

Board meeting

Minutes of the meeting of the Board
at 5:30pm on **10th March 2020**

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 J Muir
Ms P Russell
Mrs J Simpson

Observers

Mr J Clyne
(potential Board member)

Attending

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

Ann Wood, Director of Care (DC)
Esther Wilson, Director of Housing and Support (DHS)
Tom Mitchell, CGPM Consulting LLP

Apologies received

Mr D McIntosh

Minutes

Item	Subject	Action	Due Date
00	Welcome		
a	There being a quorum present, the Chair welcomed all and opened the meeting. The Chair introduced Jack Clyne, a tenant and potential Board member, who is observing the meeting. Each person around the table introduced themselves.		
b	Apologies were received from David McIntosh.		
c	No declarations of interest, other than those already on the record, were made.		
01a	Minute of previous meeting		
a	The minutes of the meeting of 11 th February 2020 were approved without amendment.		
b	The minute of the private session of the Board meeting on 10 th December 2019 was approved without amendment.		
c	The minute of the private session of the Board meeting on 11 th February 2020 was approved one amendment: <ul style="list-style-type: none"> Identify the Health & Social Care Partnership referred to as CEC. 		

Item	Subject	Action	Due Date
01b	Matters arising and outstanding actions		
a	There were no matters arising not on the agenda or not included in the outstanding actions log.		
b	All actions except 13, 26, and 31 were considered to be closed. The actions on the minute of 11 th February 2020 will be consolidated onto the log.	TM	10 Apr 2020
02	Minutes of sub-Committees		
a	Risk and Audit Committee The minutes of the RAC meeting of 28 th January 2020 were noted.		
b	DFA requested two trustee volunteers to undertake the quality check on the submissions for the insurance tender. JS and TR volunteered.		
03	Strategic matters		
a	Governance Action Plan update TR provided the update as he had chaired the meeting. JG introduced the report advising that there were a small number of actions which had slipped, however none of these were deemed major issues at this time. These were primarily relating to Board evaluation, induction and training. From previous requests from Board members, the induction programme will be opened to the whole Board. There will two further meetings of the GWG, one before the programme completes and one after to ensure all aspects have been finalised and completed.	TM	30 April 20
b	The SHR has acknowledged receipt of the latest version of the Governance Action Plan. They are comfortable with progress to date and asked to be updated if any key actions slipped.		
c	The Internal Audit Review on Governance is scheduled for April and it is hoped will also provide assurance over progress.		
d	Standing Orders The CEO introduced the paper on Standing Orders. The request from the last meeting had been to review the proposed Standing Orders alongside the existing ones and proposed revisions to the Rules of the Association, the latter scheduled to be considered at the next AGM.		
f	The Board sought clarification on the following matters: <ul style="list-style-type: none"> The definition of Council on page 1 is restricted to City of Edinburgh Council. But as VHA deals with more than one local authority, should this definition be revised; Who is Chair of the Remuneration Committee? It is the Chair of the Risk and Audit Committee; The nature of the split between essential and desirable in the trustee role description; The number of times each year that the Risk and Audit Committee meets; to be updated to a minimum of 4-times; The meaning of co-option comprising casual vacancies and skills-based co-options. This is addressed in the new Rules and will not be included until the new rules are adopted post AGM; Levels of financial authority will be considered and the Standing Orders aligned to them at that point. Provision will also be made for emergency working; 		

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	<ul style="list-style-type: none"> Reference to compliance with the Model Code of Conduct issued by the SFHA/GWSF/SHR but no reference is made to OSCR. The meeting noted that OSCR does not issue a Code of Conduct. The distinction between scope and obligations required by each regulator is noted. 		
g	The meeting approved the Standing Orders and procedures as presented subject to any changes arising from the discussion.	CEO	31 Mar 2020
04	Strategic Plan		
a	The CEO introduced the revised Strategic Plan. Additional information has been included within the Plan since last reviewed. The following substantive material has been added: <ul style="list-style-type: none"> Additional information on financial matters; Expansion of the section on Care; and How the plan will be managed. 		
b	Board members complimented the Executive on the Plan, comprehensive although not lengthy it was felt this is a living document and very readable.		
c	The Board sought clarification on the following matters: <ul style="list-style-type: none"> KPIs at the end of the document will be updated once current year data is available to keep them relevant and stretching. 		
d	The Board approved the Strategic Plan.		
05	Write-off report		
a	The DHS introduced the Write-off report, noting that the format had been modified to make matters more transparent and it will be presented quarterly. The report deals with current and former tenants' debt. It is proposed to write off £26,220 of debt, the majority of which is irrecoverable.		
b	The Board sought clarification on the following matter: <ul style="list-style-type: none"> The size of two debts in particular; one being an eviction due to significant rent arrears and the other being a sequestration. 		
c	The meeting approved the write-offs.		
07	KPI targets 2020-21		
a	The DBS introduced the paper on KPI targets. The DBS highlighted a typographical error; the third item in appendix 1, the length of time taken to complete emergency repairs in Care Homes is 2.5 hours.		
b	The Board sought clarification on the following matters: <ul style="list-style-type: none"> The proposed targets were satisfactory, but they would have liked to have been able to compare the targets to performance to date in the current year; In Learning & Development, consider adding a metric to record the number of hours of training each member of staff has received. The potential barrier at this point is the absence of a corporate training plan against which to measure performance; What hours increase/decrease on page 5 means? This is the number of hours of Care delivered each week over or under the targeted 148 hours; With regards to complaints, EOD means expressions of dissatisfaction; Approval of the measure of performance versus approval of the target levels of each metric to be achieved. 		

