with the BoM annual reviews, the Chair advised that he would be in contact to set up meetings</li> <li>o Annual appraisal form has been reviewed and updated</li> <li>o Board Member recruitment complete</li> </ul>

		<ul style="list-style-type: none"> <li>○ Board Members development – The Chair noted that Ms Knox would be in contact with the new Members to plan the process for their induction and training and asked the remaining Members to email him and copy in the Director of people and OD if they had any development needs.</li> <li>○ Hub Group report shared with the BoM a couple months ago was reviewed by the Head of Housing Services who had made a proposal but this will be delayed until Ms Innes and Mr Hall come into post as they will take the changes made in relation to Housing and Care &amp; Support. The CEO advised that this will be brought back to the BoM in the future.</li> <li>○ Review of all sub-committee remits was discussed in relation to all Chairs meeting to ensure all areas of responsibility are covered when creating the remits. VK to circulate dates and facilitate the meeting to ensure all areas of governance are covered</li> <li>○ The Chair will send an email to Ms Robertson inviting her to become Chair of the Housing Sub-Committee</li> <li>○ Policy feedback - cover sheet has been streamlined and will be used for all future policy reviews</li> <li>○ Letter recognising the good work carried out by the Edinburgh South team in raising the CI scores has been issued and it was noted that the staff team were delighted that the BOM had recognised their work</li> <li>○ SFHA and CIH website addresses have been issued to all Members</li> <li>○ Status with return of Entitlements, Payments and Benefits annual declaration to be clarified</li> <li>○ Excellent feedback has been extended to Tenant and Service User Participation Officer</li> <li>○ Full discussion in regards to BoM and ET engagement was discussed at the last Voices Group and Mr Logan noted that it had well received by the group</li> </ul> <p><b>Members noted the Actions responses</b></p>
5.	<b>Items for Discussion/Decision</b>	
	5.1	<p><b>Business Plan (BP)</b></p> <p>The CEO explained the purpose of the summary paper was to ask Members to approve the previously agreed BP 2020-25 for submitting to the SHR in the current brand.</p> <p>Mr Proudfoot asked for clarification in regards to the content of the BP as it had more information included from the version that was approved in February 2020. Mr Proudfoot also asked for clarification in regards to the Appendices contained within the BP.</p> <p>The CEO explained that the appendices contained in the BP had all been approved by the BoM during previous meetings and these have been now been added. The CEO advised that the additional information contained within the narrative was about performance to provide the SHR with some background to who ARKHA are and this is the same information that was included in last years BP. The CEO noted that the BP that was being asked for approval at today's meeting is the same format as last years and has statistical changes only that have all been through the BoM approval process and created into the one document for the SHR.</p> <p>The CEO informed that the SHR had extended the timeframe for submission to 31<sup>st</sup> July 2020 due to the current situation but the ET had managed to deliver the annual return within the usual timeframe of 30<sup>th</sup> June 2020.</p> <p><b>Members approved the BP 2020-25 Submission to the SHR</b></p>
	5.2	<p><b>Strategic Risk Register (SRR)</b></p> <p>The CEO advised that in light of the current operating environment and emerging corporate risks that the ET had reviewed the SRR and explained the reasoning behind the changes and updates that had been made.</p> <p>Mr Brown enquired about risks 3 and 4 in relation to there being a lot of actions with no change in risk likelihood. The CEO explained why the ET had reached the decision to make the scores the same noting that it was in regards to the objectives for this year and that the work has not been undertaken as yet.</p> <p>Mr Proudfoot enquired about risk 3 where mitigations in place include Good Life Support Plans (GLSPs) and asked if they are in place across all Care and Support services and if they incorporate achievement of the minimum standards for Care and Support.</p> <p>The CEO confirmed that the GLSPs are in firmly in place throughout Care and Support and noted that the national care standards do not form part of them. The CEO advised that the Care Inspectorate have been very complimentary about the GLSP's and they are designed to identify what someone wants to do in their life and to provided staff with guidance in terms of supporting people to achieve their outcomes.</p> <p>Mr Proudfoot asked about risk 4 where it states "failure to carry out a tenants annual survey" and noted that it was not included in any of the mitigations but may be included in one of the comprehensive aims that are in development. Mr Proudfoot added that if the survey is carried out on an annual basis then this should be a control that is in place.</p> <p>The CEO advised that the survey is carried out on a 3 yearly basis and is reported to the SHR on an annual basis advising that an external agency had carried out the last survey and this had been successful and the next survey is due to be carried out in this financial year.</p> <p>Mr Proudfoot highlighted risk 2 noting that after the mitigations are in place the risk score is 2 and for the mitigations in development there is a risk score of 3. The CEO advised that he would look into this.</p>

