

COMMITTEE MINUTE RECORD	
Minute of:	Ark Board of Management
Date Held:	29 February 2024, 2.00pm
Venue:	Hybrid
Chair:	Ian Logan
Secretary:	Bobby Duffy
Present:	Ms Catriona Clarke (Depute Chair), Mr Graham Mitchell, Mr Darcey Black, Mr Dave Proudfoot, Mr David Belfall,
Remote:	Mr Ian Logan (Chair), Ms Donna Downie, Ms Joanna Mansell, Ms Lucy Robertson, Mr Craig Unsworth
In Attendance:	Mr Bobby Duffy (Chief Executive Officer), Mr Mark Hall (Director of Care & Support), Ms Victoria Knox (Director of People and Organisational Development), Ms Caryn Innes (Director of Development and Customer Experience), Mr Stuart Green (Director of Finance and Digital Improvement), Ms Mary Bell (PA to CEO) (Minutes)
ITEM	
	Board of Management Pre-Session o A pre-session took place
1.	Welcome The Chair welcomed all attendees to the 29 February 2024 Board of Management meeting noting his apologies for not attending in person. The Chair informed Members that Ms Kayliegh Bryan has resigned from the Board of Management as of 21 February 2024 due to personal circumstances. The Chair noted his thanks to Ms Bryan for her input and that a formal note of thanks will be forwarded to her.
2.	Apologies: Mr Oliver Saint
3.	Declaration of Interest It was noted that Ms Lucy Robertson and Mr David Belfall are Members of Ark Services Ltd (ASL) Board, Mr Dave Proudfoot, and Ms Catriona Clarke are Members of Ark Commercial Investment Limited (ACIL) Board. Ms Joanna Mansell (Audit Scotland) – Item 10.1 Care & Support Strategy
4.	Items for Approval
4.1	Minutes of Previous Meeting held on 14 December 2023 The Chair enquired if Members had any comments or queries regarding the 14 December 2023 meeting minutes and questioned if the reappraisal of the Crusader Rise development was noted as an action for today’s meeting. The DDCE confirmed that this was pulled through as an action and the DFDI had posted the appraisal onto the BoM portal in December 2023. Mr Belfall enquired about the timeline for the completion of the Communication and Engagement strategy. The CEO advised that the current plan is to bring the Communication and Engagement framework to the BoM for its meeting on 28 March 2024 to provide an overview of the work that is progressing and the planned work for the following year. The CEO explained that there have been several setbacks to completing this work, with key staff leaving the organisation and added that several new opportunities have arisen in relation to how we will improve communication and engagement in the future, for example the ET are currently engaging with a provider of a digital communication and engagement platform that will be built into the framework and significantly improve communication with tenants around repairs. Mr Belfall asked for clarity regarding the exciting opportunity that the CEO had highlighted. The CEO informed that this was part of the DFDI report under CEO remarks at item 9. The Chair noted that this conversation covers the action point at 10.3 from the 14 December 2024 BoM meeting. There were no further comments or queries noted and Members approved the 14 December 2023 meeting minutes. Members approved the 14 December 2023 Board of Management meeting minutes
4.2	Actions & Matters Arising The action list and matters arising from 14 December 2023 meeting were reviewed and the following was noted:- 29.06.23 Item 4.1 BoM Minutes 25.05.23 – 30 May 2023 Voices Group minutes have been uploaded to the BoM portal. This action was noted as complete and will be removed. 28.09.23

