

Board meeting

Minutes of a meeting of the Board
At 5:30pm on **10th December 2019**

Held at:
Viewpoint Housing Association Ltd.
4 South Oswald Road
Edinburgh EH9 2HG

Board Members

Mr I Thompson, Chair
Mr T Roehricht, Vice Chair

Mrs C Jardine
Ms K Kennedy
Mrs C Lumsden

Mr D McIntosh
Ms P Russell
Mrs J Simpson

Attending

Jean Gray, Chief Executive Officer (CEO)
Howard Vaughan, Director of Finance and Assets (DFA)
Helen McMorran, Director of Business Support (DBS)
John Muir, Prospective Board member

Ann Wood, Director of Care (DC)
Esther Wilson, Director of People and Place (DPP)
Tom Mitchell, CGPM Consulting LLP

Apologies received

Minutes

Item	Subject	Action	Due Date
00	Welcome		
a	There being a quorum present, the Chair welcomed all and opened the meeting.		
b	There were no declarations of interest other than those already on record.		
01a	Minute of previous meeting		
a	The minutes of the meeting of 24 th October 2019 with one change: <ul style="list-style-type: none"> JS left the meeting after item 4. 	TM	24 th Dec 2019
01b	Matters arising and outstanding actions		
a	All actions except 9, 11, 13, 17 to 19 were considered to be closed.		
b	The Annual Assurance Statement was submitted by the due date.		
02	Minutes of sub-Committees		
a	Risk and Audit Committee TR presented the draft minute of the meeting of the RAC, which took place on 22 nd October 2019, and invited questions. The meeting noted the draft minute and the date for the next RAC meeting.		
b	Resources Committee This item was taken under AOCB.		
03	Governance Working Group		

Item	Subject	Action	Due Date
a	<p>JS advised the meeting that the GWG met on the 29 November 2019 at which the following were considered:</p> <ul style="list-style-type: none"> • Progress against the plan; • Draft Board member, Chair and Committee Chair role descriptions; • Policy on Board recruitment; • Risk management policy. 		
b	JG advised the meeting that she is due to submit the next update of the Governance Action Plan (GAP) to the Scottish Housing Regulator (SHR) in the next few days.	JG	24 th Dec 2019
c	It had been agreed to have a Strategic Plan ready for presentation to this Board meeting. However, it was considered more appropriate to align the Strategic Plan with proposed budget in the February 2020 Board meeting.	JG	11 th Feb 2020
d	The second matter that had been agreed was to have a Standing Orders ready for presentation to this Board meeting. These will go to the RAC on 28 January 2020 and then to the February 2020 Board meeting.	TM	11 th Feb 2020
e	IT asked that the report contain the number of recommendations due to be implemented in each month, this was agreed. The Board noted the GAP Update Report.	TM	11 th Feb 2020

04 Organisational change

- a CL introduced the Programme Board's update report on organisational change:
- Corporate plan and strategy;
 - Strategic planning and risk assessment;
 - Structures and organisational capability;
 - People development and support.
- b CL provided a verbal update on the most recent meeting this week. Significant progress is being made with milestones being met. Draft job descriptions are being reviewed for discussion with staff.
- c CL noted that having seen the draft internal management plan, the roadmap to the future has become very clear. The Programme Board recognises the importance of undertaking change in a phased manner to ensure that it delivers the right outcomes. The budget remains in line with milestones.
- d CL circulated the Programme risk register confirming that it is kept up to date. At the November meeting, the Programme Board asked for assurances that the redundancy process in place was robust and met all appropriate requirements.
- e JG presented a verbal update on the operational aspects of the programme. There are a number of parallel work-streams and consideration is given to ensuring that they are aligned.

David McIntosh joined the meeting

05 CAF Loan update

- a The meeting noted that the CAF funding has now been received. The RBS settlement figure, for the early redemption of the RBS loan, has now crystallised and is much better than the initial indicative figures quoted.

