

Board Meeting

Minutes of the meeting of the Board
at 5:30pm on **16th August 2022**

Board Members

Mr I Thompson (Chair)
Mrs C Jardine (virtual)

Mr L Parry (virtual)
Mrs C Lumsden

Ms P Russell
Mr D McIntosh

Attending

Jean Gray, Chief Executive Officer (CEO)
John Bain, Director of Business Support (DBS)
Bianca Culbert, Corporate Support Administrator
(minute)
Stuart Mclvor (observing)

Ann Wood, Director of Care (DC)
Howard Vaughan, Director of Finance (DF)
Esther Wilson, Director of Housing and Support (DHS)
Allison Devine, Alexander Sloan (AD – virtual, part)
Joanna Voisey (observing)

Apologies received

Mr J Muir (leave of absence)
Mr T Roehricht
Mr J Clyne

Mr Tom Hainey, Director of Assets (DA)
Ms K Kennedy

Minutes

Item	Subject	Action	Due Date
00	Welcome		
a	There being a quorum present, the Chair welcomed all and opened the meeting.		
b	Apologies were received from the DA, KK, JC and TR. JM is currently on a leave of absence.		
c	The meeting started with introductions for Mr Stuart Mclvor and Mrs Joanna Voisey who both observed today's Board Meeting with a view to potentially standing for election to become Board members at the AGM on 20 September 2022.		
d	There were no conflicts of interest noted other than those presently on record.		

Item	Subject	Action	Due Date
01a	Minutes of previous meeting (28.06.2022)		
a	The minutes of the meeting on 28.06.2022 were reviewed and approved as an accurate record.		
01b	Matters arising and outstanding actions		
a	All outstanding actions were considered closed.		
b	Action 04e: The CEO will arrange for the Chair of Blackwood to present on ESG at a future Board meeting.		
c	There were no other matters arising which were not on today's agenda.		
01c	Risk & Audit Committee Update (verbal)		
a	The Risk and Audit Committee met again on 26 July. They discussed treasury management, Statutory Accounts (DF to follow up on pensions) and Risk Register/risk appetite. The minutes will be circulated to the full Board once available.	CSA	asap
02	Financial Papers		
a	<u>Statutory Accounts 31 March 2022</u> AD of Alexander Sloan attended the meeting to speak to the Statutory Accounts, Letter of Representation and Audit Summary Report/Management Letter, all of which were already discussed at RAC and considered finalised for the Board to approve. There were no questions or comments on the Statutory Accounts, which were approved unanimously as presented.		
b	Most clauses within the Letter of Representation are considered standard.		
c	Clause 19 relates to our pension scheme. We are currently unable to estimate any additional liabilities arising from changes to member benefits. Therefore, a contingent liability was included in our financial statements.		
d	Clause 24 relates to grants claimed under sustainability funds. Rules and guidance for claiming changed a few times, but there were no concerns about any of our claims or indications that any of those may be repayable.		
e	There were no questions or comments on the Letter of Representation. All agreed for the Chair to sign this off on behalf of the Board.		
f	The Audit Summary Report/Management Letter is now more detailed than it was previously. It confirms that there were no threats to objectivity and gives a summary of key audit issues and as well as conclusions on individual matters and adjustments to our Financial Statements.		
g	Page 9 highlights an action for the Finance team in relation to component replacement additions and disposals, which will be addressed in 2022-23.		
h	There were no questions or comments on the Audit Summary Report/Management Letter, which was approved unanimously as presented.		
i	Following full Board Approval of all year-end accounts the DF will obtain all relevant signatures prior to the AGM on 20 September 2022.	DF	13.9.2022
j	*** AD left the meeting. ***		