	<p>Item 6 Annual assurance Statement - Electrical safety testing has been completed and Ark are now fully compliant, and the notification has been closed down by the regulator. This action was noted as complete and will be removed. 26.10.23</p> <p>Item 5 External Property Compliance Audit – The DDCE noted that there is a verbal update on today’s agenda at item 10.3. This action was noted as complete and will be removed. 14.12.23</p> <p>Item 6 CRR - R2 & R8 have been reviewed and are on today’s agenda for approval. This action will be removed.</p> <p>Item 7 Standing Orders Review – The CEO informed that it was noted at the last BoM meeting that the ET would work with the Finance Sub-committee to consider an interim remit before today’s BoM meeting. The CEO advised that this action is ongoing, and he has shared a draft interim remit with the Finance Sub-Committee and proposed that this be made an agenda item at the next Finance Sub-Committee meeting taking place on 20 March 2024 and be carried forward to 28 March 2024 BoM meeting. Members agreed that this action be carried forward.</p> <p>Item 10.1 C&S Strategy – action complete and is on today’s agenda for approval. This action will be removed.</p> <p>Item 10.3 Communication and Engagement Strategy – Covered at item 4.1. This action will be removed.</p> <p>Item 11.2 External Compliance Audit – The DDCE explained the situation with the external compliance audit noting that a verbal update is on today’s agenda, and it is planned for sign off to be carried forward to 28 March 2024. The CEO added that the final action plan had been received from the external auditor and requires to be refined and focussed for reporting to Members due to its size. This action will be carried forward to 28 March 2024 BoM meeting.</p> <p>Item 12.1 BoM Portal – SG noted that he received no feedback from Members on issues with the Board Portal. This action will be removed.</p> <p>Mr Proudfoot highlighted Item 6 as a matter arising noting that an update was to be provided at today’s meeting regarding TIAA’s risk management audit report. It was further noted that this was missed from the action list. The CEO advised that the actions from the TIAA’s audit will be completed for 08 May 2024 Audit Sub-Committee meeting then to the 30 May 2024 BoM meeting. The CEO confirmed that the recommendations from TIAA did not relate to the content of the risk register but were related to the format, operational via corporate risks and how impact is measured. The CEO added that the recommendations will be addressed for the version presented to the Audit Sub-Committee then to the BoM in May.</p> <p>All other actions were noted as complete and there were no further matters arising.</p> <p>Members noted the updates and status of the action list and matters arising</p>
5.	<p>Policies for Approval</p> <ol style="list-style-type: none"> 1. CS11 - Death & Dying 2. HR15 - Whistleblowing 3. HR23 - Adoption 4. HS21 - Extra Duty of Care 5. HS22 - Use of Vehicles at Work 6. LD01 – Learning & Development <p>The DPOD noted that the policies listed above are for approval at today’s meeting adding that the cover sheets contain full information regarding the changes. A discussion ensued relating to the information provided on the cover sheets and it was noted that further detail should be added to highlight all relevant changes to Members to allow full consideration for policy approval. The DPOD agreed to add the version control number and the previous review dates going forward. In addition, the DPOD noted that she has not received any advance comments relating to the 6 policies and opened to questions. Further discussion took place regarding the whistleblowing policy and the DPOD informed that it is based on statutory requirements, follows legislation, and is reviewed by Ark’s employment lawyers before being presented for approval. The DPOD further agreed to add a list of overdue policies to the portal for Members review. Members approved all 6 policies as presented.</p> <p>Members approved the review of CS11, HR15, HR23, HS21, HS22 and LD01</p>
6.	<p>Annual Rent Review</p> <ul style="list-style-type: none"> ○ The DFDI provided a summary of the annual rent review report that had been provided to the Finance Sub-Committee for their review and scrutiny prior to being presented to Members for approval. The DFDI noted the factors that had been taken into consideration the proposed increase and service charge freeze. The DFDI advised that unlike in previous years, Ark consulted with tenants on only one option based on proposing a rent uplift that is as low as possible while maintaining existing levels of service and investment. The DFDI noted that tenants had provided feedback and asked Members to consider the feedback received through the consultation process, approve a 6.7% rent charge increase for Ark HA tenants,

