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| **COMMITTEE MINUTE RECORD**  **Minute of:** Ark Board of Management Meeting  **Date Held:** 05 December 2024, 2pm  **Venue:**  Hybrid  **Chair:** Ian Logan  **Secretary:** Bobby Duffy | | |
| **Present:** Mr Ian Logan (Chair) IL,Ms Catriona Clarke (Depute Chair) CC, Mr Dave Proudfoot DP, Mr Richard Stark RS(r),  Ms Jane Dunlop JD(r), Ms Joanna Mansell JM, Ms Isla Gray IG(r), Mr Craig Unsworth CU  **In Attendance:** Mr Bobby Duffy (Chief Executive Officer) BD, Mr Mark Hall (Director of Care & Support) MH, Ms Caryn Innes  (Director of Development & Customer Experience) CI, Mr Stuart Green (Director of Finance and Digital  Improvement) SG, Ms Michaela Loughlin ML, Mrs Nina Adamson (PA to CEO) (Minutes) | | |
| **ITEM** |  | |
|  | **Board of Management Pre-Session – 1.15pm**  **‘Ark Brand and Marketing’, with Craig Unsworth & Bobby Duffy** | |
| 1. | **Welcome**  The chair welcomed everyone to the meeting. | |
| 2. | **Apologies for Absence:** MsDonna Downie, Mr Darcey Black, Mr Oliver Saint, Ms Kerrie Mitchell (pre-board attendance only) | |
| 3. | **Declarations of Interest:**  JM declares being Chair for the Board of Ark Services Ltd and DP declares being Chair for the Board of Ark Commercial Investments Ltd. CC, DP & RS are also on the Finance Sub Committee. JM, JD & IG are also on the Audit Sub Committee. | |
| 4. | **Chair’s Remarks:**  Agenda Structure: The Chair begins by stating the Board wanted to have a more collaborative & interactive Agenda around strategic direction, in order to make the most of the meeting time thus allowing for any matters such as questions about Papers, to be raised outside of meetings. There is a dedicated space on the Portal for this now. Everyone is invited raise any queries after this meeting, to share with rest of Board.  Safety Training: The Chair thanks for everyone for attending that was able and he will catch up with Vikki Cutler for the slides for the Board.  CEO Appraisal: This is carried out prior to the AGM: The Chair feeds back that he & the rest of the Members are very happy with BD’s role and leadership, and that he is performing above & beyond his role. Next year, they shall be consulting with the Chairs of Sub Committees too, extending the reach a bit further.  BoM Meeting in Feb ‘25: Feedback on the session with Linda Ewart (LE) around how the Board like to see progress, was shared with the ET & discussed. We now have a template for moving forward on this basis.  Action: Plan to finalise this before next BoM meeting & share on Portal.  **Members note the Chair’s remarks** | |
| **Items for Approval** | | |
| 5. | Item 5.1: **Minutes of Meeting held on 29 August 2024**  P3: DP points out for clarity between *Sub* *Committee* & *Subsidiary*, to note for subsequent Minutes. No change required.  P5: IL notes item 9, on the 5th line from the bottom: ‘*entrained’* was clarified.  **Members have approved the Minutes from the 29 August 2024**  Item 5.2: **Minutes of Meeting held on 26 September 2024**  P3: DP notes a ¾ of way the down; ‘*recycled’* hours, in context to what was said. He did not specifically say this, however, it was within the context of the collective discussion. MH clarifies this was in reference to our residents gaining greater independence, which sees a reduction in their support package and ‘recycling’ those hours for new people that need them.  **Members have approved the Minutes from the 26 September 2024**  **Members agree the Minutes from the previous 2 meetings are correct & representative of the meetings** | |
| 6. | **Policies:**  ML joins the meeting & introduces herself & her job role within Ark HA. ML will be a regular attendee to BoM Meetings going forwards.  Paper 6.1:  **G08 Risk Management**  ML begins the discussion: Key Changes: some procedural information has been removed from this policy. With feedback from the TIAA Audit, we have agreed to split **CRR**, to **SRR** and **ORR**, to reflect the scope. Risk appetite has been added in too, in terms of what is acceptable.  ML answers DP’s query about item 7.3, the SRR for ACIL going to whilst SRR for ASL not going to the Audit Sub as being incorrect. This is because review timescales have been amended from 3 to 5 years for efficiencies on all policies, in order to define what *needs* to be reviewed and what can be extended. Any work around this will be through the RR & any significant changes will be reported.  ML seeks approval from the Board for these changes.  **Members approve the changes to Risk Management Policy**  Paper 6.2:  **G09 Business Continuity**  ML continues: Key Changes: around 6.4, that the temporary office is no longer required, as all staff can work remotely.  DP adds that he feels this doesn’t go as far as it should. It addresses *recovering* from a disaster, rather than the business continuing *during* the disaster. Wider things need to be considered. To address this, the Business Continuity needs to be changed to reflect moving away from the blanket word ‘disaster’ and implementing a disaster ‘recovery plan’ and also a ‘business continuity plan’.  