Item	Subject	Action	Due Date
06	Reserved matter		
a	Item 6 is a confidential matter subject to a private minute.		
07	New and revised policies		
a	Redundancy policy and procedures HM presented the revised policy and procedures on redundancy. This update removes an ambiguity from the 2018 policy.		
b	The meeting sought clarification on the following matters: <ul style="list-style-type: none"> A staff consultative group will be brought in as part of the organisational redesign. A staff consultative group is not presently in place; Consultation takes place, in any event, with any person whose post is at risk of redundancy; Reference to an external HR service remains but should be updated to reflect that VHA is bringing HR in-house; How posts are advertised to staff being redeployed as a part of the process and how then, if the position is unfilled, external advertising will take place. The Executive were delegated to modify the wording to make this clearer; The appropriate committee within a committee structure for a policy such as this to be presented for approval was considered. This policy would be presented to the Board for approval. 	HM	24 th Dec 2019
c	Following discussion, the meeting agreed that a schedule of policies be prepared and that the committee responsible for its approval, where appropriate, be identified on that schedule. The schedule will be presented to the Board annually for review and amendment.	TM	11 th Feb 2020
d	The meeting approved the Redundancy Policy as presented subject to the change noted above.		
e	Social media policy HM presented the social media policy and invited questions.		
f	The meeting sought clarification on the following matters: <ul style="list-style-type: none"> That the policy does not form part of the contract of employment but forms part of the code of conduct; The number of people likely to be authorised to speak on behalf of VHA as the draft implies more than one. The CEO may delegate an express time limited authority to engage in social media on behalf of VHA; Making clear when staff are engaged in social media on their own account and that any views expressed are in a personal capacity; In respect of personal circumstances and activities, the employer's name should not be referenced. 		
g	The meeting noted the draft social media policy; the policy will be subject to modest change to reflect the discussion held by the meeting.	HM	11 th Feb 2020
h	Risk management policy and procedures TM presented the risk management policy as presented to the GWG and considered by the group to be appropriate. TM noted four changes that require to be made to the policy: <ul style="list-style-type: none"> P4 – MHA to be changed to VHA; P5 – Audit and Risk is changed to Risk and Audit; P6 – operates should be operated; P7 – the definitions of Negligible and Minor have been reversed. 	TM	24 th Dec 2019

Item	Subject	Action	Due Date
i	<p>The meeting sought clarification on the following matters:</p> <ul style="list-style-type: none"> • Whether the policy requires to go to RAC in January, given that the Board is considering it at this meeting. There will be a degree of iteration continue whilst the policy is implemented which will be overseen by RAC; • The policy statements will be reviewed but the risk matrix is still to be considered as a part of the implementation; 		
j	The meeting approved the risk management policy and procedures as presented subject to the changes noted above.		
08	Governance report		
a	<p>HM presented the governance report and highlighted the following matters:</p> <ul style="list-style-type: none"> • The notifiable event in relation to the CAF loan agreement is now closed; • Two minor data breaches were identified. Following VHA's Data Breach Procedures, the Executive concluded that the level of risk to the data subjects was negligible and that a report to the ICO was not required; • An ARCHIE member has approached VHA to consider joint Board training sessions. The Board agreed that a joint approach was of interest; the CEO agreed to feedback further information when received. • Quarterly updates will come to the Board, at the same meeting as the Performance Report, in respect of the assurance statement action plan; • Consideration was given to updating the model rules by the GWG which is recommending moving from the 2013 version in use to the 2019 version once agreed by SFHA and SHR; • Approval was sought and given to change the date of the February Board meeting from the 4th to the 11th to ensure that the Q3 management accounts and the 2020 budget will be available; • Approval was sought and given to formally change the Audit and Risk Committee to the Risk and Audit Committee. 		
b	<p>The meeting sought clarification on the following matters:</p> <ul style="list-style-type: none"> • Whether quarterly updates are too frequent in respect of the assurance statement updates given the scrutiny of the GAP by the GWG. The improvement plan will be presented at the next meeting and a decision taken then on the appropriate frequency; • VHA's constitutional approach viz a vis the matters identified as significant differences between the 2013 rules and the 2019 rules pending approval by the AGM. The meeting noted that the 2019 rules are not yet finalised and that the 2013 rules will continue to apply. Matters highlighted will be included in the new Standing Orders; • Board should review and sign off the various registers once each year immediately prior to the production of the assurance statement, even though they are presented at each meeting. 	HM	11 th Feb 2020
		TM	11 th Feb 2020
		TM	11 th Feb 2020
c	HM sought and received approval to seek alternative locations in which to hold Board and Committee meetings. The primary driver was the need to redeploy the space presently used by the Board.		
09	Financial exceptions report		
a	<p>HV presented the financial exceptions report. Most if not all variances were in line with the position presented at the October Board meeting. The principal variances which are over budget are:</p> <ul style="list-style-type: none"> • Care home staff costs, which are stabilising; • Gas and electricity; • Routine maintenance, which is over budget due to additional void work being done. 		

