

<b>COMMITTEE MINUTE RECORD</b>	
<b>Minute of:</b>	Ark Board of Management
<b>Date Held:</b>	14 December 2023, 1.30pm
<b>Venue:</b>	Hybrid
<b>Chair:</b>	Ian Logan
<b>Secretary:</b>	Bobby Duffy
<b>Present:</b>	Mr Ian Logan (Chair), Ms Catriona Clarke (Depute Chair), Mr Graham Mitchell, Mr Dave Proudfoot, Mr David Belfall, Mr Craig Unsworth
<b>Remote:</b>	Mr Darcey Black, Ms Lucy Robertson, Mr Oliver Saint
<b>In Attendance:</b>	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	
	<p><b>Board of Management Pre-Session</b></p> <ul style="list-style-type: none"> <li>o A pre-session took place with the External Compliance Auditors. The ET were in attendance.</li> </ul>
1.	<p><b>Welcome</b></p> <p>The Chair welcomed all attendees to the 14 December 2023 Board of Management meeting noting that today's meeting will be the last meeting of 2023. The Chair highlighted the importance of the C&amp;S Strategy and that an appropriate amount of time had been planned for full discussion.</p>
2.	<p><b>Apologies:</b> Ms Kayleigh Bryan, Ms Joanna Mansell, Ms Donna Downie</p>
3.	<p><b>Declaration of Interest</b></p> <p>It was noted that Ms Lucy Robertson, Mr Oliver Saint, and Mr David Belfall are Members of Ark Services Ltd (ASL) Board, Mr Dave Proudfoot, Ms Catriona Clarke, and Mr Oliver Saint are Members of Ark Commercial Investment Limited (ACIL) Board.</p>
4.	<p><b>Items for Approval</b></p>
4.1	<p><b>Minutes of Previous Meeting held on 24 August 2023</b></p> <p>The Chair enquired if Members had any comments or queries regarding the 24 August 2023 meeting minutes. Mr Belfall highlighted that items 10.1 and 10.2 where Members had agreed and noted that a verbal update from the Chair of Ark Services Ltd and Ark Commercial Investments Ltd will be added to the BoM agenda as a standing item has not been added to today's agenda. The CEO confirmed that there has been no meeting of both Subsidiaries since August 24 therefore the first updates are not due until February 24 Board meeting after the new Chairs, Chair their first meeting on 14 December 2023.</p> <p><b>Members approved the 24 August 2023 Board of Management meeting minutes</b></p>
4.2	<p><b>Minutes of Previous Meeting held on 28 September 2023</b></p> <p>The Chair enquired if Members had any comments or queries regarding the 28 September 2023 meeting minutes. There were no comments or queries noted and Members approved the 28 September 2023 meeting minutes.</p> <p><b>Members approved the 28 September 2023 Board of Management meeting minutes</b></p>
4.3	<p><b>Minutes of 26 October 2023 Strategic Development Session</b></p> <p>The Chair enquired if Members had any comments or queries regarding the 26 October 2023 strategic development sessions minutes.</p> <p>Ms Robertson noted that her declaration of interest as Member of ACIL should be removed from the 26 October 2023 minutes. Further to this amendment Members approved the 26 October 2023 meeting minutes.</p> <p><b>Members approved the 26 October 2023 Strategic Development Session minutes</b></p>
4.4	<p><b>Actions &amp; Matters Arising</b></p> <p>The action list and matters arising from 24 August, 28 September and 26 October 2023 meetings were reviewed and the following was noted:-</p> <p>29.06.23 - Item 4.1 30 May 23 Voices Group Minutes – The DPOD noted that once the minutes have been approved, she will upload to the BoM portal for Members information.</p> <p>Members Development Session - The CEO advised that the DPOD is in communication with Linda Ewart who has provided 3 dates in February 2024 and a doodle poll will be circulated to find the most suitable date for all Members to attend the development session in person. The CEO added that the proposal is to identify an external venue</p>

