

Board meeting

Minutes of the meeting of the Board
at 5:30pm on **21st April 2020**

Held via:
WebEx video conference

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)

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

Apologies received

Mr J Muir

Minutes

Item	Subject	Action	Due Date
00	Welcome		
a	There being a quorum present, the Chair welcomed all and opened the meeting. Following agenda item 3 there will be a short break.		
b	Apologies were received from John Muir.		
c	One declaration of interest was made in addition to those already on the record. Iain Thompson declared an interest in item 5, that his son is employed by Skyrora.		
01a	Minute of previous meeting		
a	The minutes of the meeting of 10 th March 2020 were approved with one amendment: <ul style="list-style-type: none"> 08g, 08i, 08j – change DSH to DHS. 		
b	The minutes of the private session of the Board meeting on 10 th March 2020 were approved without amendment.		
01b	Matters arising and outstanding actions		
a	There were no matters arising not on the agenda or not included in the outstanding actions log. <i>CL joined the meeting</i>		
b	All actions except 26, 33, 34, 48, 50, 51 and 52 were considered to be closed.		

Item	Subject	Action	Due Date
02	Governance Action Plan		
a	The GWG has not met since the last board meeting. There remain a small number of incomplete actions from the GAP. The DBS and TM have discussed the completion of the programme. The final meeting of the GWG is planned for the first week of May.		
b	<p>Three papers are planned to be presented to the GWG:</p> <ul style="list-style-type: none"> • Formal transfer of business as usual actions into normal business activities; • Risk and risk appetite; and • Training needs assessment. 	HM TM	5 May 2020
c	If these three papers are acceptable to the GWG, the GAP will be able to be signed off as complete from their perspective and to recommend Board sign-off of completion.		
d	<p>The meeting considered the following matters:</p> <ul style="list-style-type: none"> • Formal sign-off of GAP completion at the next Board meeting; • That there is a short delay due to the impact of COVID-19; and • That no reaction concerning progress from the SHR has been received to date. 		
03	COVID-19 Update & Resilience Actin Plan		
a	The CEO outlined how resilience is being managed at VHA and that the Directors would each provide an overview of activities in their area to the meeting. There are a number of empty beds across VHA's Care Homes; these are due to the inability to transfer in new residents at this time. Work will begin shortly to evaluate the impact of COVID-19 on VHA's financial position.		
b	The executive has considered furloughing, there are relatively small numbers of staff being placed on furlough leave at present. There are also a number of staff who are shielding or in self-isolation. Some staff are concerned about their own health situation and those of loved ones and as a result we are having to deal with a large number of staffing issues weekly. However it has to be recognised that staff have been outstanding in their commitment and the Board wished to record its grateful thanks for their continued dedication and contribution. There have been a number of logistical issues around commencing staff COVID-19 testing. PPE also remains an issue but we are sourcing from wherever possible.		
c	The CEO considered that VHA was, broadly, in a good place; there was no room for complacency as each day brought fresh challenges and it is important that we look at our future plans for business continuity. The SHR is asking for a monthly return to be completed; they also asked for each case in a Care Home to be advised as a notifiable event, but this has now been relaxed. The Care Inspectorate seek an update on staffing, residents, tenants in registered services, and cases on a weekly basis.		
d	Funding has been made available by Viewpoint Trust to enable provision of foodstuff to those in difficulty via Bidfood, if required. The CEO thanked the Board for their prompt response to her request for an Emergency Fund.		
f	Housing Support		

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	Though not meeting with tenants or undertaking home visits other than in emergencies, all staff are contactable via telephone or e mail. Due to the end of the annual leave year, several staff were on holiday during March; some had been overseas and, on their return, had to self-isolate. There are also now some staff going through a second period of self-isolation as different family members exhibit fresh symptoms.		
g	Staffing across Housing Support is in a positive place, with Housing Officers working from home. The Care at Home services is working, and no cases have been reported. A very small number of specific agency staff have been contracted to supplement staff resource. PPE remains a concern, but the position is improving.		
h	Calls to all tenants have been helpful and all staff are now following up on the matters which came out of the calls. There are only a handful of additional Universal Credit claims which have arisen. There are no significant issues with tenants accessing food. Two avenues are being pursued: one with Bidfood as an emergency backstop, and with the third sector who are coordinating a food network across Edinburgh. VHA may contribute use of its vehicle fleet to this.		
i	With the changes to the public transport schedule, VHA has had to be more creative in how it is assisting staff surmount difficulties with travel to work.		
j	Care Services There have been several changes to the position since the report was published to the Board on the 14 th April.		
k	St Raphael's was the first home to have positive COVID-19 cases. Any person showing symptoms is being tested. There have been deaths in St Raphael's but none are COVID-19-related. There are currently seven empty beds. More than 30 staff have been self-isolating or are considered to be high risk. There has been sufficient PPE available over the past 3 to 4 weeks and there have been further deliveries in the past few days.		
l	Marion House has no COVID-19 positive residents. There are currently five empty beds. Around 15 staff have been self-isolating or are considered to be high risk. There are sufficient stocks of PPE at present.		
m	Lennox House has several COVID-19 positive cases and there has been one COVID-19-related death. There are currently three empty beds. There is a structural comparison with St Raphael's in that all cases were within one sub-unit; at Lennox House, the building design is different with long corridors and is less easily managed. Almost 30 staff have been self-isolating or are considered to be high risk. There are sufficient stocks of PPE at present.		
n	The Care Inspectorate as well as asking for statistical reports on resident cases, are now asking for statistical reports on staff absence and reasons for absence.		
o	Two members of staff were having issues with getting to work; they were able to travel from home to Edinburgh but were unable to get a connection from the city to the care home in which they worked. Alternative provision has been made for these and a small number of other staff members with similar challenges.		
p	The meeting discussed the following points:		