Item	Subject	Action	Due Date
b	A reforecast will take place as a part of production of the Q3 management accounts and be presented to the next meeting.		
c	<p>The meeting sought clarification on the following matters:</p> <ul style="list-style-type: none"> • In the management accounts, on the housing side, the year to date looks to be relatively okay, but the forecast appears out of line. This is due to a movement from capital spend to revenue spend; • Approval was sought and was given to make the tenant balance write offs as presented in the paper. 		
10	Care home satisfaction survey		
a	AW introduced the results of the care home satisfaction survey. The survey was undertaken in summer 2019. Questions were invited on the report. The meeting congratulated AW on the excellent results reported.		
b	<p>The meeting sought clarification on the following matters:</p> <ul style="list-style-type: none"> • Work being done on improving training, planning and communication around "end of life" care. This is an area that the Care Inspectorate focus on; • A small number of communication points were raised but there appear to be no follow-up actions against them. All changes have already been made, e.g. to handover protocols, use of PCS system, etc.; • Consider a "you said, we did" communication arising from the report. AW confirmed that feedback is given to relatives' and residents' groups as well as individual feedback when the author is known; • For staff whose home language is not English, the recently introduced eLearning system accommodates training in their home language with the exam/test to be completed in English. <p>The Care Inspectorate visited Marian House very recently and awarded Grade 6 for Key Questions 1.1 and Grade 5 for Key Question 1.2 and 1.3. Grade 5 was also awarded for Key Question 5.1. The Inspector was very complimentary on the quality of care provided and the extent of training in Anticipatory Care and end of life planning.</p>		
11	Any Other Competent Business		
a	DM reported that he had been appointed as Chair of the Resources Committee.		
b	<p>The first meeting was constructive and there are five points to report:</p> <ul style="list-style-type: none"> • Once the finance team have scheduled out their reporting programme for the year, Board and Committee dates may need to move to ensure that "in-date" reports are being reviewed; • The Committee is keen to encourage any of the Executive who wish to attend Committee meetings, or particular parts of meetings, to attend, especially in the early stages; • A question that arose over what the correct Committee for Health & Safety operations and delivery is (oversight of compliance lies with RAC). A split became apparent between property-based and people-based Health & Safety; • Following on from the above point, the CEO suggested that there were two sub-committees; Risk & Audit (which would include financial aspects) and Operations, which would cover all other day-to-day operational matters relating to Housing; Assets and Care. • Time should be scheduled in for 6-12 months to review how the various committees are working. 		

Item	Subject	Action	Due Date
c	HV noted that the tender return date for the external audit procurement was 6 th December 2019. Three responses were received. The original panel date was w/c 16 th December but HV has been called for Jury Duty and the panel needs to be postponed until the start of the new year. HV asked for Board volunteers to sit on the panel; IT and TR offered their services and a panel date of 9 th or 10 th January 2020 was agreed.	HV	31 st Dec 2019
d	No further competent business was raised.		
e	JG noted that it had been a demanding few months and thanked Board members for their continued support and wished all Board members season's greetings on behalf of the Executive team.		

12 Date of next meeting

- a The next meeting will take place at 5:30pm on 11th February 2020 at a location to be determined.

The meeting closed at 7:30pm.

Approval of the minutes

Signed as a true record of the meeting, following the approval of the draft minutes by a meeting of the Board.

Date:

Iain Thompson, Chair