	<p>where Members can easily attend from Central Edinburgh and all information will be shared timeously. The Chair highlighted his passion in this area and encouraged all Members to attend in person where possible.</p> <p>Item 5 External Property Compliance Audit – External Property Compliance Auditor to be invited to attend a BoM meeting. This action is on today’s agenda and will be removed from the list. The DDBI clarified that BoM Members will be invited to the next HPWG meeting being held in January 2024 and this action will be carried forward.</p> <p>New Office Proposal is on today’s agenda for discussion and will be removed from the action list.</p> <p>Item 7 Vision for Care &amp; Support is on today’s agenda for discussion and will be removed from the action list.</p> <p><b>Members noted the updates and status of the action list and matters arising</b></p>
5.	<p><b>Policies for Approval</b></p> <ol style="list-style-type: none"> <li>1. G11 – Entitlements, Payments, and Benefits</li> <li>2. G32 – Unacceptable Actions</li> <li>3. HR03 – Annual Leave</li> <li>4. HR21 – Social Media</li> <li>5. LD03 – SSSC Registration</li> </ol> <p>The DPOD noted that the policies listed above are for approval at today’s meeting and provided background information regarding the completion of the cover sheets. The DPOD informed that the Finance Sub-Committee had highlighted that more detail is required on the cover sheets adding that she had updated each with further detail to explain the changes that have been made. In addition, the DPOD noted that she has not received any advance comments relating to the 5 policies and opened to questions. There were no questions raised and Members approved all 5 policies.</p> <p><b>Members approved the review of G11, G32, HR03, HR21 and LD03</b></p>
6.	<p><b>Corporate Risk Register</b></p> <ul style="list-style-type: none"> <li>○ The CEO advised that the review of the CRR has been completed within the usual timeline adding that the summary paper provides an update regarding what has changed within the main document. The CEO noted that the internal review of the CRR process has been completed and the ET agree with the six proposed recommendations. The CEO added that today, the CRR has been presented in the existing format and it is proposed to address the issues arising from the internal audit and bring forward, as part of the next update a completed CRR including the recommendations for approval.</li> <li>○ Mr Mitchell noted that he was happy to approve the review of the CRR with 2 comments relating to codes R2 and R8. Mr Mitchell highlighted R2 Finance – Failure to maintain financial sustainability noting that on reading some of the other Board papers for today’s meeting he is considering the work the DDCE is involved with, the DCS’s C&amp;S proposal etc. and he would like to personally see the Board Members receive some type of review for that theme well in advance of another year. (Paragraph redacted for security). A discussion ensued regarding the time frame for the final TIAA report to be received and the CEO noted that it will be January 2024. It was agreed an update will be provided for 29 February 2024 BoM meeting.</li> </ul> <p><b>Members noted the discussions, further review of R2 and R8 for 29 February 2024 and approved the review of the Corporate Risk Register</b></p>
7.	<p><b>Standing Orders Review</b></p> <ul style="list-style-type: none"> <li>○ The CEO informed that he had commenced a review of the standing orders that provide the governance duties placed on the BoM through the constitution of the rules adding that the last review had taken place in 2019. The CEO noted that the ET have carried out an initial review and following this a significant piece of work has been identified as the review cuts across and links into the remits of all committees and how they operate. The CEO noted that he had a discussion with the Chair and Depute Chair relating to the Finance Sub-Committee remit and in terms of the current remit, in practice it works quite differently. The CEO advised that he was not able to present a paper to Members for today’s meeting as there are still several factors to be considered. (Paragraph redacted for security). The CEO asked for agreement that he works with the Chair of the Finance Sub-Committee and Members regarding an interim remit for the Finance Sub-Committee and he will provide an update at the 29 February 2024 BoM meeting. The CEO confirmed that the Chair has the casting vote at meetings if required. A discussion ensued regarding the Finance Sub-Committee’s responsibilities and the Chair noted that Members will have clarity regarding their roles after the BoM development day and that the remit will be brought back to the 29 February 2024 BoM meeting for discussion and agreement.</li> </ul> <p><b>Members noted</b></p>
	<p><b>Items from Chair and CEO</b></p>
8.	<p><b>Chairs Remarks</b></p> <ul style="list-style-type: none"> <li>○ The Chair thanked Members for the chats that had taken place so far noting that there are a few still to be diarised. The Chair encouraged Members to access and use the Board portal for all Board papers and as a way of communication to</li> </ul>

