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| **COMMITTEE MINUTE RECORD**  **Minute of:** Ark Board of Management  **Date Held:** 28 March 2024, 2.00pm  **Venue:**  Hybrid  **Chair:** Ian Logan  **Secretary:** Bobby Duffy | | | |
| **Present:** Mr Ian Logan (Chair),Ms Catriona Clarke (Depute Chair),  Ms Joanna Mansell, Mr Dave Proudfoot, Mr David Belfall,  **Remote:**  Ms Donna Downie, Ms Lucy Robertson, Mr Darcey Black and Mr Craig Unsworth (left the meeting at 3pm)  **In Attendance:** Mr Bobby Duffy (Chief Executive Officer), Mr Mark Hall (Director of Care & Support), 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**   * A pre-session took place regarding the progress being made with the AIMS project. | |
| 1. | **Welcome**  The Chair welcomed all attendees to the 28 March 2024 Board of Management meeting | |
| 2. | Apologies: Victoria Knox | |
| 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. | |
| 4. | **Items for Approval** | |
|  | 4.1 | **Minutes of Previous Meeting held on 29 February 2024**  The Chair enquired if Members had any comments or queries regarding the 29 February 2024 meeting minutes. Mr Proudfoot highlighted that Item 7 action CRR Risk 8 score should read updated to 12 and not 16. This was noted as an error and the CEO confirmed that he had updated Risk 8 to 12.  There were no further comments or queries noted and Mr Proudfoot proposed approval, and this was seconded be Ms Clarke.  **Members approved the 29 February 2024 Board of Management meeting minutes** |
|  | 4.2 | **Actions & Matters Arising**  The action list and matters arising from 29 February 2024 meeting were reviewed and the following was noted: -  14.12.23  Item 7 Standing Orders Review Interim Finance Sub-Committee Remit - C/F to 28 March 24 – The CEO informed that from the last BoM meeting that he would create a draft remit for the Finance Sub- Committee’s consideration at its meeting held on 20 March 2024 but due to the length of the meeting this item was not covered. The Chair of the Finance Sub-Committee noted that she and Mr Proudfoot have taken this item out of the meeting and are progressing with this action through the portal. This item will be C/F to the 30 May 2024 BoM meeting.  Item 11.2 External Compliance Audit Invite to be extended to BoM Members for the HPWG C/F to 28 March 24 – The DDCE apologised that this meeting has not yet been set up due to timing, item 10.3 for today’s meeting should cover this action and if it is a requirement she will arrange a meeting. Ms Robertson agreed with the DDCE and added that if not concluded today she will liaise with the DDCE to take forward.  29.02.24  Item 4.2 Actions & Matters Arising Revised CRR – It was agreed that the revised CRR would be presented to the 30 May 2024 BoM meeting. This action will be removed.  Item 5 Policies Version control and previous review dates to be added to policy cover sheets – this action will be carried forward. Overdue policies have been added to the BoM portal. This action will be removed.  Item 7 CRR Risk 8 score – discussed above. This action will be removed.  Item 10.1 C&S Strategy Objectives and Milestones Report – The CEO noted that this report is tied to the objectives for next year and will be reported to the BoM for the 30 May 2024 meeting.  Item 10.3 External Property Compliance Report – The DDCE noted that no comments regarding the property compliance report had been received. This action will be removed.  Item 10.4 Compliance Assurance Report – The CEO noted that no comments had been received regarding the compliance assurance report and this action will be removed.  Item 11.2 Business Continuity Test – The DFDI confirmed that the wording had been changed to read that the actions are reviewed and implemented before waiting on the next test. This action will be removed.  Mr Belfall enquired about the conversation that the CEO had with Linda Ewart regarding the standing orders review. The CEO advised that the discussions from Linda Ewart’s viewpoint, were around a strategic governance perspective and believes that following the BoM development day that the next logical step for the BoM is to think about the governance structure of Ark and following this process will be to update the rules and remits for the BoM. The CEO noted that next steps is for a meeting to be arranged between The Chair, CEO and Linda Ewart to agree through Linda’s facilitation how to engage in the process. The CEO added that the standing orders and governance structure should be owned by the BoM in partnership with the ET.  **Members noted the updates and status of the action list and matters arising** |
| 5. | **Policies for Approval**   1. HR12 – Parental Leave, 2. HR14 – Personal Relationships at Work  * The CEO advised that both policies have been approved through the PPRG noting that a detailed discussion had taken place at the 29 February 2024 BoM meeting in relation to the level of information that Members would like to see on the cover sheets, and this has been addressed. The CEO asked Members to approve both policies as presented. * Mr Proudfoot enquired about the distinction between personal relationships and connected persons relationship within the title for HR14 and the CEO confirmed that he will take this back to the PPRG for their consideration to ensure the title is inclusive.   **Members approved the review of HR12 and HR14** | |