Action: DP, SG & ML to discuss Business Continuity offline and reword. Once agreed, present to the PPRG, ML will post on the Portal, then carried forward and seek BoM approval prior to the February meeting. ML agrees.  **Members agree to this plan of action for the Business Continuity Policy**  Paper 6.3:  **G18 Insurances Policy**  Key changes: around section 8 Learning & Development, added in that all relevant employees are required to attend an Insurance Claims Awareness session. Section 13.2 Monitoring & Review, this was developed to identify any risks within the RR, as per the TIAA recommendation. ML seeks approval from the Board for these changes.  DP notes on page 6: 7.1L: the heating/boiler at the Priory. ML clarifies we are still insured for the Priory, and this will be removed prior to publication.  **Members agree & approve the changes to Insurances Policy** | |
| 7. | Item 7.1: **Policy & Procedure Review Group TOR:**  Terms of Reference: It was discussed & agreed at the August BoM Meeting, that delegated responsibilities from the Board to the PPRG are all Operational, Finance, People & Organisational Development policies. It would commence following reviews of the responsibilities within the TOR. The Board would receive a quarterly progress report for an agreed period of time. Once the Board agree, the Audit Sub would then review it.  ML asks that the Board review and approve the updated TOR if they agree.  DP raises that there is a problem on page 4, ‘Decision Making’, and a policy going to a casting vote. It suggests something wrong with the policy in question, if this were to happen. Members agree. This needs to be revisited so that we do not require a casting vote. IL clarifies, that the ultimate arbiter would however be the Board.  BD adds that the PPRG would explain to the Board the outcome of any PPRG consensus on a policy and how they have arrived at this conclusion, as this is something that would have been delegated by the Board. Whilst this is an unlikely event, reference should be made to where there is ‘no consensus’, as this needs to be covered. ML Agrees.  ML leaves 2.35pm  **Members approve & agree the PPRG Terms of Reference** | |
| 8. | **Board & Sub Committee Structure:**  BD begins with some background on the Government Structure Review. This has been discussed at length with all the Boards and feedback has been received. It has shed light on how the Board would like to work; seeing a reduction in the volume of Papers sent, what information the Board receives, their engagement in meetings yielding more development, the number of meetings held per year and our commitment to ensuring the Board fulfil their Governance duties.  As the Board was reducing in numbers, we saw the possibility of an independent Group Subsidiaries Board to lessen the demands of & to support the main Board.  The roles of the Finance & Audit Sub Committees, which are an extension of the Board, were discussed: the Finance Sub Committee wasn’t working to its remit, and had more powers than the Executive Sub Committee, as this is how the responsibilities had been delegated to it. The Audit Sub Committee would normally be seen to take on risk management tasks, but it did not do this; the Committee just agreed that reviews had been carried out, without looking at any details. The Audit Sub Committee ensures internal controls are in place through existence of the Finance Committee.  We struggled for the Sub Committees to be quorate at times, meaning postponing meetings and this needed to change. As a result, the Board then agreed to establish the Independent Group Subsidiaries Board.  This came greatly as a result of discussions with and the counsel of Linda Ewart (LE). She broke it down into specific areas: Creating two new Sub Committees, Audit, Finance & Risk, and Business Reporting & Compliance. As an example, the SRR would be delegated to a Sub Committee to review the details, if this structure is to go ahead, whereas previously it would go straight to the Board. (These scenarios can be seen in BD’s presentation which was shared during the meeting.)  This new structure would enable the Board to share their expertise to a greater extent and it futureproofs Ark whilst also allowing us to adhere to Government regulations as an RSL.  IL thanks BD & the ET for their work & would like to record that he is grateful to them for pulling all this together. It is a defining moment for Ark.  IL asks the Board if they are comfortable with the proposition of the two Sub Committees structure and the Board’s views on delegation & decision making, impacting the number of meetings held a year. CC agrees, DP raises the possibility of a risk of conflict of interests during an Audit process, and the role of the Finance Sub Committee in reviewing & recommending to the Board that reports are correct, to be approved. The Audit Sub Committee’s role is to review some aspects of what is within the reporting. It was discussed whether some delineation may be required.  Action: The Board has given the ET a clear steer of the objective in place for the new financial year, in terms of the new Board layout, prior to the February BoM meeting.  CC raises that the Finance Sub only provides an extra level of scrutiny and does not approve many things, so items still go to the Board. Reports from the Sub Committees tend to be out of date.  