Item	Subject	Action	Due Date
k	<p><u>June 2022 Management Accounts</u></p> <p>The management accounts for June were already discussed with the FR SLWG on Thursday 11 August and were largely in line with expectations. Planned maintenance spend was noted to be a bit low, which should balance out over the year.</p> <p>The management accounts for June were approved unanimously as presented.</p>		
l	<p><u>Reforecast Budget 2022/23</u></p> <p>The reforecast budget was already discussed with the FR SLWG on Thursday 11 August. Two scenarios were considered – one Redacted, which would result in a £338K deficit, and one Redacted, which would result in a £4K surplus.</p> <p>Board members confirmed that they were satisfied with the assumptions used for the Reforecast Budget, which will be kept under review.</p> <p>The Reforecast Budget was approved unanimously as presented.</p>		
m	<p>We continue to very comfortably meet our covenant with CAF Bank, which covers the following areas:</p> <ul style="list-style-type: none"> - Net interest payable – 107.8 against a target of 1.1. - Security cover to bank indebtedness – Loan of £4.6M is secured with Gillespie, which was recently re-evaluated at £6.61M. - Gearing (liabilities/assets) – 39% against a target of 60% max. <p>We will give a narrative to CAF bank.</p> <p>A breach of the covenant would be notifiable to our regulator.</p>		
03	(confidential item)		
	This item was confidential and as such subject to a private minute.		
04	Risk Register and Risk Appetite		
a	The Risk Register still requires some minor amendments following discussions with RAC.		
b	<p>Risks in 3 out of 4 areas were noted to be quite far outwith appetite – Beneficiary, Compliance and Resources.</p> <p>Risks, as shown on the spider graph, are worst case items, rather than average, scores in each category which portrays the discrepancy as more severe than it actually is.</p>		
c	Our highest scoring risk in the Beneficiary category is our contract with our gas supplier. We have a very good deal with them, and the risk would only materialise if they stopped delivering gas. This would raise issues around affordability, as the inevitable price increase would need to be passed on to our tenants. This risk can therefore be considered a contingent risk, so the DF suggested downgrading its scoring, currently 12. The scoring for appetite (currently 3) appears appropriate.		
d	<p>EESH2 also consists a contingent risk. We recently reviewed all key contracts, which should give us some shorter term protection. Our largest contractor, have already increased their prices in April.</p> <p>This risk will likely remain relevant for at least a year, so we will require to tolerate and manage this. As this consists a wider societal risk rather than a</p>		

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	risk unique to Viewpoint, we could consider changing our appetite for this risk.		
e	The Risk Register was approved unanimously as presented.		
f	The group has previously agreed to review the format of the Risk Register annually. It was felt that this could be improved in terms of correlation of figures with matrices and each other. We could show an average, rather than most extreme, risk to give a more accurate impression of our risk appetite in relation to risk scores. We could change the heat map to show extremes, while the spider graph could be displaying a better balance. We could also include velocity of risks. The table was considered an accurate representation of our risks and mitigation strategies		
	The Chair will discuss the Risk Register with JB.	Chair	asap
05	Internal Management Plan		
a	The Internal Management Plan was based on the previous template, which was populated with new objectives.		
b	Actions for the Assets Team were noted to be few, which is due to the DA having taken a more operational role in the absence of the HA, who has now returned to work.		
c	The actions around review of care homes relate to our whole approach to care, going forward, with considerations of the National Care Service, future sustainability of our current model and potential additional models.		
d	There were no further comments or questions on the IMP, which was approved unanimously as presented.		
06	CEO Update Report		
a	Our Annual Assurance Statement is due to be submitted to our regulator by 31 October 2022. We will arrange a subgroup and more than likely an extraordinary Board Meeting to approve this. Last year, we had assistance from an external consultant, who provided us with feedback and a useful template as well as some recommendations. A full validation exercise is recommended every 3-4 years. Performance and KPIs are reviewed by a Board every quarter and are relevant in assuring the Board in operational performance and compliance.		
b	The Regulator has now provided some guidelines in relation to equalities information, and we have started to consider what kind of information to gather. Our approach to the collection of Equalities information will be included in the Annual Assurance Statement. Equality Impact Assessments are now included in all our policies.		
c	The CEO has shared some information about a Board Member Induction Programme, which was pulled together by ARCHIE and is intended to be a good networking opportunity, this will be hosted by POLHA. There appears to be no other cost in attending other than people's time. The CEO invited feedback by email directly to herself.		
d	The work in City Park on fire safety compartmentation etc. remains ongoing. Any issues arising are being addressed in partnership between Assets, Housing and external contractors.		