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c	The Chair invited those Board members who are tenants to express a view on the appropriateness of the suite of KPIs to communicate the right messages to the tenant community. Both tenant Board members confirmed that the metrics proposed were satisfactory.		
d	The meeting approved the KPI metrics 2020-21 subject to reviewing the target levels once current year end output available.		
08	New and revised policies		
a	Infection prevention and control The DC introduced the policy; it is a revision based on new guidance to the content of the existing policy.		
b	The Board sought clarification on the following matters: <ul style="list-style-type: none"> The policy states that it is aimed at "all workers" in Care should this refer also to visitors too. The DC advised that the policy is aimed solely at workers in Care Homes which includes agency staff too; The policy is focussed on Infection Control in Care Homes, but this is not the only channel of interaction VHA has, e.g. care at home, the Board wished to ensure that all channels in the wider estate were covered. There is also a general infection control policy which covers the Housing side too; The document contains a lot of information. Is the style and presentation appropriate to ensure proper communication; The policy refers to identification, but the process thereafter was not wholly clear. Linkages to other policies such as training, and health & safety should be made more obvious so that there is a clear and consistent read across; 		
c	The DC confirmed that the foregoing points will be reflected upon and a further update produced and brought back to the next meeting	DC	10 Apr 2020
d	Expenses policy The DFA explained that the policy contained minor revisions to bring it up to date. The principal changes are: <ul style="list-style-type: none"> Updating job titles; Updating HMRC MAP rates; Updating expenses limits; 		
e	The Board sought clarification on the following matters: <ul style="list-style-type: none"> At 7.2 on subscriptions, these are paid for Executive and Leadership. Clarification was sought on where we require staff to hold certain subscriptions, are these paid by VHA or not. This was to be picked up in the forthcoming terms and condition review. However, the meeting concluded that it would be appropriate to address this inconsistency now; Staff have to wash their own uniforms. There is another personal tax allowance that they can claim. 		
f	The meeting approved the revised expenses policy subject to one change that is to enable all staff to recover the cost of one subscription where VHA mandates that the particular qualification is held as a condition of employment. This change to be effective from 1 st Apr 2020.	DFA	1 Apr 2020
g	Assignment policy The DSH explained that the few changes to the policy followed a legal review and in the main ensured expressing certain points more clearly.		
h	The Board sought clarification on the following matter:		

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	<ul style="list-style-type: none"> The wording on conflict of interest in section 7 inferred that the Board must approve all assignments rather than, that all assignments require Board approval. 		
i	The meeting approved the revised assignment policy subject to changing the wording on Board approval in section 7.	DHS	1 Apr 2020
j	<p>Mutual exchange policy</p> <p>The DSH explained that the few changes to the policy followed a legal review and in the main ensured that certain points were explained more clearly.</p>		
k	The meeting approved the revised mutual exchange policy.		
09 Annual report on Tenant Participation			
a	The strategy was implemented in Nov 2018. This annual report reflects on the first year of activity under the strategy. Appendix 1 contains the implementation plan; many dates have been achieved, but some have been missed and this is largely due to resourcing issues.		
b	Appendix 2 contains a more detailed review of work undertaken and planned future actions. The implementation of the strategy is a work in progress, but great strides are being made.		
c	<p>The Board sought clarification on the following matters:</p> <ul style="list-style-type: none"> The extent to which the report will be shared with tenants. Content will be made available to tenants via the website; Though not all targets are being met, there is significant progress being made; The work done by the Housing Team in Tenant Participation has been excellent and they are to be congratulated for the progress made; KPIs with a social impact will begin to be reported in the next year and not just those with a business impact; though, business KPI reporting is where the priority needs to lie for the time being; The opportunity for Board members, particularly the Chair and Vice Chair, to engage with tenants as a part of the tenant meetings; The role of co-ordinators and housing officers in attending meetings and engaging with tenants. 		
d	The Board approved the annual report on tenant participation.		
10 Matters for noting			
a	<p>Governance report</p> <p>The DBS highlighted key aspects of the Governance Report to the meeting.</p> <ul style="list-style-type: none"> The three notifiable events remain open; The SFHA conference report from the Chair; Board training, please feed in any views on short-sessions for pre-Board meeting training; The date of the next Internal Audit on Governance is from 9th April. 		
b	The meeting noted the Governance Report and the Chair's report on the SFHA Chair's conference.		
c	The Board approved the application for membership and the use of the Company Seal.		
11 Civica update			

