

Item 3b

ABBEYFIELD SCOTLAND LIMITED

Minute of Board meeting held at New Mart Road at 11.50am on Wednesday 25 September 2019

Board members present: Ken Robertson (KR), Nance Smith (NS), Irene Christie (IC), Elizabeth Roscoe (ER), David White (DW), Calum Wilson (CW)

Also present: Karen Barr (KB), Interim Chief Executive (Group), Dave Roberts (DR), Chiene & Tait, Jennifer Malherbe (JM), note taker

Apologies: M Bayne, D Belfall

1. KB, as Interim Chief Executive, welcomed members to the first Board meeting following the 2019 AGM.

NS and DW declared their interests as Crandeen Board members and CW declared his interest as a past member of the Crandeen Board.

2. Election of Office Bearers and Appointment of Audit Committee

NS elected Chair, proposed by KR and seconded by IC. KB announced NS's appointment as Chair and KR elected Company Secretary, proposed by NS and seconded by DW. Board supported DB's appointment as Chair of the Audit Committee. Other Audit Committee members – DW and ER.

NS Chair, KR Company Secretary, DB Chair Audit Committee approved.

3. Chairman's Remarks

NS thanked the Board for their proposal and nomination which she accepted.

4. Chief Executive's Update

KB worked on preparation for the AGM and with Linda Ewart (LE) on the governance review. Priority had also been given to the implementation of the north pilot.

5. Minutes of the Board meeting of 28 August 2019

The note of the meeting of 28 August 2019 was approved, proposed by DW and seconded by CW.

6. Audit Committee Terms of Reference

The Audit Committee Terms of Reference approved.

7. Sale of Abbeyfield Inverness

The house had now closed and KB proposed selling the property on the open market.

Sale of Inverness property on open market approved.

8. Board and Audit Committee Meetings Schedule 2020

Meetings schedule approved.

9. Management Accounts

Crandeen accounts to ASL Board on quarterly basis after approval at Crandeen Board meeting – agreed.

The accounts were noted.

10. Draft Assurance Statement

Board comments to KB re draft initial assessment of the governance review by 4 October 2019.

11. Health & Safety Report

The report was noted.

KB to expand operations report to record hazard or 'near miss' management.

12. Governance Away Day Arrangements

The venue for the Governance Away day - Dakota Hotel, Queensferry on Wednesday 16 October 2019 from 10am to 4pm.

13. Letter from David McCulloch, TAS

NS discussed Society with the Board the letter regarding an important update on recent communications across The Abbeyfield Society.

14. Any Other Business

A Kent's resignation – approved.

J Pollock's application – approved.

External contractors to submit proposals for review of Crandeen report - approved.

The meeting ended at 1.20p.m.

Date of next meeting

Wednesday 30 October 2019.