

## Item 3a

### **ABBIEFIELD SCOTLAND LIMITED**

Minutes of Board meeting conducted via Zoom at 11.00am on Wednesday 27 January 2021.

**Board members present (all by Zoom):** Nance Smith (NS), David Belfall (DB), Moira Bayne (MB), Sandy Burnett (SB) Tom Dodd (TD), Geoff Hepburn (GH), Neil McKay (NMCK), Margaret Nethery (MN), Jim Pollock (JP), Ken Robertson (KR), Elizabeth Roscoe (ER), Andy Shaw (AS), Calum Wilson (CW).

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

**Apologies:** None.

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

- 1.(i) NS welcomed all to the first Board meeting of 2021 and formally wished everyone a happy and prosperous new year, and a better year as we get to grips with the pandemic.
- (ii) NS added it would be a further challenging year for ASL as it would be the year a decision would be taken as to the way forward.
- (iii) NS reminded the Board that at the November meeting she had advised a limit of two hours for meetings.
- (iv) NS said KB would report on the meeting with the SHR.
- (v) NS attended an ASiS Board meeting on 18 December 2020 by Zoom.
- (vi) NS had kept in touch with the management team during KB's leave.
- (vii) On behalf of ASL, NS formally recorded congratulations to Ian Plaistowe, Chair of TAS, on his OBE award in the New Year's Honours list.

### **Chief Executive's update**

2. (i) KB reported that SHR had acknowledged receipt of the Annual Assurance Statement. Feedback on the Statement was expected by 31 March 2021.
- (ii) A meeting with the SHR had taken place on 16 December 2020 and a note was previously issued to members by NS.
- (iii) KB updated the Board on the BP Implementation Plan, all to target.
- (iv) A Business Plan Implementation and Delivery Programme event was held with head office and area staff on 21 January.
- (v) A strategy meeting was held with the Crandeen Board on 10 December 2020.
- (vi) The inaugural meeting of the Finance Committee was held on 14 January 2021.
- (vii) KB updated the Board on progress in potential partnerships.
- (viii) Regarding the sale of Inverness, KB updated the Board. She also advised on the bungalow sale and that Haddington works would commence as soon as possible.

### **Minutes of 18 November 2020**

3. The Minutes of the meetings of 18 November 2020 were approved as a true and accurate record of the meeting. Proposed by KR and seconded by MN.

### **Matters Arising**

4. There were no matters arising.

### **Risk Register and Risk Management Policy**

5 (i) KB said she had brought the Risk Management Policy to the Board at the last meeting and the suggested changes had been made. Approval was required following the amendments.

(ii) The Board discussed the latest edition of the risk register in detail, focussing in particular on the risks shown as red. KB explained the steps which were being taken to reduce the level of risk. The Board noted the risk assessments and the action being taken. As agreed, the Audit Committee would keep the risks under review and submit an updated version to the Board in 6 months' time.

**Board approved the Risk Management Policy.**

**ASL and Crandeen Quarterly Management Accounts**

6 (i) In respect of ASL's management accounts, DR explained we were running to the new budget which had been revised halfway through the year. The houses were doing slightly better than budget. The additional costs, e.g. professional and business strategy costs, were coming in significantly higher than originally budgeted. Although the voids were worse than budget, they were better than reported in the September accounts. Board members commented that agency costs were high and needed to be reduced. It was also noted that the care at home service was running at a loss, though some of the staff were being used in the houses to cover vacancies which would otherwise lead to additional agency costs. Subject to these points, the management accounts were noted.

(ii) DR advised the Board they had Crandeen's accounts for the nine months. Crandeen is down on the anticipated return. Voids were higher than budgeted but we were deliberately holding one bungalow vacant for sale at present. There were also a few more repair costs than originally budgeted, and depreciation had been omitted from the original budget. However, Crandeen had made all monthly loan repayments this year and were transferring over the lease payments and management fees. Board discussed the bungalow for sale in Aberdeen. Given the contacts he had with the selling agent, SB was happy to speak to them. NS said this would be very helpful given SB's expertise.