	<p>Mr Proudfoot asked that risk 5 be checked over as the likelihood of 3 is the current scoring and this doesn't reflect likelihood after the mitigation actions are in place.</p> <p>A discussion ensued in relation/ to the current risk score reflecting what has been done and the gross risk score showing where the risk would sit if the actions had not been taken and the CEO explained how the scores had been evaluated. The majority of owners being clear as to current format.</p> <p>Further discussion in regards to scoring for mitigation in development took place and the Chair noted that it would be helpful to receive a briefing paper within the next 2 weeks clarifying the make up and thinking behind the SRR scores asked that the ET review the scores and mitigating controls for impact for the 20 August 2020 BoM meeting.</p> <p><b>Members approved the Strategic Risk Register revised format</b></p>
5.3	<p><b>Corporate Objectives 2019/2020</b></p> <p>The Director of Finance provided a summary report in regards to the achievement rate for the corporate objectives noting the reasoning behind the non achieved objectives. The Director of Finance advised that the measures that were not achieved are being revisited in the objectives for 2020/21.</p> <p>Mr Brown noted that changes to working practice at this time will make an impact on the review of the Priory's suitability as an office and asked that the downside of changing to a different location is considered. The Chair advised that it was part of an overall review of the Priory to look at the suitability for people returning to work and how the Priory will look moving forward.</p> <p>Mr Proudfoot asked what the limitations are with the current OD and Payroll system that requires changing and if there is assurance in relation to managing those limitations until the new systems are in place.</p> <p>The Director of People and OD advised that the current system has been in place for ten years and has a number of manual processes attached to it and further to the Business Continuity audit this year it was highlighted that an upgrade of the system was required to make OD processes more efficient.</p> <p><b>Dashboard</b></p> <p>The Director of Finance noted that the Dashboard was in the process of review and added that there has been a pattern of good performance across the organisation. The Director of Finance summarised the measure targets. The Chair highlighted the year end result for tenant satisfaction survey as being slightly low and the Director of Finance explained that the figure was from the survey taken 3 years ago and the next survey is due to take place this financial year. It was agreed to add dates to historical figures for clarity.</p> <p>A discussion ensued in regards to the target set for services staffed to 90% and the Director of People and OD advised that she did not want to change the target throughout the reporting year and this will be revisited during review. The Director of People and OD added that ARK is making steady positive progress with recruitment.</p> <p>A discussion in relation to the rise in incidents took place and the Director of People and OD noted that the target of 800 was based on the 18/19 statistics as we ended that year with 804 incidents.</p> <p>In relation to the increase for 19/20, the following explanation was provided:-</p> <ul style="list-style-type: none"> <li>o Medication dispensation methods from pharmacies changed causing practice challenges for staff relative to our policy &amp; procedure. This was detailed in the Exceptions reporting in November 2019. All medication incidents even clerical are recorded</li> <li>o Managers have improved reporting incidents</li> <li>o Managers have used incident reporting as an evidence tool for commissioners and health professionals for extra support for physical or behavioural changes involving our supported people, it is now recognised that you will only get extra help from others if there is lots of detail provided and incident recording is part of this detail</li> </ul> <p>The Director of People and OD noted that incident themes will be monitored continuously</p> <p>A discussion in relation to breaking incidents into different categories ensued and the Director of People and OD clarified that this was provided to the Audit Sub-Committee. It was agreed that an explanation will be provided beside the incidents if they are outwith their parameters.</p> <p>Further discussion took place in relation to staffing at services and the Director of People and OD explained how this was agreed and monitored.</p> <p>The use of agency staff was explained and it was noted that this is a cost neutral gain to ARK</p> <p>It was agreed that the ET would provide a Parameter variation for the dashboard and any variations outwith would have additional reportage and the previous year's benchmark will be provided.</p> <p>A discussion in regards to the effect on rent arrears during this period took place and it was noted that there has been a few requests to defer rent payments. The Director of Finance advised that the requests are being managed through agreements with the individuals and the Housing Team provide early intervention to avoid any issues arising.</p> <p><b>Members noted and approved the Corporate Objectives 2019/2020 and Dashboard Reports</b></p>
5.4	<p><b>SHR Financial Plan Submission</b></p>

