

Board Meeting

Minutes of the meeting of the Board
at 3.15pm on **23 September 2025**

Held: The Faith Mission, Gilmerton

Paper 0
Meeting No:7
Date of Meeting: 23 September 2025

Board Members

Mr D McIntosh (DM) (Chair)
Mr J Clyne (JC)
Ms Y Preen (YP)
Ms M Hogan-Smith (MH)

Ms P Russell (PR) (Vice Chair)
Mr M Kerr (MK)
Mr M Dalziel (MD)

Mr S Robertson (SR)
Mr A Sheridan (AS)
Mr R Whitehouse (RW)

Attending

Jean Gray, Chief Executive Officer (CEO)
David Aitken, Director of Finance (DF)
Megan Macdonald, Governance and Compliance
Officer (GCO) (Minutes)

Tom Hainey, Strategic Development Director (SDD)

Apologies received

Mr Simon Haile, (DA)
Ms Sue Shone, (DHC)

Leave of Absence

Ms L Peaty (LP)

Minutes

Item	Subject	Action	Due Date
0	Welcome to Board Meeting		
0.a.	Apologies		
	There being a quorum present, the CEO welcomed all and invited all present to introduce themselves. Apologies had been received from the DA and the DHC.		
0.b.	Declarations/Conflicts of Interest		
	There were no declarations and no conflicts of interest declared.		
1.	Appointment of Chair		

The CEO asked for nominations to Chair of the Board for the forthcoming year. SR nominated DM and the nomination was seconded by JC. There being no other nominations for Chair or objections, DM was therefore elected as Chair until the next Annual General Meeting. DM assumed his role as Chair for today's meeting.

Item	Subject	Action	Due Date
2.	Appointment of Vice-Chair		
	<p>The Chair asked for nominations to Vice Chair of the Board for the forthcoming year. SR nominated PR and the nomination was seconded by JC. There being no other nominations for Vice Chair or objections, PR was therefore elected as Vice Chair until the next Annual General Meeting.</p>		
3.	Board Members Induction (verbal)		
	<p>For the benefit of new Board members DM gave a brief introduction, detailing how he had been standing in as Chair in TR's absence and although there had not been much training for or evaluation of the Board last year, this was something he wanted to improve over the next 12 months. One to one meetings which would include evaluations would be planned for each Board members and the Chair. DM also referred to previous meetings where Board members stayed for a short period after each Board meeting. This was to discuss progress within the Board, the structure of meetings, potential training and if there were any issues that needed discussed. It was agreed that this would recommence in future meetings.</p>		
	<p>DM noted that as he already been on the Board for several years, his plan would be to give a full induction and in depth-training to new and current Board members to enable a smooth transition for his retirement next year. PR also advised that she planned to retire next year. YP asked if it would be possible at the start of the next meeting to ask any questions on terminology new members might have, the CEO confirmed that meetings were open and informed and that questions could be asked at any point during the meetings, she also reminded members that the Minutes of meetings were published on the Viewpoint website and viewed by the regulator on a regular basis. The CEO also suggested that if Board members had any questions that could be asked prior to the meeting then these should be submitted 24 hours before the scheduled meeting to allow Exec to answer and/or share at the meeting itself.</p>	CEO/ Chair/ GCO	ASAP
	<p>The GCO would organise training on the [REDACTED] system on the coming weeks and availability would be gauged to plan for an induction day so new Board members could visit the care homes and some Viewpoint properties. It was suggested that this would be useful for all Board members to attend and MD asked if it would be possible to share a list of assets describing each property. JC asked if it would also be possible to include a detailed breakdown of staff members and departments within this list. The CEO noted there was already plans for this to be included on the new Viewpoint website but that this could be drawn together and issued to Board members in the meantime.</p>		
	<p>The Board Away Day was also discussed, the CEO noted that it would be beneficial for all Board members to attend in person if possible but was aware that some of the board had commitments abroad. It was decided to arrange the Away Day for January 2026 as this would have the best attendance.</p>		
4.	Sub-Committees of Board		
a.	Outline of sub-committees.		
	<p>The CEO gave a brief description of the FRAC, Operation and Remuneration committees noting how often each met. Also giving a brief summary of topics covered and which officers serviced each meetings. Board members were encouraged to join one committee each as at present these are not well attended, especially the Operations committee which doesn't currently have enough members to be quorate.</p>	New Board	