	approve the approach taken to the on-going service charge freeze, agree that Ark formally write to Ark Members noted the discussions and approved the 6.7% Rent Increase and unanimously approved the Service Charge Freeze for 2024/25
7.	<p>Corporate Risk Register (Risk 2 & Risk 8)</p> <ul style="list-style-type: none"> o The CEO advised that a robust discussion had taken place at the 14 December 2023 BoM meeting resulting in Members wishing to see a further review of Risk 2 and Risk 8. The CEO noted that Members requested a review of Risk 2 to take into consideration the financial pressures Ark is operating under at present and Risk 8 to take into consideration the improvement work identified at Ark Services and the associated costs. The CEO summarised the changes that have been made to R2 to reflect Ark’s current financial position and the level of risks and score change made to R8. The CEO confirmed the recommendations will be incorporated in the CRR for approval by the BoM at its May 2024 meeting and that at present it is the review process only that is approved by Members of the Audit Sub-Committee at their meeting in May 2024. The CEO confirmed that both ASL and ACIL have their own CRR’s for Member approval. The CEO will change R8 to the score of 16. Mr Mitchell recorded his thanks to the CEO noting that the revised commentary better reflects the circumstances. <p>Members approved the updated Risk 2 and Risk 8 of the Corporate Risk Register</p>
	Items from Chair and CEO
8.	<p>Chairs Remarks</p> <ul style="list-style-type: none"> o The Chair recorded his thanks to the ET for setting up the BoM development session, noting that it was a productive day, and the outcome will be continued. The Chair asked that Members who have still to send back their signed declaration of interests and code of conduct forms please do so at their earliest convenience. <p>Members noted the Chairs Remarks</p>
9.	<p>CEO’s Remarks</p> <ul style="list-style-type: none"> o New Regulatory Framework SHR – The CEO advised that a new regulatory framework is being applied from 1 April 2024, noting that this year’s self-assessment will be made against the regulatory standards and the new standards from April 2025. <p>Members noted the CEO Remarks</p>
10.	Items for Discussion/Decision
	Session 2023/24
	Strategic Focus
10.1	<p>C&S Strategy Proposal</p> <ul style="list-style-type: none"> o Ms Mansel noted that she has a conflict of interest with this item and that she will only listen but have no discussion, take any participation, contribution or have a vote. o The DCS informed that an additional Finance Sub-Committee meeting had taken place to scrutinise and interrogate the C&S strategy proposal noting that he had gone through the 10 scenarios and had proposed scenario 10 for taking forward. In addition the DCS noted that he had appreciated Members time and had taken a lot away from the meeting. The DCS summarised the discussions that had shaped his thinking regarding financial risks etc. In addition, the DCS highlighted the internal focus on human rights and strategic vision for C&S, adding the focus will be to deliver quality services and quality outcomes o The Chair noted his thanks for the excellent paper. A discussion ensued regarding the focus on reducing the use of agency staff and whether this would impact the level of flexibility offered by the use of agency staff. The DCS advised that Ark operate with a significant relief pool and flexibility can be acquired through this avenue. Further discussion took place relating to concern for growing business outside the LA areas where Ark currently operates and the DCS said whilst this will be a focus for the future our immediate focus will be to grow within existing contacts and LA areas. o The DCS highlighted the current administrative burden upon C&S Managers will be addressed through the strategy to allow managers to spend time with staff to embed the PBS model that is an evidence-based model of support. o (Ms Mansell left the meeting at 3.45pm) o The DCS noted that children moving into adult support is growing in Fife and Perth and there is a focus in the Borders through the coming home agenda for people who are out of area or delayed in hospital adding that there is new business to be obtained. Recruitment was discussed and the prospect of career development. o The DCS explained how the overhead reduction of 1% year upon year will be realised. Employment contracts, staff terms and conditions were discussed and the DCS confirmed that currently staff overtime is a flat rate and noted how he was trying to address this a little way and advised that the Employee voices group were happy with the proposal. In addition the DCS informed that Ark are engaged in work with CCPS regarding how the sector can work collectively around costs and noting that it is hoped to do better in the areas he has proposed.