| 6. |  | |
| 7. | **5-Year Financial Plan – Ark Group**  The DFDI provided an overview of the proposed 5-year financial plan for the Ark Group noting the key informers, highlights, and risks. The DFDI informed that the plan includes expanding the successful TEC pilot to focus on improving recruitment, retention and agency. The DFDI also informed the proposed plans for growing C&S and the plans for the Housing services. In addition, the DFDI noted the key assumptions being used for central overheads, the treasury management assumptions and highlighted the information regarding paying off the existing loans and the financial risks. Mr Belfall noted that he was uneasy about whether the HA grant for housing will be available in the future and other organisations much larger than Ark are reducing their development plans to reflect current challenges. The DDCE explained our smaller developments already have grant approval and future developments will be dependent on grant funding. The DDCE also noted that the Scot Gov was very supportive of the Livingston development where we received more grant for supported units. Caution. Housing surplus margin fall in last year, to do with the timing of the new builds lag in top line revenue.  **Members approved the 5 year financial plan and 2024/25 budget.** | |
|  | **Items from Chair and CEO** | |
| 8. | **Chairs Remarks**   * The Chair reminded Members who have not completed the BoM forms to do so at their earliest convenience. * The Chair advised that a training session regarding Tenants and Residents safety will be arranged for Members with Vicki Cutler and that he is keen to have this carried out as the development session at the same venue. The Chair noted that the PA will contact Members to ascertain their availability and book the venue. The Chair added that feedback from the last session is forthcoming and will be taken forward. * The Chair noted that he is hoping to attend the SFHA’s networking forum on 16 April 2024 in Glasgow and encouraged Members to attend advising that the details for the event are on the SFHA website.   **Members noted the Chairs Remarks** | |
| 9. | **CEO’s Remarks**   * The CEO advised that he had been in discussion with the SHR regarding hosting a Danish HA who are visiting Scotland with a particular interest in Housing & Social Care noting that he will provide an update to Members at the 30 May 2024 BoM meeting. 29 August what we might do in terms of hosting the visitors. * Thank you to Board for their condolences.   **Members noted the CEO Remarks** | |
| 10. | **Items for Discussion/Decision** | |
|  | **Session 2023/24** | |
|  | **Strategic Focus** | |
| 10.1 | **Customer Communication & Engagement Framework**   * The DCS little bit behind where he anticipated but this presented an opportunity to engage with the BoM. The delay is as a result of losing key members of staff, however up to that point we had made substantial progress, with the work informed by legislation. Activities have been refreshed or reviewed, through a series of meetings with teams involved. Also considered the previous tenants satisfaction survey and in total of the 29 activities identified, 16 in progress. Mr Belfall shared the example of Prospect Community Housing Association, explaining their Board was made up of, Chair, and Depute, 6 tenant members and tenants involvement was in stark contrast to what is going on in this organisation. The DDCE accepted that however reminded the Board of the nature of such small HA, community based and the difference to Ark, no real community place and wide geographic spread. Mr Belfall said he will look forward to next steps, it was an iterative approach and thanked the DCS, who explained we will continue to share engage with customers through C&S events and the Voices group. The DCS invited collaboration with members on the development of the CE strategy with the Chair confirming it was a priority for everyone. He DDCE explained that the Housing & Asset restructure created housing and neighbourhood post allocation for tenant participation and engagement, estate management, people planned event once a year and this will improve engagement with tenants.   **Members approved section 5 next steps** | |
| 10.2 | **AIMS Development**   * The DCS advised that the high-level road map he has shared with Members is a development update for their information adding that the lead for the project will take forward the key objectives and deliverables. The DCS provided a summary of the key areas of focus for the next 3 years. The Chair thanks BD for her input at today’s Pre-Board session noting it was great to hear about the excellent progress. The DCS informed that a greater reliance regarding GDPR will be placed on AIMS and highlighted its importance for business continuity. The DCS noted detailed consultation with the ACCESS group and ongoing discussions regarding their security and disaster recovery plan.   **Members noted the AIMS Development Update** | |
|  | **Property Development & Strategic Asset Management** | |
