

ABBEYFIELD SCOTLAND LIMITED

Minutes of Board meeting conducted via Zoom at 11.00am on Wednesday 24 June 2020 and, under the addendum to the Standing Orders and Delegated Authority, considered a quorate meeting subject to attendance.

Board members present: Nance Smith (NS), Chair, David Belfall (DB), Moira Bayne (MB), Margaret Nethery (MN), Jim Pollock (JP), Ken Robertson (KR), Elizabeth Roscoe (ER), David White (DW), Calum Wilson (CW)

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

Apologies: There were no apologies

DW declared his interest as a Crandeen Board member.

1.
 - (i) NS opened the third virtual meeting and welcomed the Board. She would speak on item 10 (Crandeen), on KB's update if required, and cover SHR's letter with KB. NS updated the Board on Ian Plaistowe, Chair of TAS, who was to retire from his tenure of office in July. Under normal circumstances, a visit would be expected. Under Covid-19 restrictions, his visit would not take place. ASiS was to hold their first meeting by Zoom on 3 July. NS would join the meeting.

Chief Executive's update

2.

KB had received notification from DB regarding clarification under the Risk Register that the Board had accepted the Risk Register at the last Board meeting. Minutes have been amended accordingly. Regarding New Mart Road, the break clause was now no longer available and the lease remained and until the end of that term in October 2022. JP requested a copy of the lease from KB and would revert to KB.

The north pilot continued to be monitored locally. There were feedback sessions with staff, telephone conversations and questionnaires etc..

The Crandeen Board met on Friday 19 June attended by all Crandeen Board members, NS, KB and AP. The Crandeen Board had sight of the Indigo House report and feedback had been received.

The Haddington project appraisal was ongoing and led by NT. Budget was being met. The residents did not want to be decanted and this was pushing the start date back potentially into the winter months.

There were also delays due to Covid-19. JP felt there should be a note in the paper to list professional fees incurred which should be agreed in writing before commencement.

Consultancy costs were discussed. KB explained that total consultancy costs would be approximately £60k between now and end of this financial year.

With regard to internal audit, TK (Tom Kelly) continued to collate information. He was working on an action plan to be presented to the next Audit Committee. The external auditors had requested information on internal audit and received a satisfactory summary plan from TK.

KB to give JP a copy of the lease.

Re Haddington, KB to add a note in the paper to list professional fees and costs incurred to be agreed in writing before commencement of the project.

DR to check the accounts as ASL had been invoiced by IH. DR to provide KB with a full breakdown of expenditure on consultants last year and spend for this year. KB to inform the Board.

Minutes and Note of the Board meeting of 27 May 2020

3.

The Minutes of the meeting of 27 May 2020 were approved as a true and accurate record of the meeting. Proposed by DW and seconded by KR.

Matters Arising

DW said KB was to investigate the £7k expenditure regarding Crandeen and to email Board. KB apologised for not emailing the Board but replied she had investigated.

Indigo House Independent Report Matters for Ratification

4.

ASL required to record for the minutes the terms of IH's report and the fact that all of the key actions had been considered and approved by the Board at the business meeting on 9 June.

Indigo House Independent Report – ratified by Board on decisions and key actions taken on 9 June 2020.

KB to look at negative value aspect of ASL as depicted in report.

Business Strategy Programme

5.

KB referred to the Working Groups, the timeline of events and the actions just ratified. She would forward a project plan that would also take account of the Implementation Group and its membership. KB would ensure that the target dates were clear and would diarise for both Groups. NS will attend both Groups for the first meeting. KB advised that the Project Plan would require to be shared with the SHR. The final membership of the Implementation Group required agreement. CW agreed to join the group, MB to consider.

DB asked KB to clarify the baseline business plan for approval in July, the strategy and business plan, a five-year plan for approval in September/October and how that all fitted in with our various conversations with the SHR.

KB to email Board with dates for the Working Groups and Implementation Group meetings. Project plan to be issued.

Consultancy spend to be discussed at the first meeting of the Working Groups.

Financial Statements

6.

Board had asked for financial information to 9 June regarding Crandeen's 30-year projection. KB had emailed revised versions the previous day. (To be covered further under Item 10.)

KB agreed to give further analysis on central costs to feed into the cost control working group.

Audit Committee Membership

7.

DB told the Board that CW had agreed to join the Audit Committee.

Board agreed membership of CW to the Audit Committee.

Financial Standing Orders

8.
The Financial Standing Orders updated to reflect changes of job titles and dates. There were no fundamental changes.

Financial Standing Orders approved by Board.

Management Accounts – May 2020

9.
DR reported ASL was overall better than budget. Voids were worse for the first two months than budget but costs were better than budget and, by the end of the year, should be in line with budget.

Meeting with Crandeen Board

10.
NS reported she had met with the Crandeen Board on 19 June.
KB advised ASL has to be mindful of its charitable status when considering any sale of Crandeen bungalows.
DW thanked DR for producing 30-year projections for Crandeen Property Ltd as well as the loan repayment schedule.
It was agreed proceed on valuation and feedback to the Board. JP advised obtaining advice on re-letting the properties.

KB to organise valuation and current rental amount of Crandeen property and feedback to ASL Board.

Covid-19 Update

11.
KB reported there were no Covid-19 cases at present, no positive tests across the staff, and shielding and unpaid leave were coming to an end. In terms of testing, ASL fell under the new government guidelines under test and trace. Spend on Covid-19 was under £30k identified against a budget of £50k.

Health & Safety Report

12.
There were no major concerns or risks associated at this time.

Operations Report

13.
The report had been updated by C Malone (CM) for this particular meeting. Noted by the Board.

Any Other Business

14.
Board discussed:

- Communications with the SHR
- Companions services
- Working Groups
- Marketing Officer recruitment
- Property & Compliance Officer recruitment
- Care Homes security

- Attendance at next Board meeting 29th July back to the Boardroom in NMR
- Board appraisals

NS thanked everyone for what had been a very informative and interesting meeting.

The meeting concluded at 2.40pm.

Date of next meeting

Wednesday 29 July 2020 (means of meeting to be reviewed subject to lockdown exit plans)