	<ul style="list-style-type: none"> Members agreed that monitoring reporting to them would be on a quarterly basis and that end of year 2 would be a critical point in terms of investment. The DCS agreed to provide an update for 28 March 2024 BoM meeting regarding the objectives broken down into milestones for monitoring. <p>Members considered the proposed Strategic Direction for Care & Support, the proposed Structure for delivering the Strategy and Approved the investment required to establish the structure for Year 1 detailed in Scenario 10 and agreed on an initial timescale for review at end of year 2 with Quarterly monitoring being reported to the BoM.</p>
10.2	<p>Corporate Objectives Progress Report</p> <ul style="list-style-type: none"> The CEO informed that the corporate objectives progress report was for noting and asked members to raise any questions on the paper via the Board portal. <p>Members agreed to ask any questions via the Board portal.</p>
	Property Development & Strategic Asset Management
10.3	<p>External Property Compliance Report</p> <ul style="list-style-type: none"> The DDCE noted that the external property compliance report was provided for information and asked Members to email any comments to her for clarification. <p>Members agreed to ask any questions via the Board portal.</p>
	Performance Reporting
10.4	<p>Q3 Compliance Assurance Report</p> <ul style="list-style-type: none"> The CEO noted that the Q3 compliance assurance report was presented for information and asked that Members to raise any questions via the Board portal. <p>Members agreed to ask any questions via the Board portal.</p>
11.	Items for Noting
11.1	<p>Period 9 Management Accounts</p> <ul style="list-style-type: none"> The DFDI advised that there were no issues to highlight with the P9 management accounts and no issues are being predicted in the final quarter of the year. <p>Members agreed to ask any questions via the Board portal.</p>
11.2	<p>Business Continuity Report</p> <ul style="list-style-type: none"> The DPOD confirmed that she will change the wording in the business continuity report to read that the actions are reviewed and implemented before waiting on next test. <p>Members agreed to ask any questions via the Board portal.</p>
	Following Items are open to questions
11.3	<p>ACIL Exceptions Reporting</p> <ul style="list-style-type: none"> The ACIL Chair had no exceptional items to report. <p>Members agreed to ask any questions via the Board portal.</p>
11.4	<p>ASL Exceptions Reporting</p> <ul style="list-style-type: none"> The ASL Chair had no exceptional items to report. <p>Members agreed to ask any questions via the Board portal.</p>
12.	AOB
12.1	<p>New Office</p> <p>The DDCE noted that she had added an update relating to the new office on the BoM portal.</p> <p>Members agreed to ask any questions via the Board portal.</p>
12.2	<p>Change in Signatories Approval for the Royal Bank of Scotland</p> <p>SG advised that the Bank required two Members to sign a form to remove signatories that have left Ark and add new signatories. Mr Black and Ms Clarke duly signed the form to allow the changes to be made.</p> <p>Members noted the signing of the form and signatory changes</p>
	There was no other business to discuss, and the meeting was closed at 4.50pm
	It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.
	Date of Next Meeting: Thursday 28 March 2024

2024 Dates for Board of Management Meetings – commencing 14.00
Board Member Only sessions will commence at 13.30 unless agreed otherwise.

- ✚ 27 June
- ✚ 29 August
- ✚ 26 September (AGM & BoM meetings)
- ✚ 31 October
- ✚ 12 December

ACTIONS

Meeting Date	Agenda Number	Action	Who	Status
14/12/23	7 – Standing Orders Review	Interim Finance Sub-Committee remit to be shared for discussion on 29 February 2024 BoM meeting	BD	C/F to 28 March 24 BoM Meeting
	11.2 – External Compliance Audit	Invite to be extended to BoM Members for the HPWG Training dates to be shared with the Chair	CIN	C/F to 28 March 24 BoM Meeting
29/02/24	Item 4.2 – Actions & Matters Arising	Revised CRR to be presented to 30 May 24 BoM meeting for approval	CEO	Agreed
	Item 5 – Policies	Version control and previous review dates to be added to the policy cover sheets Overdue policies to be added to the BoM portal	VK VK	
	Item 7 - CRR	Risk 8 score to be updated to 16	BD	Complete
	Item 10.1 – C&S Strategy	Objectives to milestones report for 28 March 24 meeting	MH	
	Item 10.3 – External Property Compliance Report	Comments to the DDCE via email	Members	
	Item 10.4 – Compliance Assurance Report	Comments to CEO via email	Members	
	Item 11.2 – Business Continuity Test	o Wording to be changed to read that the actions are reviewed and implemented before waiting on next test.	VK	