	<p>The Chair stated that there had been extremely careful planning and hard work put into the Financial Plan for 2020/25 and noted that the benefit of this work will show when ARK leaves the SHAPS scheme at the end of year 5.</p> <p>The Director of Finance advised that the 5-year financial plan was approved by the Finance Sub-Committee at its March 2020 meeting and would normally have been authorised by the BoM later that month. However, this did not happen due to changes in meeting practices as a result of covid-19. The Director of Finance said that since the Finance Sub-Committee meeting, a significant change to the proposed plan took place in that ARK's concession agreement with The Pensions Trust was not renewed. This has had the impact of significantly increasing the level of annual pension contributions by £600k and shortening the recovery plan period by 2 years that will now end in 2022/23.</p> <p>The difference between year 1 and year 2 rental figures were clarified.</p> <p>Cash balances throughout the 5 years were discussed and clarified.</p> <p>A discussion in relation to the Pension deficit ensued and it was noted that the next valuation could show a further deficit and this needs to be taken into consideration. The Director of Finance advised that in his role as Chair of the Employers Committee that he will be discussing this issue and the next evaluation is planned for September 2021.</p> <p>In summary, the next 5 years is a period of investment, which, necessarily, lowers the annual level of surpluses achieved and cash held. However, this is with a clear aim of preparing a financially sound platform for significant change in the organisation over the following 5-10 years.</p> <p><b>Members approved the SHR Financial Plan Submission</b></p>
6.	<p><b>Chairs Remarks</b></p>
	<p><b>Board Recruitment</b></p> <p>The Chair noted that further to a robust recruitment process that a good response was received and the 3 new successful Members will bring considerable added value to the BoM. The Chair thanked them for applying and looked forward to working with them.</p> <p><b>Letter from Board to ARK Employees</b></p> <p>The Chair formally recorded his thanks to the ET and SLT for their remarkable achievement in keeping the continuity and spirit of ARK going during this lockdown period. The Chair proposed that a letter be sent to all staff on behalf of the BoM thanking them for all that has been accomplished to date.</p> <p><b>Members noted the Chairs Remarks and agreed with a letter of thanks being sent to staff on their behalf</b></p>
7.	<p><b>CEO Remarks/Reports</b></p>
	<p><b>Appointment of New Executive Team Members</b></p> <ul style="list-style-type: none"> <li>○ The CEO was delighted to announce the appointment of 2 new Directors, Mr Mark Hall, previous role of AD for C&amp;S and Ms Caryn Innes an external candidate previously of Bield Housing Association. Both have joined the meeting today. Mr Hall comes into post on 6<sup>th</sup> July and is immediately thinking about the structure he requires to support delivery of the BP and Ms Innes comes into post on 20<sup>th</sup> July and I know has already begun to review the BP and is keen to take up her post in a few weeks. The CEO wished them luck in their new roles and looks forward to welcoming them to the Executive Team.</li> </ul> <p><b>Appointment of NEW SLT Members</b></p> <ul style="list-style-type: none"> <li>○ The CEO advised Stuart Green, the new Head of Finance was welcomed to ARK on the 4<sup>th</sup> May and he is already making a positive impact with his ET and SLT colleagues and with his staff team. Staff have not met him in person since lockdown began but he has been actively involved in the SLT meetings and working with RW to produce the financial information for the BoM and ET.</li> <li>○ Mr David Gray has been appointed to the post of Head of Asset Management. Mr Gray is joining us from his current post of Senior Technical Manager with Berwickshire HA and takes up his post on 6<sup>th</sup> July. The CEO noted that the ET are looking forward to working with both the new SLT colleagues.</li> <li>○ The CEO also formally recorded his thanks to Jackie O'Neill for delaying his retirement at 31<sup>st</sup> March to provide essential leadership and management of the property maintenance team over the last three months. Mr O'Neill's flexibility ensured that ARK had access to his expertise in the management of the property services and external contractors through a challenging period of time.</li> </ul> <p><b>RE-Branding Launch</b></p> <p>The CEO noted that the date of 23<sup>rd</sup> September was pencilled in to hold a new brand launch event central to which will be the launch of the newly branded business plan. The CEO said that at this stage it is highly unlikely ARK will be able to get 100 people into a room and that conversations are taking place with STAND at the moment in regards to doing a virtual launch and streaming it to our customers and employees and a few invited guests. The CEO added that this is a very exciting change for ARK and that he wants it to be inclusive and to achieve maximum impact with all our stakeholders:</p> <ul style="list-style-type: none"> <li>▪ Customers</li> </ul>