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e	The Stock Condition Survey will be discussed tomorrow between the HA and Hardies, who have a list of properties they need to prioritise.		
07	Performance Report – Q1 2022/23		
a	The Performance Report was presented in the new format agreed in May 2022, which was received well by all. It shows KPIs and targets, with narratives where appropriate.		
b	<p>Graphs showing average stay of our care home residents was still included and may help with financial projections. People who are with us for longer are more likely to drop from self-funder status to local authority funded status. We will add some narrative on the trajectory in the next Performance Report.</p> <p>The average stay of our care home residents is falling - currently less than a year, as people are moving to care homes do so for end of life care.</p> <p>We are currently considering our cost of care model.</p>	DC	8.11.2022
c	The DA will provide narrative on work orders performance.	DA	8.11.2022
d	We also still need to install about 100 fire alarm systems, many of which were delayed by access issues and asbestos work.		
08	Write-off Report		
a	<p>The DHS requested Board approval to write off a total figure of £2,070.83, which was unanimously approved by the Board.</p> <p>Accumulative figures and resource implications are now noted as requested at the Board Meeting in February.</p>		
b	The Board also noted the write-offs and write-ons already approved under delegated authority as listed in Appendix 1.		
09	Governance Report		
a	<p>We have started to plan for the AGM, which will be held on 20 September 2022. The venue will be confirmed shortly and will likely be Colinton Bowling Club.</p> <p>A third of all Board Members will be required to retire from the Board. CJ and JM have confirmed that they will step down from the Board at the AGM. TR has agreed to stand for re-election, as has LP, who is currently co-opted. Up to three potential new Board members will also seek election to the Board.</p>		
b	<p>We have reviewed our shareholder list and requested for the Board to approve the removal of some shareholders, as well as the approval of two new applications to become a shareholder.</p> <p>Those changes were approved unanimously by the Board. The CSA will update the shareholder list accordingly.</p>	CSA	19.8.2022
c	<p>As per Viewpoint Rules (Rule 68), the Governance Report includes an Annual Declaration from the DBS as Company Secretary about compliance.</p> <p>The Board confirmed that they acknowledged the compliance with Rule 68 has been provided as required..</p>		
d	<p>Board Members were invited to note their interest in attending upcoming conferences.</p> <p>The Chair, CL and DM expressed a wish to attend the SHFA Governance Conference on 4 October 2022.</p>		

Item	Subject	Action	Due Date
10	AOCB		
a	The Board approved the updating of the list of signatories with Brewin Dolphin to remove Jackie McDonald and Roger Stewart and add CL and TR as Chairs of the 2 subcommittees.	DF	asap
b	<p>We have now received the monies from Santander and Nationwide, which we previously agreed to reinvest into several shorter terms BBB+ accounts - £5M in total.</p> <p>Under those conditions, we only managed to invest £3.5M. Therefore, the Board approved for the remaining £1.5M to be paid towards our fixed term loan with CAF Bank.</p> <p>This will require 3 months` notice and not incur a penalty. Interest on this loan will move to a variable rate in November, and we may be able to fix rates again then.</p>		
c	<p>This being CJ`s last Board meeting before she will step down at the AGM, the Chair thanked CJ for her contributions over the last years. CJ originally joined the Board to help us out and ended up serving almost 3 years as a Board member.</p> <p>The CEO extended her personal thanks for her very valuable contributions in relation to some very difficult challenges, adding that she always found it extremely helpful to have a fellow CEO on the Board.</p> <p>CJ stated that she enjoyed her time as a Viewpoint Board member and values the experience. Unfortunately, the time commitment will not fit in with part time work.</p>		
d	This being also the last Board meeting with JM as an official member, the Chair and CEO thanked JM for his time and contributions as a tenant Board Member. Viewpoint value their tenant Board Members very highly, and the contributions of JM were considered exceptional.		
11	Date of next meeting		
a	The Annual General Meeting will take place on 20 th September 2022 at 2pm; followed by a short Board Meeting – venue Colinton Bowling Club.		

The meeting closed at 7:16pm.

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:

20.9.2022

Iain Thompson, Chair