| 10.3 | **External Property Compliance Action Plan**   * The DDCE noted that the external property compliance report has been concluded and that this had been shared with Members for their information. The DDCE provided an overview of the improvement action plan noting that the priority areas have now been resolved and that all issues have been identified and will be deliverable by the new teams by March 2025. The DDCE advised that the process of compiling work for the Ark Return to the SHR will commence in April 2024 and will be presented to Members for the 30 May 2024 BoM meeting and a comparison from the previous year’s report will be discussed. A discussion ensued regarding Members receiving action plan updates and it was agreed that the DDCE would provide updates on an exceptional basis only and the Finance Sub-Committee will be informed of any issues that require immediate attention. It was noted that a track of any changes made to the plan would be beneficial.   **Members noted the External Property Compliance Action Plan** | |
|  | **Performance Reporting** | |
| 10.4 | **Development Progress Report**   * The DDCE noted we are still waiting for WL council to sign off the development which is pretty much complete, currently working with the developer to address snagging issues. Planning for handover at the end of April, although relationship with developer still a challenge and although we are behind with programme dealing with this now. Poor contract management administration, and potential for Ark to withhold funds until things are put right. Windsor Sq, soon to be starting; planners called in planning applications due to objections.   **Members noted the Development Progress Report** | |
| 10.5 | **Corporate Objectives Progress Report**   * The CEO noted that there are no significant difference to note between the February and March 2024 corporate objectives progress reports.   **Members noted the Corporate Objectives Progress Report** | |
| 11. | **Items for Noting** | |
| 11.1 | **Period 10 Management Accounts**   * The DFDI advised that the P10 management accounts had been scrutinised through the Finance Sub-Committee and that they are following the same theme as previous years. In addition, the DFDI noted that the last couple of months have been a bit challenging with high agency costs at Buckie. The DCS informed that the circumstances behind the increase was that a manager had left the service, and this has had an impact on staffing. The DFDI noted that the same Management Accounts report goes to both the BoM and Finance Sub-Committee, and it was suggested that the reports be improved.   **Members noted the Period 10 Management Accounts** | |
| 11.2 | **BoM Reporting Plan**   * The CEO noted that it had been agreed in August 2023 that a BoM reporting plan would be created before the start of the new reporting year for sign off at today’s meeting. The CEO added that the process for reviewing and developing the appropriate subject matters will be included. The CEO advised that one recommendation from the TIAA CRR audit was that the full CRR be presented to the Audit Sub only for approval then reported to the BoM. This will be addressed through the review of remits.   **Members noted and approved the BoM Reporting Plan** | |
|  | **Following Items are open to questions** | |
| 11.3 | **ACIL Exceptions Reporting**   * The ACIL Chair advised that Members had approved the annual rent review and 5-year financial plan for ACIL as recommend by the Finance Sub-Committee.   **Members agreed to ask any questions via the Board portal.** | |
| 11.4 | **ASL Exceptions Reporting**   * The ASL Chair advised that the timing of the ASL meeting is being reviewed, the rent review and 5-year financial plan for ASL have been approved as recommended by the Finance Sub-Committee. The ASL Chair also informed that 388k donation to Ark has been approved and that the DFDI has been given authority to investigate repaying the ASL loans.   **Members agreed to ask any questions via the Board portal.** | |
| 12. | **AOB** | |
| 12.1 |  | |
|  | There was no other business to discuss, and the meeting was closed at pm | |
|  | 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 30 May 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**

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| **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 30 May 24 |
|  | 11.2 – External Compliance Audit | Invite to be extended to BoM Members for the HPWG  Training dates to be shared with the Chair | CIN |  |
| 29/02/24 | Item 5 – Policies | Version control and previous review dates to be added to the policy cover sheets | VK | C/F to 30 May 24 |
|  | Item 10.1 – C&S Strategy | C&S Strategy KPI report for 28 March 24 meeting | MH | C/F to 30 May 24 |
| 28/03/24 |  |  |  |  |
|  | Item 5 – Policies | HR14 - title to be reviewed by the PPRG to ensure it is inclusive | VK |  |
|  | Item 8 – Chairs Remarks | Tenants and Residents safety training session - Date to be determined | MB | TBC |
|  | Item 11.1 – Management Accounts | Reporting format to be reviewed | SG |  |
|  | Item 11.2 – BoM Reporting Plan | Process to include Members in developmental work to be included | BD | TBC |