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	<ul style="list-style-type: none"> The challenges in maintaining contact with staff and monitoring systems to ensure their difficulties are understood and ameliorated where possible; Multiple instances of self-isolation where family members are experiencing symptoms at wide intervals; A protocol for discharges from the NHS has been developed which will enable admissions to care home. . Admissions to Marian House are possible now and also to St Raphael's once it is declared COVID outbreak free. The reason for not accepting discharges several weeks ago was that there was no discharge from hospital testing with the consequential risk of bringing COVID into a care home coupled with the very high anxiety levels among staff due to concern for themselves, their families and the residents in the care homes. It was agreed at Executive level that we would not consider taking any new residents until the correct protocols were in place. The extent of flexibility in VHA's costs in accepting discharges: Each case is assessed on the needs of the potential resident and if the assessment identifies a need for enhanced care a higher room rate would be discussed with the Local Authority and/or the family. This currently happens for Cunningham House admissions which has a higher ratio of staff to residents. The split between Local Authority to Private residents is currently around the benchmark; The current policy on visitation rights in relation to end of life visits is that families are able to visit, they complete a questionnaire on their health, are provided with PPE and they can sit with their family member. Visits are managed in such a way so as to avoid movement through the main part of the home. 		
q	<p>Finance and Asset Management</p> <p>The focus has been on supporting the front-line service where possible. Both teams are working from home. Assets are only accepting emergency calls at this time. The new contract with R3 commenced on 1 April 2020. The non-emergency calls are being logged and once the lockdown ends, they will be routed to R3 in priority order.</p>		
r	<p>Landlord health & safety checks are still being done where possible. The landscape contractor is beginning to bring in single workers to improve the local environment e.g. grass cutting, in the complexes.</p>		
s	<p>Work has been going into keeping suppliers onside with regular payments from the purchase ledger. It is positive to note there is no noticeable fall off in income other than lower occupancy in the care homes. Some 'business as usual' work is also taking place, for example, year-end accounts.</p>		
t	<p>The meeting considered the following matters:</p> <ul style="list-style-type: none"> The effect of the drop off in care income of c£15k per week (c.f. budgeted weekly under-occupancy of c£5k) and the consequential impact in 2020-21. The impact may be c£0.5m; ordinarily this would be accompanied by staff reductions, but at this time staff increases are taking place. Room vacancies are not due to lack of demand so they will be filled in due course; We continue to look at financial scenario planning and as we move towards the end of lockdown greater certainty will be able to be determined with greater clarity. The board felt that it was important that they consider and discuss the scenarios within a reasonable 		

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	<p>timeframe. Current modelling is based on current parameters, e.g. vacancies, agency costs, etc.;</p> <ul style="list-style-type: none"> • The demands on the finance team to generate the financial planning and the consequential impact on the business to provide information required to support the planning work; • The impact of the COVID-19 shutdown on the ability to deliver the capital spending plans this year and the effect on tenant and resident confidence in planned service improvements; • The impact of suppliers going under during the current crisis and the potential impact on the cost base where new suppliers are appointed; • The audit schedule, the impact of remote audit work, the impact of slippage of the schedule and the need to try to adhere to the schedule in order that focus can then be on financial modelling; • The availability of government-backed schemes to provide grant or additional support to assist VHA through. 		
u	<p>Business Support</p> <p>The focus has been on supporting the front-line service where possible. Information Technology has been focussed on deploying remote working and ensuring that it is operating properly. A member of the team has been sourcing PPE.</p>		
v	<p>The new HR Manager took up her role two weeks before the crisis began and has been inundated with supporting colleagues in HR matters.</p>		
w	<p>The meeting sought clarification on:</p> <ul style="list-style-type: none"> • Understanding the extent to which VHA is being left to its own devices to seek supplies of PPE. • Consideration of the amount of TOIL that people may be incurring (or holiday not taken) to ensure that VHA continues to deliver to tenants and residents, steps being taken to manage this and ensure that the service is not understaffed as TOIL/holiday is recovered; 		
x	<p>The resilience action plan provides the audit trail of the work that is being done and steps taken. The SHR is provided with a copy each week.</p>		
04	<p>Civica update</p>		
a	<p>The VHA consultant has worked closely with the staff team to establish the current position. VHA is now at the stage where the next steps for the consultant is to engage directly with Civica and stimulate progress. The consultant knows Civica and is well-placed to drive change in the relationship and implementation.</p>		
b	<p>The meeting sought to understand:</p> <ul style="list-style-type: none"> • The extent to which the consultant requires additional time to understand the organisation and how it does things. The DFA assured the meeting that consultant is familiar with VHA already; • If the consultant has a conflict of interest due to the extent of her past involvement with Civica whilst now representing VHA. The DFA explained why there was no conflict of interest; • How the maintenance officers working from home can be leveraged for the time being utilising their capacity to benefit the Civica project; • Responsibility for the implementation project plan remains with Civica. 		

