

Item 3a

ABBEYFIELD SCOTLAND LIMITED

Minute of Board meeting part conducted via Zoom at 12.35pm on Wednesday 23 September 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), David Belfall (DB) (by Zoom), Moira Bayne (MB) (by Zoom), Tom Dodd (TD) (by Zoom), Margaret Nethery (MN) (by Zoom), Jim Pollock (JP) (by Zoom), Ken Robertson (KR) (by Zoom), Elizabeth Roscoe (ER) (by Zoom), Andy Shaw (AS) (by Zoom), Calum Wilson (by Zoom).

Also present: Karen Barr (KB), Chief Executive (Group), Jennifer Malherbe (JM), note taker, Dave Roberts (DR) (by Zoom), Andrea Patterson (AP) (part) (by Zoom).

Apologies: None.

There were no declarations of interest.

1.
 - (i) KB opened the meeting and welcomed the Board.

Election of Office Bearers

2.
 - (i) NS nominated as Chair. Proposed by DB and seconded by MN. Accepted and duly appointed Chair until September 2021.
 - (ii) KR nominated as Company Secretary. Proposed by NS and seconded by JP. Accepted and duly appointed Company Secretary until September 2021.
 - (iii) Board were asked to form an Audit Committee. DB, JP, AS and CW agreed to form the committee. The appointment of Chair would take place on 12 November 2020 and brought to the ASL Board for approval.

Chair's remarks

3.
 - (i) NS thanked the Board for her nomination as Chair. She also thanked TD and AS and welcomed them to their first Board meeting.
 - (ii) She advised that the recent Covid-19 restrictions could exist for some time and would continue to impact on the residents in terms of visitors and volunteers. The Board, therefore, was advised to be mindful of the pandemic in all its actions. She thanked KB for orchestrating the AGM and SGM which she believed had been well received.

Chief Executive's update

4.
 - (i) KB reminded the Board that her work of late had concentrated on the Business Plan agenda and the financial projections.

Minutes and Note of the Board meeting of 26 August 2020

5.

The Minutes of the meeting of 26 August 2020 were approved as a true and accurate record of the meeting. Proposed by KR and seconded by MB.

Matters Arising

MN asked for an update with regard to the Inverness house. KB replied there had been two offers; one from the original interested party, and a second offer KB to request McEwan Fraser Legal email with the full outlay of the offer to be forwarded to the Board.

KB to issue information re sale of Inverness house to Board.

Five-Year Financial Projections

6..
KB said items 6 and 7 would be discussed together during the meeting.
The voids had been running at 24%.
AP reported the Five-Year Financial Plan had been updated by DR and KB.
Supporting People income was static at £79k and was not expected to grow over the term of the Plan.
The void rentals 2020-2021 were targeted at 22.9% overall and would reduce to 13.4% by year five.
The rollout of the companion service based on the north pilot demonstrated growth in the current BP of £16k in year two growing to £72k by year five.
DB asked if the £184k savings were accumulative or per annum over the five years. AP replied they were accumulative which equated to 4 years of approximately £44k.
DB suggested a dedicated section on voids was required in the BP. AP said this was very valid and she agreed that she and KB would update the BP to reflect this.

It was agreed to reconvene by Zoom on Monday 28 September to further discuss and finalise the Plan.

KB and AP to update BP to include a dedicated section on voids.
Board agreed to reconvene on Monday 28 September.

Business Plan 2020 - 2025

7.
Covered in item 6.

Board Applications

- **Geoff Hepburn – for approval**
- **Neil McKay – for approval**
- **Alexander Burnett – for consideration**

8.
Board approved applications from Geoff Hepburn and Neil McKay.
Board agreed for NS and KB to have a chat with Alexander Burnett.

Meeting Schedule

9.
AS suggested running with the meeting schedule at present.

Crandeen Board to meet 28 October 2020.
KB to give background information on Crandeen to the Crandeen Board.

Any Other Business

10.

JP congratulated NS.

NS advised that she required to stand down from the Board in 2022 having served nine years. She would like to stand down as Chair at the next AGM in 2021, in advance of ceasing to be a Board member in 2022. She advised that, as part of good governance, a Succession Plan would need to be developed as soon as possible.

The meeting concluded at 2.45pm to be reconvened as per Item 6.

Reconvened Meeting on Monday 28 September at 10.30am under the addendum to the Standing Orders and Delegated Authority, considered a quorate meeting subject to attendance.

Board members present: Nance Smith (NS) (by Zoom), David Belfall (DB) (by Zoom), Moira Bayne (MB) (by Zoom), Tom Dodd (TD) (by Zoom), Margaret Nethery (MN) (by Zoom), Jim Pollock (JP) (by Zoom), Ken Robertson (KR) (by Zoom), Elizabeth Roscoe (ER) (by Zoom), Calum Wilson (by Zoom).

Also present: Karen Barr (KB), Chief Executive (Group), Jennifer Malherbe (JM), note taker, Dave Roberts (DR) (by Zoom), Andrea Patterson (AP) (by Zoom).

Apologies: Andy Shaw

There were no declarations of interest.

1.

(i) NS opened the meeting and reported that a decision required to be reached on Items 6 and 7 in order to fulfil statutory obligations, to SHR, by Wednesday 30 September 2020. She advised the duration of the meeting would be approximately one hour.

Five-Year Financial Projections

2.

(i) KB reported that, since the Board meeting of 23 September 2020, she had issued the presentation to the Board as requested. It had been followed up with some inserts particularly around voids. She had altered the strategy statement slightly to underpin the thread of the BP demonstrating drive and ambition to reduce voids. Work had also been carried out on an insert on voids for the BP to summarise the information in an easy, readable way that gave the headline figure, impacts and trends. The same had been applied to the north pilot which she hoped the Board had had the time to digest. She was hoping that these amendments and additions satisfied the Board in relation to the outstanding matters from the 23rd.

A full and frank discussion ensued.

NS summed up that the Board had agreed unanimously to submit the projections as it was required to do to the SHR by 30 September 2020 and the BP with the addition of some of the comments made this morning. KB said in terms of the BP, she was seeking Board approval but it was an ongoing document and there had been comments that she would take on board and e-mail a final version to the Board in the next two days.

The Abbeyfield Scotland Ltd Business Plan 2020-2025 was unanimously approved.

AOB

3.

(i) Sandy Burnett, Board applicant will be interviewed on 8 October by KB, NS and KR.

NS attended the ASiS Board meeting on 25 September. Previously she had advised ASiS that there was a conflict of interest in an ASL Board member being a Board member of ASiS representing ASiS members as a whole. ASiS members agreed that there was now an ASiS Board place for an ASL Board member to represent ASL.

NS was duly nominated, elected and accepted for the current year.

KB wished to record her heartfelt thanks to AP and the Indigo House team for getting us this far. AP's work would continue in the partnership negotiations. NS also thanked AP and the team saying that ASL had a reputation of when requiring consultants, it went to the best in the field.

AP acknowledged ASL's thanks.

The meeting concluded at 11.45am

Date of next meeting

Wednesday 18 November 2020 at 11.00am.