

Board Meeting

Minutes of the meeting of the Board
at 5:00pm on **15th November 2022**

Board Members

Mr I Thompson (Chair)
Mr SR McIvor
Mr T Roehricht

Mr L Parry (virtual)
Mrs C Lumsden (virtual)
Mr J Clyne

Mr S Robertson
Mr D McIntosh

Attending

Jean Gray, Chief Executive Officer (CEO)
John Bain, Director of Business Support (DBS)
Bianca Culbert, Corporate Support Administrator
(minute)
Ruth McLennan, Smith Scott Mullen (item 1)

Ann Wood, Director of Care (DC)
Howard Vaughan, Director of Finance (DF)
Esther Wilson, Director of Housing and Support (DHS)
Tom Hainey, Director of Assets (DA)
David Aitken, Head of Finance (HF)

Apologies received

Ms K Kennedy
Ms P Russell

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 KK and PR.		
c	RM and JC declared a conflict of interest regarding item 3a – Proposed Rent Consultation. CL declared a conflict of interest regarding item 10g – request for leave of absence. There were no other conflicts of interest noted other than those presently on record.		

Item	Subject	Action	Due Date
01	Presentation on Feasibility Study at South Oswald Road		
a	Ruth McLennan at Smith Scott Mullen Associates attended today's Board Meeting to present on the recent feasibility study carried out at South Oswald Road.		
b	The chair thanked Ruth McLennan and the Executive Team for providing a great starting point for wider strategic thinking. The Board look forward to the next phase when further detail and costings have been added for each of the selected options, with consideration of longevity/fitness for purpose into the future for different levels of retrofitting. ***After responding to questions from the Board, Ruth McLennan left the meeting.***		
02a	Minutes of previous meeting (20.09.2022)		
a	The minutes of the meeting on 20.09.2022 were reviewed and approved as an accurate record.		
b	The private minutes of the meeting on 20.09.2022 were also reviewed and approved as an accurate record.		
02b	Matters arising and outstanding actions		
a	All outstanding actions were considered closed or in progress.		
b	Action 06c: The DA will provide more narrative on variations for the next Board Meeting.		
c	(redacted)		
d	Action 00c: Those who have not yet done so were reminded to return their annual declarations of interest and codes of conduct to the CSA.		
e	There were no other matters arising which were not on today's agenda.		
02c	Risk & Audit Committee Update (verbal)		
a	The Risk and Audit Committee met on 25 October.		
b	TR was elected Chair. SR joined as a new member, so RAC now consists of 4 members.		
c	The group discussed the following items: <ul style="list-style-type: none"> - The Annual Assurance Statement was approved and submitted - The internal audit of our payroll system concluded with very strong assurance and generated no recommendations. - The internal audit of our cybersecurity concluded with substantial assurance. The DBS will pass on the full report once received. - The group reviewed its TOR and made some minor modifications. - The group approved the updated Risk Register and suggested upgrading the risk of long term care home voids back to red for now given the situation around Lennox House. - The group also considered the Treasury Management report, H&S report, Landlord H&S report and approved 6 H&S policies. 	DBS	18.11.2022
03a	(confidential item)		

Item	Subject	Action	Due Date
	This item was confidential and subject to a private minute.		
03b	(confidential item)		
	This item was confidential and subject to a private minute.		
03c	Q2 Management Accounts and Reforecast		
a	The Q2 Management Accounts and Reforecast were subject to a robust discussion by the FR SLWG on Friday.		
b	In terms of the management accounts, the general direction of travel continued: housing voids are decreasing, routine maintenance has increased slightly but is offset by reduced planned maintenance, and the overspend on care home staff continues.		
c	(redacted)		
d	(redacted)		
e	There being no further questions, the Board unanimously approved the management accounts and reforecast, subject to the changes agreed with the FR SLWG on 11. November 2022.		
03d	(confidential item)		
	This item was confidential and subject to a private minute.		
03e	FR SLWG Agenda for 11.11.2022, FR SLWG Minutes from 11.11.2022, 11.8.2022 and 26.7.2022		
a	The minutes from previous FR SLWG meetings were noted.		
04	(confidential item)		
	This item was confidential and subject to a private minute.		
05	Internal Management Plan – Q2		
a	The IMP was updated for Q2 using assumptions based on our best knowledge. The Board is aware of current constraints including sickness absence. There were no questions.		
06	CEO Update Report		
a	The Board noted the CEO report, which was completed by the CEO and members of the Executive team for their respective remits.		
b	Given the current uncertainties and operational issues demanding peoples` attention, the group agreed for the Away Day to be rescheduled to late January or February. The CSA will consult on new dates shortly.	CEO/CSA	13.12.2022