**Finance Committee**

7. KB reported the Finance Committee had its inaugural meeting on 16 January 2021.

- **Note of Inaugural Meeting**

DB thanked AS for accepting the chair of the Finance Committee whose remit extended to income as well as expenditure. A priority for the Committee would be to consider the draft budget before it came to the Board in March. He said that next year's budget would be particularly challenging and that personally he would be looking to reduce ASL's structural deficit to around £80K. This would require some difficult judgments about what was realistic and deliverable, especially in advance of completion of the voids review and the stock condition survey. A special Board session might be needed to ensure that the Board was satisfied that the budget was on track to deliver the group plan. KB said that it was hoped to produce a first draft of the budget by mid-February.

- **Membership and Chair**

NS asked the Board for their approval of AS as Chair of the Finance Committee. Board approved and noted the membership as AS (Chair), DB, JP, CW and GH

- **Audit Committee Membership**

KB said the membership of the Finance Committee was comprised of Audit Committee members but, for good governance, should have different members. Membership of the AC was discussed and agreed membership as DB (Chair), AS, ER, NMck and TD.

**Board approved AS as Chair of the Finance Committee.**

**Board approved membership of the Finance Committee.**

**Board approved membership of the Audit Committee.**

**Health and Safety Report**

8. CW requested an update on the gas investigation at the Nairn house. KB advised and also advised that the gas safety audit was ongoing across all houses.

## **Crandeen**

9 KB reported that Crandeen had held a strategic meeting and the outcome was to seek legal advice on potential options. As Chair of Crandeen, CW said that the Crandeen Board thought that what they could do was to identify how Crandeen could contribute positively to the ASL Business plan. He outlined possible options but said that these needed further thought and the Crandeen Board would bring proposals to the ASL Board at its March meeting. Board members discussed the arrangements for selling the vacant bungalow, and the prospects in the current market. KB advised KR was no longer a member of the Crandeen Board and was replaced by NMCK. SB also joins the Crandeen Board.

## **Board Effectiveness Process**

10 NS reported that annual appraisals had been completed with two exceptions which would be completed in February. New members' first appraisals would commence in April. Re Training and Development, if any members wished to attend training/webinar courses they should let KB and NS know, in the first instance, and KB would arrange for ASL to book and meet any costs. NS advised the next steps were to complete a Succession Plan and Training & Development Programme. An outline Plan would be brought to the March Meeting.

## **Volunteers and Friends Groups**

11 MN had contacted the Bridge of Allan and Greenock Friends groups. When the pandemic permitted, she would get in touch with the Area Supervisors to establish a list of Friends at all the houses. MB said that she had experience in developing volunteers in her own organisation and she offered help to MN in considering the scope for increasing the number of volunteers and the work they did.

## **Covid-19 Update**

12 KB reported we are doing well in terms of the first round of vaccinations and there had been an uptake of approximately 60% of residents in respect of the first vaccination. Restrictions would continue in the meantime and currently we had no other reported cases of a positive Covid test amongst residents or staff. ER said she would like to see how many people including residents and staff members had been vaccinated per house. KB pointed out that the report showed which houses had had vaccinations and vaccinations for staff members would be recorded on ASL's HR programme.

## **Any Other Business**

13. (i) In response to a query about the basis for the annual rent increase KB explained that this reflected RPI. As part of the budget, proposals would be brought forward both in relation to rents and also services. (ii) In response to a question about Haddington, KB confirmed that, following an earlier decision by the Board, tendering would commence once the sale of the Inverness house was concluded. However, progress was likely to be delayed by the pandemic restrictions.

The meeting concluded at 1.17 pm.

## **Date of next meeting**

Wednesday 17 March 2021 at 11.00am.