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	<p>She reminded the Board that the last Operations meeting would be rescheduled once the new members had been decided.</p> <p>The Terms of Reference for each meeting would be circulated after the meeting.</p> <p>b. Chair/Membership</p> <p>Members were given a week to inform the GCO of their preferred committee by email. PR explained that the Operations committee reports were of a consistently high standard and would help new Board members develop a better understanding of the business and hear about challenges facing staff and customers.</p> <p>There was further discussion on the perceived communication issues for Viewpoint, MH asked about if issues like this were highlighted on the risk register, the CEO explained that issues identified by management were added to an operational risk register and then transferred over to the strategic risk register if appropriate.</p>	Mem- bers	30 Sept
5	Minutes of previous meetings and matters arising		
5.a.	Minutes of previous meeting held on 25 June 2025		
	<p>The minutes were missing from some Board members pack so will be circulated for approval after the meeting.</p> <p>5.b. Outstanding actions</p> <p>There were the following outstanding actions</p> <p>Action 250: Review the trend of the age of new residents. This is not due to be presented until the November meeting.</p> <p>Action 251: IT Disaster Recovery Plan. This is not due until the September 2025 Ops Committee meeting.</p> <p>Action 253: SR and DHC discussion on respite care. This is in progress.</p> <p>Actions 259: Further detailed reports with recommendations on disposals. Discussed during the meeting, agreed to close</p>	GCO	ASAP
6	Finance papers		
6.a.	Management Accounts to 31 July and 31 August 2025.		
	<p>The DF presented the management accounts to 31 July and 31 August 2025, focusing on the period ending 31 August which shows an operating surplus after depreciation of [REDACTED] after gains/(losses).</p> <p>The Housing void loss has a favourable variance of [REDACTED] budget. The housing bad debts are [REDACTED] this is reviewed quarterly and will be included within the Q2 Management Accounts. Routine maintenance is [REDACTED] and will continue to be closely monitored. Planned maintenance is [REDACTED] phased budget, fabric repairs at two developments are contributing to the adverse variance, whilst there is a combination of adverse and favourable variances throughout the other planned maintenance lines. Gas and electricity is [REDACTED] budget due to issues with electricity billing which the finance team are working to resolve.</p>	DHC DFBS/ ITM SR/ DHC SDD	Dec Board Meeting Sept Ops Meeting ASAP ASAP

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	<p>In the care homes there are 8 empty rooms in St Raphael's versus 3 per budget and 4 empty rooms in Marian House versus 2 per budget. gross fees are [REDACTED] in St Raphael's and [REDACTED] in Marian House due to occupancy levels, there were a total of 9 empty rooms at 30 June 2025 across both homes. The private funded rooms are 82%/18% versus 88%/12% budget at St Raphael's and 82%/18% versus 81%/19% at Marian House. The bad debts in the homes has improved as arrears cases have been settled. Staff costs are also improving in both homes which in part is due to the lower occupancy numbers.</p> <p>Central Support Costs are 16.09% of turnover year to date versus 16.69% budget.</p> <p>MS asked if the savings on care and activities in the care homes are due to efficiencies or fewer staff, the DF explained that staffing levels are as they should be for the number of residents and that there are some savings due to having less residents. He explained that all staff vacancies across the Association are reviewed as they arise to see if the job role is still needed as is or if changes can be made. The CEO explained [REDACTED]</p> <p>[REDACTED]</p> <p>included within the figures. The CEO confirmed that these investments and risks would be part of the agenda for the Board Away Day.</p> <p>There were no further questions and the Board approved the 31 July and 31 August 2025 Management Accounts.</p>		
7. Proposed Efficiencies [REDACTED]			

Item	Subject	Action	Due Date

The Board noted the action plan with details of proposed efficiencies.

8.	CEO Update	

Item	Subject	Action	Due Date
9.	AOCB		

The CEO requested permission for the approval of the signature and submission of the Annual Assurance Statement to be delegated to the FRAC Committee.

The Board Approved the delegation of the signature and submission of the Annual Assurance Statement to be delegated to the FRAC Committee, the meeting being scheduled for Tuesday 28 October 2025.

The next Board meeting is scheduled for Wednesday 19 November 2025.

Formal meeting closed at 16.28.

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:

David McIntosh
Vice Chair