Item	Subject	Action	Due Date
c	The group congratulated the care team on achieving straight Grades 5s for the CI inspection in Marian House. This was considered a significant achievement, particularly given the very intense approach used.		
07	Care Home Resident Satisfaction Report		
a	We used to issue a Care Home Resident Satisfaction survey every year, but this was not deemed appropriate during, or immediately after, the pandemic, so the survey has not been undertaken since 2019. This summer, we issued 119 questionnaires, of which 51 were returned. This consists a decline in engagement compared to previous years.		
b	Care home residents and relatives were generally satisfied with their care and environment, although Lennox House did not fare quite as well as St Raphael's and Marian House.		
c	The Board complimented the team on the very full report on the output, and there were no questions.		
08	Performance Report – Q2 2022/23		
a	The Performance Report consists a collaboration among all departments, completed in a format agreed by the Board. Where performance decreased, a narrative was included.		
b	The Chair thanked the care team for including the graph showing average length of stay in care homes which he found very useful.		
c	Since April, our voids have decreased from 82 to 40 empty properties. Average letting times are still affected by a backlog of long term voids which were in the system for over 300 days. This figure will drop as more of those properties are let. Delay reasons include changing demand post pandemic and properties requiring work.		
d	The DA will provide further narrative on variations for the next Board meeting.		
e	There were no further questions or comments on the Performance Report.		
09	Write-off Report		
a	The DHS requested Board approval to write off a total figure of £5,266, which was unanimously approved by the Board.		
b	The Board also noted the write-offs and write-ons already approved under delegated authority as listed in Appendix 1. *** The Chair asked for Board approval to continue the meeting beyond a duration of 2 hours, which was approved unanimously. ***		
10	Governance Report		
a	The Chair has authorised the designation of the Queen's Funeral as a public holiday.		
b	The Vice Chair has authorised a compensation payment to a resident whose room was flooded		
c	There are still 2 notifiable events outstanding with the Regulator and 2 new notifiable events will be raised as per item 4.		

Item	Subject	Action	Due Date
d	<p>The DBS reiterated his invitation of any notes of interest for the virtual training "Introduction to Net Zero for Housing Association Boards" on 30 November to himself.</p> <p>All Board members will be invited to attend H&S Training from ACS, which is specifically for housing associations and likely to be held on 22nd February 2023 - 90 min virtual session.</p>		
e	Following review of our shareholder list, the Board approved the removal of 10 shareholders as per Governance Report. One subsequent removal request from our tenant Sarah MacDonald was also approved.		
f	2 new shareholder applications were approved as per Governance Report; and new share certificates were issued.	?	
g	CL has requested 3 months` leave of absence starting 1st December 2022. This was approved unanimously.		
h	<p>The FR SLWG has been meeting since the beginning of the pandemic and was considered very helpful by all. It was previously suggested to either incorporate its remit into RAC, or formalise the group by implementing a separate Finance Committee to replace the FR SLWG. The Board agreed that there is a role for a separate Finance Committee, which should meet bi-monthly. TR/DF will draft a suggested TOR for consideration.</p> <p>Members of the Executive Team can attend Committee meeting as required.</p>	TR, DF	13.12.2022
i	<p>The Board approved the 2023 committee calendar, and the CSA will extend invitations asap.</p> <p>The dates for the H&SCG will be brought in line with the Operations Committee rather than RAC if H&S matters will be reported to the Operations Committee, going forward.</p>	CSA	13.12.2022
11	AOCB		
a	None raised.		
12	Date of next meeting		
a	The next Board Meeting will take place on Tuesday 13 th December 2023 at 5.30pm in Viewpoint HQ.		

The meeting closed at 7:42pm.

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