

ABBEYFIELD SCOTLAND LIMITED

Minutes of Board meeting part conducted via Zoom at 11.00am on Wednesday 26 August 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) (by Zoom), Margaret Nethery (MN) (by Zoom), Jim Pollock (JP) (by Zoom), Ken Robertson (KR), Elizabeth Roscoe (ER) (by Zoom)

Also present: Karen Barr (KB), Chief Executive (Group), J Malherbe (JM), note taker

Apologies: Calum Wilson (CW)

KR and JP declared their interest as Crandeen Board members.

1.
 - (i) NS opened the meeting and welcomed the Board. She reported the meeting with the SHR on 6 July was very positive. NS had attended a virtual AGM webinar regarding the holding of virtual AGMs. NS, DB and KB had held an interview with Board applicant, Andy Shaw. The Implementation Group had met on the previous day. As Chair of the parent company NS had accepted Jim Craigie's resignation from the Crandeen Property Ltd Board, effective from 21 August. Companies House had been updated and KR, JP and CW registered as directors. Board appraisals were on track and JP's to be submitted by the end of the month.

Chief Executive's update

2.
 - (i) KB reported that, since the last meeting, the Board had approved the ARC. The SHR had received the updated Interim Report. KB had updated SHR on the progress and timescale of events. SHR expected to receive the 2020 - 2025 Business Plan by the end of September.
 - (ii) The potential partnership opportunity was still under discussion. KB to keep the Board updated.
 - (iii) The Business Plan was underway and KB would endeavour to meet the agreed timescale.

Minutes and Note of the Board meeting of 29 July 2020

3.

The Minutes of the meeting of 29 July 2020 were approved as a true and accurate record of the meeting. Proposed by KR and seconded by ER.

DB advised that ER was appointed as a member of the Audit Committee at the last meeting. KB confirmed the amendment had been made.

Matters Arising

Covered under the agenda.

Statutory Accounts / Management Letter and Letter of Representation

4.

KB informed the Board the statutory accounts had been reviewed by the Audit Committee and were recommended to be accepted, approved and signed. NS, KR, DB and KB to sign with the Letter of Representation following the Board meeting.

Board approved acceptance and signing

Quarterly Accounts (ASL and Crandeen)

5.
KB explained the Quarterly Accounts had been viewed at the last Board meeting under 'matters for information' and were then passed to the Audit Committee for scrutiny who recommended approval for submission to the SHR.
KB said the Crandeen management accounts were now carried out by Chiene & Tait. They would also go quarterly to the Audit Committee who had recommended approval by the ASL Board as accurate for submission to the SHR. DB was satisfied that Crandeen was on track to repay the loan.

Board approved Quarterly Accounts

North Pilot Report

6.
KB requested to conclude the pilot.

A full discussion regarding the implementation of the pilot ensued and the process to analysis the roll-out of the companion model.
The Business Development and Cost Control Groups were examining this in a carefully controlled basis regarding the research and trialling of the pilot houses. KR advised the pilot opportunities identified in the Business Plan would cover rural and urban environments.

**Agreed by a majority of the Board with JP's and ER's dissent:
End North Pilot and implement evaluated structure.
Prior to companionship roll out, further testing and information on gradual roll out, part-time work and the three houses. Cost Control and Business Development groups to assess and bring to Board following conclusions and recommendations.**

Board Applications: Andy Shaw, Tom Dodd

7.
NS, DB and KB had interviewed Andy Shaw (AS) and were pleased to propose him.
KB said that Tom Dodd (TD) had a good deal of knowledge of the organisation and had been known to NS and KB for many years through work he had carried out for ASL.
KB said she had received another two applications as a result of the advert. NS said she would interview both applicants.

Board approved AS and TD to join the Board and to attend the strategy session and relevant group meetings.

AGM Arrangements

8.
KB advised the AGM would be conducted under the Corporate Insolvency and Governance Act 2020 allowing a virtual AGM this year.
KB said a third of the Board, the longest serving members, was required to step down at each AGM i.e. NS, KR and DB. All three agreed to stand for re-election.
An SGM would be held after the AGM to adopt the 2020 Model Rules.

Audit Committee update

9.
DB reported he had been impressed by the internal auditor's report on governance and business and arrangements had been made to take matters forward. DB had been asked to produce two further proposals to be discussed in November.

Cost Control update

10.
DB reported two items had been identified, under HQ and the Team, for further discussion and analysis

Business Planning Group update

11.
KR reported the group had held an extremely constructive meeting.

Business Planning and Board Strategy Session

12.
KB sought the Board's views on how it saw the session coming together. She advised the discussions at today's meeting were the beginnings of the culmination on 17 September. KB advised this was good timing for the Business Plan to be developed for the Board meeting on 23 September.

Management Accounts 31 July 2020

13.
KB reported the July accounts, for information only. Voids had increased and therefore the total variance was over budget. Total house expenditure was lower than budget and the prediction was that some items could be permanent savings. Head office costs were under budget but KB exercised caution as both the Property and Compliance and Marketing Communications Officers had recently been recruited. It was predicted that ASL would be in line with budget at the end of the year depending on the voids and any costs savings being applied in the current financial year.

Covid-19 update

14.
KB reported ASL remained Covid free although some staff and residents were self-isolating. There had been more testing but no reports of positive cases. KB was concerned about the increase in cases countrywide and staff absence could increase over the coming months. NS will issue a further letter when decisions have been made regarding Phase 3. JP suggested self-testing kits for residents' visitors and NS said this would be investigated.

Health and Safety Report

15.
No items to report.

Operations Report

16.
KB had updated the report since the last meeting. KB invited the Board to email her with any queries.

Any Other Business

17.

KB replied to JP that the Inverness house had further viewings. She would enquire as to offers. The bungalow in Aberdeen was in the early stages of being put on the market. KB would keep the Board updated.

NS informed the Board it was her last meeting as Chair. She said a huge thank you to KB for her hard work and support during the year. She also thanked the management team, the office staff, and the staff in the houses who had all worked so hard to keep the show on the road in difficult circumstances. Finally, yet importantly, she gave thanks to the Board for their hard work, commitment and support. She wished everyone well for the future.

The meeting concluded at 1.12pm.

Date of next meeting

Wednesday 23 September 2020 following the AGM and SGM.