	<p>keep everyone informed and up to date with any discussions or questions. The Chair advised that issues were raised by a supported person’s guardian regarding the person living in an unsuitable property and the Executive Committee, comprising of the Chair, Depute Chair, Audit and Finance Sub-Committee Chairs, were called to decide in respect of purchasing a suitable property in Lochgelly. In addition, the Chair noted that the vendor wanted to complete the sale this week and the Executive Committee considered and questioned the business plan that was presented. The Chair advised that the Executive Committee had approved the purchase via exchange emails and that he was asking Members to homologate the decision. The DDCE informed that the Scottish Government have contributed 50% of the cost and the purchase is included in the five-year plan. The DFDI confirmed that an assumption has been made that there will be higher rental income from the property and over the 30-year appraisal accumulates financially. The Chair noted that a copy of the exchange approval emails will be shared for the 29 February 2024 BoM meeting. The DDCE confirmed that the existing property is for supported housing and a match is to be identified noting that the turnaround is as a normal void.</p> <p><b>Members noted the Chairs Remarks and Homologated the approval by the Executive Committee to purchase a property in Lochgelly for a Supported Tenant</b></p>
9.	<p><b>CEO’s Remarks</b></p> <ul style="list-style-type: none"> <li>○ Five-Year Financial Plan - The CEO advised that since the last five-year financial plan was agreed further areas of work have been identified and he provided an early indication that the plan will be reviewed to take everything into consideration to ensure that it is sustainable over the next five years.</li> <li>○ Corporate Review - The CEO informed Members that the 1st draft will be provided to the Finance Sub-Committee and BoM will be an early indication of the areas being taken into consideration.</li> <li>○ Employee Recognition Vouchers – The CEO informed that the ET have agreed to award employees a £50 voucher as recognition and thanks for their dedication over the past year adding that the DFDI is satisfied that this is affordable. It was noted that the payment of £50 was the highest amount to give to staff before tax is deducted and that the procurement policy states that the CEO has delegated authority to authorise this payment.</li> </ul> <p><b>Members noted the CEO Remarks and the £50 Voucher Payment to all staff</b></p>
10.	<p><b>Items for Discussion/Decision</b></p>
	<p><b>Strategic Focus</b></p>
10.1	<p><b>C&amp;S Strategy Proposal</b></p> <ul style="list-style-type: none"> <li>○ The DCS provided a brief overview of the proposal for the C&amp;S Strategy noting that the proposed structure is not coming for full approval today. The DCS noted that the ET are supportive of the narrative element of the strategy provided today and that financial scenarios and a plan of action if things do not go as planned will be appended. The DCS proposed a development appraisal approach noting that investment will not be insignificant and there will be a rolling plan. In addition, The DCS advised that there will be an additional Finance Sub-Committee meeting between now and the 29 February 2024 BoM meeting for review and scrutiny. A discussion ensued regarding feedback to the BoM from the Finance Sub-Committee to provide further comfort with their level of scrutiny. The DCS noted that he will provide as much assurance as possible adding that the narrative is complete unless Members have anything to add today. The DCS further added that Care &amp; Support is a dynamic environment and is challenging to predict noting that the 3 key aspects of the strategy are, reduction in agency, growth and reducing in overheads. The DCS highlighted the TEC post and the impact this is having on recruitment and retention, noting that there has been a reducing in agency spend by 30%. The DCS explained how the overheads are expected to transpire and the growth rates expected adding that all costs will be monitored closely. It was noted that BoM engagement is important, and all details required will be available prior to approval with the next interaction being 29 Feb 2024. The DCS noted that the assumption that agency staff will always be relied upon has been made but if better terms and conditions can be offered to relief staff this would be a positive move. A discussion took place relating to resources to support the strategy and the DCS highlighted several unknowns and what is being proposed to create enhancements for Ark staff. The DCS communicated information regarding future plans, how these will happen, and how this will provide a better service for clients. The DCS noted that managers will have the ability to spend more time with staff and practice shared will expand the quality of service for the customers. The DCS noted that he will add this to the paragraph at start of the strategy document. Investment in AIMS, the cost and benefits, scenario planning and how to attract young growth coming into Ark was discussed. The DCS noted that it is proposed to create 13 new posts and development opportunities will be established. A discussion ensued relating to the financial plans and the Chair noted that the investment being planned to go into other markets and make the structure more efficient and user friendly for everyone to benefit and highlighted that most importantly Ark’s stakeholders are central to the strategy. How the 13 staff will be determined and the impact that this might have was highlighted and the DCS noted that this will be referred to as part of the creating opportunities and supported by the recruitment and retention</li> </ul>

