

ABBEYFIELD SCOTLAND LIMITED

Minute of Board meeting part conducted via Zoom at 11.00am on Wednesday 18 November 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), Sandy Burnett (SB) (by Zoom), Tom Dodd (TD) (by Zoom), Geoff Hepburn (GH) (by Zoom), Neil McKay (NMckK) (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).

Apologies: None.

CW, KR and JP declared their interest as Crandeen Board members.

1.
 - (i) NS opened the meeting and welcomed the Board and new members NMckK, GH and SB. She advised that this was the largest Board since the inception of ASL in 2008.
 - (ii) NS advised the Board that she intended to limit Board meetings to two hours and hold meetings virtually, within our Rules, as much as possible. When restrictions ended, she would endeavour to blend meetings virtually where it was not possible for members to attend in person.

Chief Executive's update including Draft Annual Assurance Statement for approval

2.
 - (i) KB reported her time had been taken up, since the last Board meeting, on the Implementation Plan and the Draft Annual Assurance Statement. Both items were on the agenda for in-depth discussion and approval.
 - (ii) Annual Assurance Statement
This is an SHR regulatory requirement and required to be submitted by 30 November. The statement did not require significant detail; it did, however, require to be backed up by an evidence based assessment. She asked the Board to advise her of questions or comments, as soon as possible, and final approval by close of play on Wednesday 25 November.
The Assessment was discussed in full and amendments agreed.

The Board accepted and agreed to submit the Annual Assurance Statement on Wednesday 25 November 2020 subject to further comment.

Minutes of 23 and 28 September 2020 & Matters Arising

3.
 - (i) DB advised of an outstanding issue with NS, regarding her representation of ASL on the ASiS Board, as a Director of ASiS. He wished his disapproval to be minuted. The Board, majority, approved that, following the AGM in 2021 and the election of a new Chair, the membership of the ASiS Board would be reviewed.
 - (ii) The Minutes of the meetings of 23 and reconvened 28 September 2020 were approved as a true and accurate record with the clarification by DB. Proposed by KR and seconded by TD.

Matters Arising

There were no matters arising.

Business Plan Implementation Plan

4.

(i) KB expressed her desire that the Board: a) are satisfied with the plan b) that it would allow a process of monitoring and review, with their governance responsibilities, within the toolkit and that it was adequately covered. KB explained the Implementation Plan, gave an introduction and mirrored the Business Plan in terms of the key priorities. In Delivery Priority 2, regarding voids, CW suggested that there should be a short, medium and long term approach to address voids and maintain occupancy levels.

The KPIs had been taken from the Business Plan, incorporating the Annual Return for the Charter (ARC) and added critical factors around marketing and voids. The Board agreed this as the ongoing process.

The Implementation Plan was approved.

ASL and Crandeen Quarterly Management Accounts

5.

(i) DR explained that this was the new approved budget as submitted to the Regulator as part of the FYIP and not the additional budget approved in February 2020.

(ii) With regard to Crandeen's quarterly management accounts DR advised, for the last six months, Crandeen had made a surplus which was slightly behind budget. Crandeen had repaid ASL the first six months of the monthly loan repayments.

Audit Committee Meeting - update

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- **Minutes of Meeting**

DB informed the Board that the Audit Committee's agenda included the Whistleblowing and Risk Management Policies had raised some important points that would require further correspondence before bringing back to the Board.

The Board discussed the proposed Finance Committee in full, including its remit and agreed to proceed. KB to action.

- **Whistleblowing Policy**

KB advised that the version of the Whistleblowing Policy, issued to the Board, was the amended version and sought approval for the Policy. Board approved.

Crandeen – update

KB reported the Crandeen Board had met briefly prior to the ASL Board and would reconvene thereafter. CW was elected as Chair of the Crandeen Board. CW suggested that the Crandeen Board met early in 2021 to consider what might be the short, medium and long-term view of subsidiary and present this to the ASL Board.

NS thanked CW on behalf of the ASL Board for taking office of the Chair of Crandeen.

Board approved DB as Chair of the Audit Committee.

Board approved CW as Chair of Crandeen Ltd.

Board approved Whistleblowing Policy.

Staff Bonus Proposal

- 7.
- (i) KB proposed the Board recognised the exceptional work of all staff in keeping residents safe during the Pandemic and asked the Board to approve a one-off bonus payment to all staff in December. Board agreed a bonus of £250. KB recorded on behalf of the staff a heartfelt thanks to the Board for the bonus and for recognising the staff's hard work.

Board approved £250 net bonus to staff to be paid in December.

Health & Safety Report

- 8.
- (i) KB reported the update of the Health and Safety Report with the inclusion of the (recently reported) incident and the Health & Safety Executive's feedback. The Board discussed this in full.

Operations Report

- 9.
- (i) KB advised the report was for the Board's information.

Haddington update

- 10.
- (i) KB reported there had been a further discussion regarding Haddington with the Audit Committee. NMCK was happy to review this and KB said she would ask the Property & Compliance Officer to contact him in due course.

Any Other Business

- 11.
- (i) JP queried the rents of the Crandeen properties – this was discussed by the Board.
 - (ii) Finance Committee to meet 12 January 2021.
 - (iii) NS thanked the new Board members for their attendance and wished all Board members her best wishes for Christmas and the New Year.

The meeting concluded at 1.35pm.

Date of next meeting

Wednesday 27 January 2021 at 11.00am.