	<ul style="list-style-type: none"> <li>▪ Employees</li> <li>▪ Commissioners</li> <li>▪ Regulators</li> <li>▪ Partners</li> <li>▪ Politicians etc.</li> </ul> <p>We will keep the Board updated as discussions develop with Stand.</p> <p>[REDACTED]</p> <p><b>Covid-19 Response</b></p> <ul style="list-style-type: none"> <li>○ The CEO noted that the BoM will have noted from the updated SRR the measures that were taken and have put in place to respond to Covid-19 to ensure the safety of our customers and employees and to keep the business operating. The CEO said that ARK has actually achieved a significant amount during this period of lockdown and disruption to the business has been minimal.</li> <li>○ The CEO advised that overall the employees have to be commended for the way they have responded, noting that measures were quickly put in place to enable everyone to work from home; the ICT team have been fantastic in providing equipment and finding new solutions to remote working and enabling meetings to take place remotely across the country.</li> <li>○ The CEO advised that as of yesterday 3 confirmed cases of Covid-19 has been identified amongst our staff group, there are 42 people shielding, 11 of whom are choosing to shield but are not in any of the high risk categories.</li> <li>○ The CEO stated that an increased number of communications have been shared with all employees and positive feedback has been received about the communications.</li> <li>○ The CEO ended his update with a special mention for the support workers and C&amp;S management teams. The CEO noted that he cannot thank them enough or speak too highly of them, they have been fantastic and it is testament to their diligence and professionalism that to date there has been no reported cases of Covid-19 amongst our supported people and that's over 400 high risk people who have been supported safely during this period. The CEO added that this statistic makes him feel proud for the staff as a group and that thought will put in to think about how we recognise their efforts as we come out of the other side of this challenging period.</li> </ul> <p><b>Members noted the CEO Remarks</b></p>
8.	<p><b>Property Developments Penicuik &amp; Livingston</b></p> <p>The CEO advised he had nothing to add to the paper and asked for any questions</p> <p>The Chair enquired if planning permission was granted for both sites when would it be anticipated that work would commence</p> <p>The Director of Finance advised that once permission is granted the process that is followed before going on site and that this could take several months and noted that cash expenditure is managed within the framework of the 5 year period. A discussion ensued in regards to the approach that LA's take when planning proposals are made and how it differs between each authority area.</p> <p><b>Members noted the Penicuik and Livingston Developments Update</b></p>
9.	<p><b>Standing Items</b></p>
9.1	<p><b>Finance Report for Year End to 31 March 2020 &amp; SHR Loan Portal Return</b></p> <p>The Director of Finance summarised the Finance report to 31 March 2020 noting the positive net surplus and movements within the budgets. Loan portfolio dates were also discussed.</p> <p><b>Members approved the Finance Report for Year End to 31 March 2020 and SHR Loan Portal Return</b></p>
9.2	<p><b>Finance Report to end May 2020</b></p> <p>The Director of Finance said that he had brought this paper to the BoM to advise how ARK is performing through the first 2 months of lockdown and noted that all income had been received and costs have not been as great as expected.</p> <p>The Director of Finance provided a summary of variances and advised that in the first 2 months that ARK is delivering services, achieving financial targets and that an analysis of how the resources have been utilised over the last 2 months will be carried out.</p> <p><b>Members noted the Finance Report to end May 2020</b></p>
9.3	<p><b>Board Attendance Record June 2019 – March 2020</b></p>