	<p>objectives. The Chair noted his thanks for the discussions to help the DCS prepare the next iteration of the C&amp;S strategy and informed that he would personally be available for discussion if required.</p> <p><b>Members approved the principles of the C&amp;S Strategy Proposal</b></p>
	<p><b>New Office Premises</b></p> <ul style="list-style-type: none"> <li>The DDCE provided an update noting that following the October strategy development day that the preferred option has been shared with the ET and added to the Board portal. The DDCE advised that Savills had shared the draft heads of terms and that these were revised to set up a better deal. In addition, The DDCE informed where the savings were made and the status of the draft heads of terms noting that these should be finalised by Christmas 2023. The DDCE added that ICT have been to assess the infrastructure noting that it is a plug in and play office and is suitable. The DDCE advised that relocation is planned for March 2024 and if this office move does not that transpire there is a plan b office that has a longer fit out time. The DDCE added that communications regarding the new office will be thought out carefully.</li> </ul> <p><b>Members noted the New Office Premises update.</b></p>
10.3	<p><b>Communication &amp; Engagement Strategy</b></p> <ul style="list-style-type: none"> <li>The DCS informed that communication and engagement is continuing within Ark despite the strategy not being completed. The DCS added that a lot of activity is ongoing noting that the newsletter has been revamped, the tenant handbook has been digitalised and a focus is placed on continuous improvement. The DCS advised that there has been a change in personnel, and it is time to revisit communication and engagement. In addition, the DCS noted that the Scottish Governments has produced a guide to tenant participation and a regulatory implementation plan will be created. The DCS noted that the timeline for completion of the strategy is being reviewed by the ET and added that he and the DDCE are working together on the strategy with support from the Head of Housing Services. The CEO advised that there are several work streams ongoing, noting that a framework will be created that is measurable and that resources will be allocated to conclusion. The DCS confirmed that if a decision is made to change the timeline, Members will be informed.</li> </ul> <p><b>Members noted the Communication and Engagement Update</b></p>
	<p><b>Property Development &amp; Asset Management</b></p>
10.4	<p><b>Development Progress Report</b></p> <p>The DDBI noted that there was no further information to add to the report.</p> <p><b>Members noted the Development Progress Report</b></p>
10.5	<p><b>Bi-Annual Development &amp; SAM Report</b></p> <ul style="list-style-type: none"> <li>The Chair highlighted the disappointment with the contractors at Crusader Rise who are running behind schedule and asked for confirmation that Ark have paid 88% of the project cost. The DDBI confirmed this and explained that the construction is 80% complete and advised that assurance had been provided by the contractors that there would be no extra costs for the delay. A discussion ensued regarding the contractors and the uncertainty caused, and the DDBI informed that she had been onsite and is confident that work is progressing to completion and that a reappraisal will be carried out and reported at the 29 February 2024 BoM meeting.</li> </ul> <p><b>Members noted the B-Annual Development &amp; SAM Report</b></p>
	<p><b>Compliance &amp; Performance Reporting</b></p>
10.6	<p><b>Corporate Objectives Q2 Progress Report</b></p> <ul style="list-style-type: none"> <li>The CEO noted that the Q2 progress report has been provided for information and opened up to questions. There were no questions raised and Members noted the Corporate Objectives Q2 report.</li> </ul> <p><b>Members noted the Corporate Objectives Q2 Report</b></p>
10.7	<p><b>Compliance Assurance Report</b></p> <ul style="list-style-type: none"> <li>The DDCE noted that the figure for tenant satisfaction survey within the report is taken from the annual 2020 survey and there has not been a refreshed survey within the last 3-year period. The DDCE explained what the KPI figures monitor and noted that the 2023 KPI figures are live and that there have been improvements in results over the past 3 years. The CEO noted that the results are aligned to repairs and housing quality and that it is understood that the results are not positive, and a focus is being placed on this area. A discussion took place in relation to the targets and delay time for repairs and the DDCE advised the in term of the targets was poor performance and that part of the objectives is to re-procure the contractors adding that emergency response has been improved, urgent repairs timeframe is acceptable and in line with other organisations. The DDCE advised that the Tenant Scrutiny Group are carrying out a full review of the repairs service and part of the recommendations will include a response time. In addition, the DDCE explained the issues that can occur to create contractual performance failure noting that this will be addressed. The DDCE noted that the 3 yearly tenant satisfaction survey is being renewed.</li> </ul> <p><b>Members noted the Compliance Assurance Report</b></p>
11.	<p><b>Items for Noting</b></p>