IL adds that he would prefer the Executive Sub Committee to remain as is without changes.  Delegation and Decision making: IL would like to delegate (more than decision making) as much as possible within reason (to Sub Committees) to free up time in BoM meetings, and to see if this is viable with ET. Decision making must be delegated too, as it is required.  Chairs need to ensure sub-committees are operating properly & need to take ownership of this. They should come directly to the Board Chair to report & cover matters and bring things to attention when required.  Hoping to launch delegation & decision making by the new financial year.  There will be a natural adjustment period, where details & remit can be reviewed and discussed.  ET to look at frequency reporting before the February BoM Meeting and make some suggestions to the Board to ensure workload is acceptable.  **Members have discussed & agree the new Board & Sub Committee Structure** | |
| **Items for Discussion** | | |
| 9. | Item 9.1: **Development & Strategic Asset Management Report**  CI: Appendix 1 key things: Crusader Rise update: **REDACTED**  Action: **REDACTED**  The Priory: we are due to conclude missives this week & waiting for an update from TC Young.    Item 9.2: **5 Year Plan Assumptions**  SG: Financial Assumptions: It’s been necessary to start the conversation prior to March time, as previously this has not left enough time to change any assumptions. SG is keen to convey everything within the financial plan.  JM steps out of the meeting 3.44pm  Budget: The National Insurance increase was discussed: Whilst we are aware of the cost, we are unclear whether we will receive a funding uplift. The Scottish Government has released a lot of spreadsheets to back up the Budget, but the figures somehow don’t look right. Currently an unknown. SG hopes for the Budget negotiations to go well and come February, to get approval.  SHAPS Pensions Contributions: The deficit has increased & we are seeking a view of what will be involved. We will not receive clarity before the Financial Plan is approved. Accurate figures will be incorporated into next year’s Financial Plan.  **REDACTED**  CC: The Finance Sub Committee **REDACTED**  SG: Clarifies in answer to IL’s question, of 0 at the front end, and 0 at back end of the time horizon: This is based on the level of funding, and 25/26 had assumed investment. After 4th/5th time doing this plan, this has been the worst year in terms of unknowns (NI & Pensions), so is giving a lot of headroom.    Action: SG will collate all Financial Assumptions and present at March BoM Meeting. The Finance Sub will look at it prior to this.  **Members agree to the above and note the 5FYFP**  Item 9.3: **Compliance Assurance Q2 Report**  BD doesn’t have anything further to add to the quarterly report.  CI updates that we are complaint in all electric as well as gas. The regulator only receives reports on self-contained properties, so it may read that something seems to be missing. We are currently completing a piece of work around Legionella. Mould & Damp now on Rubixx for case management too, for greater monitoring (it arises due to a multitude of factors, human mainly).  Aiko smoke detection has been put in all properties, and these allow environmental monitoring.  **Members note the Compliance Assurance Q2 Report** | |
| **Items for Noting** | | |
| 10. | **ASL Exceptions:**  None  **ACIL Exceptions:**  None  Item 10.3:  **Entitlements, Payments & Benefits:**  BD: an annual report that comes to the Board to inform them of what has been declared over the course of the year. There is nothing else to add to this.  Item 10.4:  **Board Meeting Dates 2025:**  Seeking the Board to agree on the dates, same layout as previously, then to be organised & invites sent out.  Action: NA to organise schedule.  **Members note and agree the items and the 2025 Board Dates** | |
| **Items for Pre-Board Enquiries** | | |
| 11. | Item 11.1:  **Care & Support Strategy**  Item 11.2:  **Development Progress Report**  Item 11.3:  **Property Compliance Tracker – Q2**  Item 11.4:  **Management Account – P6**  Item 11.5:  **Corporate Objectives Q2 Report**  **None of the above were discussed**  **The Chair thanks everyone and wishes everyone a good Christmas and New Year until we next meet in February.** | |
|  |  | **The Meeting closed at 4pm** |
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**2025 Dates for Board of Management Meetings: Thursday 13 February & Hybrid, Lochside House, 14.00**

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

* **13 February (Hybrid)**

**ACTIONS**

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| **Meeting Date** | **Agenda Number** | **Action** | **Who** | **Status** |
| **05/12/24** | **Item 6**: Policies | Paper 6.2: To discuss Business Continuity and reword. Once agreed, present to the PPRG, ML will post on the Portal, then carried forward and seek BoM approval prior to the February meeting. | DP, SG & ML |  |
|  | **Item 9.1:** Development & Strategic Asset Management Report | **REDACTED** | CI, SG |  |
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