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a	The Board had requested a report on the current status due to the issues being experienced and the difficulty in obtaining a project plan. The consultant engaged to advise on the implementation was asked to respond to VHA's concern that the product was of sufficient quality. The response was that it is market leading software.		
b	Concerns continued to be expressed by Board members that: <ul style="list-style-type: none"> The schedule continues to be pushed back; and Costs attributable to the delays continue to escalate. 		
c	The work being done by VHA's consultant will provide VHA the information it needs to move this project forward and to inform the Board in decision-making. The Board noted the Civica update report.		
12	Financial exceptions report		
a	The DFA advised that a preliminary copy of the February 2020 management accounts had just been completed. The outturn for the year will be better than forecast.		
b	Current spend is focussed on the LD1 Fire Alarm programme and contractors are completing c50 per week. By the end of March it is hoped to have completed around 500 of the 1,300 to be completed. There is also water and electrical works being carried out too. Planned maintenance work amounting to c£400k was scheduled to be completed in the final period of the financial year; it is unlikely this will be achieved.		
c	The Board sought clarification on the following matters: <ul style="list-style-type: none"> VHA having a firmer grip on progress relative to budget each year. The meeting expressed concern at the quarterly reforecasting approach, preferring instead to set a budget and track performance against that. The current approach makes tracking performance more challenging; The expectation would be for there to be no more than one reforecast per year. This will also reduce the amount of time spent by finance staff on reforecasting activity; Explanations of variances reported should be repeated for the remainder of the financial year and variances should be reported as timing or permanent; There is a need to begin meeting budgeted commitments from as early in the financial year as possible The form and content of the financial exceptions report could be improved to enhance readability and understanding. TR and one other will support HV in revising the form and content; A lot of work has gone into trying to overcome a number of staffing issues in the Assets team during the year and place VHA in a position to deliver as much as possible before the end of the financial year and to plan for next year. 		
d	The meeting noted the Financial exceptions report.		
e	The meeting agreed that VHA would move to a model of establishing a budget and up to one reforecast per year.	DFA	30 Apr 20
f	A small short-term working group will review the format of the management accounts and the financial exceptions report.	DFA	31 May 20
13	Organisational design		
a	PR and CL provided an update on the organisational design project: <ul style="list-style-type: none"> The last meeting took place at the end of February to consider progress; 		

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	<ul style="list-style-type: none"> Progress is more or less in line with the work plan with a small number of delays reported at the last Board meeting; The outline structures for the new teams were reviewed with a focus on the assets team: likely structure, redundancy of existing posts, etc.; The risk register for the project is comprehensive and it is encouraging that the number of risks are starting to reduce; Examples of the strategic plan was feeding down to management plans and thereafter to individuals' objectives were considered; Proposals relating to the Joint Consultative Committee were considered; The Short-life Board was due to come to a close at the end of March 2020. It may continue for a period beyond that date to complete the project and provide oversight of the implementation. 		
b	A paper and presentation will be coming to the next Board meeting for Board members to consider.		
c	The CEO advised that the Assets team review process has now begun; all staff have had meetings to discuss the proposals.		
d	<i>Two hours having passed, Standing Orders require that the consent of Board members is sought and given for Standing Orders to be suspended and for the meeting to continue; consent was given by Board members.</i>		
14	Any Other Competent Business		
a	<p>Coronavirus update</p> <p>The DC advised that a Coronavirus resilience team has been established. A paper was tabled setting out the meetings and decisions taken to date.</p>		
b	Focus is on guidance issued by Westminster and Scottish Governments and on taking action to implement that guidance.		
c	<p>The Board sought clarification on the following matters:</p> <ul style="list-style-type: none"> Availability of suitable PPE for staff. The DC confirmed that additional orders have been placed over recent weeks in order to prepare for potential supply difficulties. Suppliers have advised that they will supply VHA as it is an existing customer; The ability to access properties where members of the household are self-isolating. The CEO noted discussions with other Archie members about guidance. There have been enquiries to the SHR about access about access for gas safety inspections with limited advice coming back; The DHS advised that peer organisations are discussing how they can cross support each other where there are staffing restrictions or depletion of staff numbers through sickness absence due to COVID-19; Advice to complexes on holding meetings. Advice to staff has been issued around cleaning of surfaces and crockery, use of sealed confectionery only, etc. Staff have been asked to speak with tenants where they are organising events to pass on that guidance. There may come a point where communal facilities have to be closed by VHA; Guidance issued to staff and residents needs to be evidence led. Advice to tenants and residents where they have guests who have come from a higher-risk country and are presenting with symptoms, mild or otherwise. The DHS noted that at present everyone should follow the advice issued by government. 		
d	The CEO will keep Board members updated on the status of preparations for, and issues arising from, the COVID-19 situation.	CEO	Ongoing
e	No further competent business was raised.		
15	Date of next meeting		

Item	Subject	Action	Due Date
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a The next meeting will take place at 5:30pm on 21st April 2020 at Head Office.

The meeting closed at 7:50pm.

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.

Signed:

Date:

Iain Thompson, Chair