11.1	<p><b>Period 7 Management Accounts &amp; Q2 Forecast</b></p> <ul style="list-style-type: none"> <li>○ The DFDI advised that the P7 management accounts and Q2 forecast had been diligently reviewed by the Finance Sub-Committee with no issues identified.</li> </ul> <p><b>Members noted the P7 Management Accounts &amp; Q2 Forecast</b></p>
11.2	<p><b>External Compliance Audit</b></p> <ul style="list-style-type: none"> <li>○ The DDCE outlined the steps put in place after the audit noting that she will issue for the 29 February 2024 BoM meeting. The DDCE informed that the SHR had closed the notifiable event and actions arising from the audit are in progress. The DDCE noted that a date for the HPWG meeting will be arranged for January 2024 and BoM Members will be invited to attend for pre-conversations. In addition, the DDCE noted that a session be delivered to Members regarding their duties and responsibilities and that she will contact the Chair with available dates to ascertain how this will be delivered.</li> </ul> <p><b>Members noted the External Compliance Audit Update</b></p>
<b>Following Items are open to questions</b>	
11.3	<p><b>Board Meeting Dates 2024</b></p> <ul style="list-style-type: none"> <li>○ The Board meeting dates were noted.</li> </ul> <p><b>Members noted the BoM meeting dates for 2024</b></p>
11.4	<p><b>Entitlements, Payments &amp; Benefits</b></p> <ul style="list-style-type: none"> <li>○ The CEO advised that Members require to complete an entitlements, payments and benefits form on an annual basis as per Ark's rules. The PA will forward the appropriate paperwork for completion and return.</li> </ul> <p><b>Members noted that the Entitlements, Payments, and Benefits Form would be forwarded for Completion and Return</b></p>
11.5	<p><b>Audit Sub-Committee Minutes – 09 August 2023</b></p> <ul style="list-style-type: none"> <li>○ There were no comments noted regarding the 09 August 2023 Audit Sub-Committee minutes.</li> </ul> <p><b>Members noted the 09 August 2023 Audit Sub-Committee Minutes</b></p>
11.6	<p><b>Finance Sub-Committee Minutes – 16 August 2023</b></p> <p>There were no comments noted regarding the 16 August 2023 Finance Sub-Committee minutes.</p> <p><b>Members noted the 16 August 2023 Finance Sub-Committee Minutes</b></p>
11.7	<p><b>ASL Minutes – 29 June 2023</b></p> <p>There were no comments noted regarding the 29 June 2023 ASL minutes.</p> <p><b>Members noted the 29 June 2023 ASL Minutes</b></p>
11.8	<p><b>ACIL Minutes - 25 May 2023</b></p> <p>There were no comments noted regarding the 25 May 2023 ACIL minutes.</p> <p><b>Members noted the 25 May 2023 ACIL Minutes</b></p>
12.	<b>AOB</b>
12.1	<p><b>BoM Portal Experience</b></p> <p>The DFDI noted that he will carry forward, to the New Year ascertaining Members experiences with the Board portal.</p>
	There was no other business to discuss, and the meeting was closed at 4.30pm
	It was noted at the end of the meeting that there were no potential impacts identified in relation to people with a protected characteristic.
13.	<b>Date of Next Meeting: Thursday 29 February 2024</b>

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

-  **28 March**
-  **30 May**
-  **27 June**
-  **29 August**
-  **26 September (AGM & BoM meetings)**
-  **31 October**
-  **05 December**

**ACTIONS**

Meeting Date	Agenda Number	Action	Who	Status
29/06/23	4.1 - 25/05/23 Minutes	30 May 23 Voices Group Minutes to be shared with Members	VK	Complete - Uploaded to BoM portal
28/09/23	6 – Annual Assurance Statement	Electrical safety testing updates to be provided and Communication and Engagement Strategy - Comprehensive update to be provided 14 December 2023 meeting	CIN MH	
26/10/23	5 – External Property Compliance Audit	BoM Members to be invited to the next HPWG meeting. Local representative to attend BoM meeting to report their findings	CIN	C/F
14/12/23	4.3 – Draft Minutes 26/10/23	Remove Ms Robertson’s ACIL declaration of interest	MB	Complete
	4.4 – Actions Matters Arising	Development session doodle poll to be circulated. Venue to be identified for development session	MB	Complete Complete
	6 - CRR	R2 & R8 to be reviewed for 29 February 2024 BoM meeting	BD	On Agenda - Complete
	7 – Standing Orders Review	Interim Finance Sub-Committee remit to be shared for discussion on 29 February 2024 BoM meeting	BD	Ongoing
	8 – Chairs Remarks	Exchange emails re: approval for supported persons move to a new property to be shared with Members for 29 February 2024	BD	Complete
	10.1 – C&S Strategy	Add - managers will have the ability to spend time with staff and practice will expand quality for the customers. For approval on 29 February 2024 BoM meeting	MH	
	10.3 – Comms & Engagement Strategy	If timeline for completion changes inform the BoM	MH	
	10.4 – Development Progress Report	Crusader Rise – Updated financial check to be carried out on the contractor and reported at 29 February 2024 BoM meeting	CIN	Complete
	11.2 – External Compliance Audit	Invite to be extended to BoM Members for the HPWG meeting Training dates to be shared with the Chair	CIN	
	12.1 – BoM Portal	Members experience with the portal to be fed back to the DFDI.	ALL	