		The Board Attendance record was available for information <b>Members noted the Board Attendance Record June 2019 – March 2020</b>
9.4	<b>Completed ARC</b> The Director of Finance advised that the SHR had changed their emphasis as part of the ARC reporting and has placed a greater focus on ESSH and tenant satisfaction. He noted that the tenant satisfaction survey is completed every three years and, therefore, there was not updated information for this return but that the next survey is being carried out this year. He further noted that ESSH was reported through the Finance Sub-Committee and this is progressing well. A focus is also being placed on homelessness and it was noted that ARK has 6 new tenants who were previously homeless. <b>Members noted the ARC Return Update</b>	
9.5	<b>Audit Sub-Committee Minutes 26 February 2020</b> The Chair of the Audit Sub-Committee advised that following a presentation from Chiene & Tait (C+T) that Members accepted and recommended approval of C+T's Audit Planning Document and the Audit Fee Proposal to the Board of Management for approval. The Chair of the Audit Sub-Committee noted that due to the May Audit Sub meeting being cancelled that he will make contact with The CEO and Director of People and OD to arrange a meeting to commence the Annual Assurance process. <b>Members noted the Audit Sub-Committee meeting minutes and comments and approved C+T's Audit Planning Document and the Audit Fee Proposal</b>	
9.6	<b>Finance Sub-Committee Minutes 10 March 2020</b> The Chair of the Finance Committee advised that he had received a letter as one of the signatories for Brewin Dolphin and enquired about the valuation at end of March. The Director of Finance advised that it had dipped as expected and the next valuation is due at the end of June 2020. <b>Members noted the Finance Sub-Committee meeting minutes</b>	
		It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.
9.		<b>Date of Next Meeting: 20<sup>th</sup> August 2020</b>

**2020 Dates for Board of Management Meetings – commencing 14.00****Board Member Only sessions will commence at 13.30 unless agreed otherwise**

-  Thursday 17<sup>th</sup> September
-  Thursday 22<sup>nd</sup> October
-  Thursday 10<sup>th</sup> December

**ACTIONS**

Meeting Date	Agenda Number	Action	Who	Status
20/09/18				
	11.2	Review of remit of Executive Committee to be carried out	ALL	In progress
20/02/20				
	9.6	Entitlements, Payments and Benefits annual declaration to be completed and returned 19 March meeting	All	Clarify – no one returned their form
18/06/20	4.2	Contact to be made with Members to arrange annual review meeting dates Meeting dates to be circulated to Sub-Committee Chairs to discuss the remits and this will be facilitated through VK to ensure all areas of governance are covered Email to be sent to Ms Robertson inviting her to become Chair of the Housing Sub-Committee	GM VK GM	Complete Completed Complete
	5.2	Briefing paper to be produced clarifying the make up and thinking behind the SRR scores within the next 2 weeks ET to review the scores and mitigating controls for impact for the 20 August 2020 BoM meeting	ET	Completed – on the Agenda
	5.3	ET to provide a Parameter variation for the dashboard and any variations outwith will have additional reportage and the previous year's benchmark will be provided	ET	In progress – Will be agreed once new Directors are clear about what key

				performance information they should report
	6	Letter to be sent to all staff on behalf of the BoM thanking them for all that has been accomplished to date.	GM/BD	Completed