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05	Governance report		
a	<p>Governance report</p> <p>The DBS introduced the paper and stepped through the report page by page giving Board members the opportunity to ask questions.</p>		
b	<p>The meeting discussed:</p> <ul style="list-style-type: none"> An update of the contingencies VHA put in place in relation to the notifiable event on the report of 10th April was provided JS advised that in respect of the ordinary written resolution her emailed agreement was not attached to the resolution in the Board pack; this will be added in 		
c	The Board approved the Terms of Reference of the Operations Committee and the appointment of Carol Lumsden as the Chair of the sub-Committee.		
d	The Board approved the 2.5% increase in the essential car users' allowance.	DFA	30 Apr 2020
e	IT, having declared a conflict of interest, did not take part in this item. The Board approved the appointment of Skyrora as a supplier of PPE.		
f	DM noted, in the current circumstances, the responses of other organisations to COVID-19 include ethics, operational and financial resilience committees being put in place. He posed the question if there were any changes to the governance structures that may be required to ensure that VHA maintained the highest standards of governance. The COVID-19 resilience meetings record the relevant business activity and ongoing requirements, and the Resilience Action Plan and minutes of the Corporate Resilience meetings provides a suitable audit trail.		
g	Following discussion, the meeting agreed that the governance structures in place remained appropriate and that no further action was required for the time being. The matter would be reviewed again in June 2020		
h	TM noted that an area where a number of organisations were having a potential issue in finalising their accounts is in confirming Going Concern; to prepare accounts on a Going Concern basis, the governing body has to consider evidence that it will be able to remain viable for a period of 12 months from the date of signing of the accounts.		
i	The DFA was less concerned about Going Concern in VHA's particular case and considered the arrangements to be able to hold a physical AGM could be more significant. These matters would be discussed with the auditor in due course.		
j	The DFA noted that the accounts for 2019-20 look to be aligned with the management account data last reported. The valuation of the investment portfolio from Brewin Dolphin shows a 12% decline since the crisis began; it an unrealised loss but will have an impact on the accounts. TM described the volatility in the market which has resulted in some portfolios losing up to 25% of their value with dividend income reductions expected of around 30-50%. Advice from most managers is to ride out the volatility if possible.		
k	The meeting agreed that Brewin Dolphin should not attend the RAC meeting as had been planned; they will be invited to the following meeting.	DFA	30 Apr 2020

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I	The DFA also advised that the impact of the current crisis on the Pension Deficit will not be known until mid-May 2020. This is also an unrealised gain/loss.		
07	Executive report		
a	The CEO introduced the paper advising that the aim was to focus on business as usual matters. The Organisational Design programme has had to be paused temporarily pending a return to "normal" working. The directors have provided detail from their own services and questions were invited from Board members.		
b	The two Care Inspectorate reports were excellent and Board members wished to record their thanks to the teams involved and congratulated the Director of Care. The remarks in the report on communication were very positive and that residents and their relatives were closely involved. It was also good to see completion of recommendations and improvements being recognised by the inspection team.		
c	The meeting considered the following matters: <ul style="list-style-type: none"> The frequency of phone calls to tenants from co-ordinators. Coordinators were asking tenants what follow-up they wished. Consideration should be given to repeat calls to those who had not requested any follow-up; Having suffered a death from COVID-19 staff are being briefed on how to deal with approaches from the media. The Care Inspectorate has advised of reports of journalists posing as members of the Care Inspectorate. Staff are fully aware of the sensitivity and that they should not respond, instead referring enquiries to the office. 		
08	Organisational Design Project		
a	The matter has been covered in the executive report. The one thing to add is that the Board understand what the outcomes of the process are as well as the outputs. This will be addressed more fully in the evaluation which is the next element of the process to take place.		
9	Any Other Competent Business		
a	No further competent business was raised.		
10	Date of next meeting		
a	The next meeting will take place at 5:30pm on 26 th May 2020, most likely via video conference.		

The meeting closed at 7:35pm.

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