



BOARD MEETING

25 November 2024

Dalmahoy Hotel, Edinburgh at 3 pm

MINUTES

Attendance

Board Members In Person:	Paul Edie (Chair) Frances Wood (Vice Chair) David Leaf Brian McLaren Robert Fernie Isabel McGarvie Graeme Russell Gillian Merrett Katie Smart Angus MacRae
Officers:	Debbie Collins, Interim Chief Executive Officer Tracey Howatt, Director of Customer Experience Drew Moore, Director of Assets Jim Aird, Interim Director of Finance Nikki Ritchie, Director of People & OD Rikki Young, Head of Assurance & Business Planning Jonathan Fairgrieve, Governance & Assurance Manager (Minutes)

ITEM	NOTE	ACTION
1.	Apologies for Absence	
	Apologies were offered on behalf of Derek Breingan, Willie Smalley and Margaret Moore.	
2.	Declaration of Interest	
	Gillian Merrett declared an interest in item 6.2.	
3.	Minutes	
3.1	Approval of Minutes 23 October 2024	
	The Minutes of the meeting held on 23 October 2024, having been previously circulated, were approved and signed by the Chair.	
3.2	Approval of Confidential Minutes 23 October 2024	
	The Confidential Minutes of the meeting held on 23 October 2024, having been previously circulated, were approved and signed by the Chair.	
3.3	Confidential: Redacted	
3.4	Action List	
	The Board noted the Action List.	

3.5	People Committee Minutes 20 February 2024	
	Members raised concerns over the delay in the presentation of the Minute to the Board. The Interim Chief Executive advised the Minutes are presented following approval by the Committee. The Board noted the People Committee Minute from 20 February 2024.	
3.6	Business Development Committee Minutes 13 August 2024	
	The Board noted the Business Development Committee Minute from 13 August 2024.	
3.7	Audit Performance & Risk Committee Minutes 15 August 2024	
	The Board noted the Audit Performance & Risk Committee Minute from 15 August 2024.	
4.	Strategy & Delivery Plan	
4.1	Confidential: Redacted	
4.2	Confidential: Redacted	
4.3	Business Plan Route Map	
REPORT SUMMARY	The report provided an overview for Board Members of the timescales for rents, setting the 2025/26 Budget, the new delivery plan to deliver the next stage of Bield's Strategy and Bield's 5 year Business Plan supported by the 5 and 30 year financial plans.	
DISCUSSION	The Interim Chief Executive advised the report set out the journey towards the publication of the Business Plan.	
DECISION	The Board approved the Business Plan route map.	
4.4	Confidential: Redacted	
5.	Governance	
5.1	Confidential: Redacted	
5.2	Review of Code of Conduct for Board Members	
REPORT SUMMARY	The report presented the revised Code of Conduct for Board members, following an update to the Model Code of Conduct from SFHA.	
DISCUSSION	The Governance & Assurance Manager advised there were minimal changes to the Code. A protocol had been introduced by SFHA to aid the Board in dealing with any potential breaches. Following queries from the Board, it was agreed to clarify that suspension within the protocol would be used for potential 'serious' breaches of the Code to reflect Bield's Rules that a Board Member may be suspended and that the six week timescale for dealing with any potential breach was a target.	GAM
DECISION	The Board approved the: <ul style="list-style-type: none"> Code of Conduct for Board Members; and Protocol for Dealing with an Alleged Breach of the Code. 	
5.3	Board Learning & Development Plan	
REPORT SUMMARY	The report presented the Board Learning & Development Plan to November 2025. The plan, with indicative dates,	

	was prepared in line with the Board Appraisals Report which was approved on 23 October 2024.	
DISCUSSION	The Governance & Assurance Manager advised that the plan detailed training that would be offered to all Board members. Individual plans would be issued to Board Members following the meeting and be progressed throughout 2025.	
DECISION	The Board: <ul style="list-style-type: none"> • Approved the Board Learning & Development Plan; and • Noted the individual plans will be issued to Board Members on an individual basis. 	
5.4	ESG Annual Report 2023/24	
REPORT SUMMARY	The report presented Bield's ESG Annual Report for 2023/24. This was informed by input from across the organisation including Executive Management and Leadership Teams, and the Annual Assurance Statement submitted during October 2024.	
DISCUSSION	The Head of Assurance and Business Planning advised the annual management return was submitted to the Sustainability Reporting Standard for Social Housing (SRS) on 31 October 2024. The report presented to Board had been reviewed by the Executive Management Team. Board Members requested that KPIs on ESG be included within the Business Plan for 2025/26. The Board noted, by reporting on ESG, Bield could be in a better position with Lenders.	
DECISION	The Board approved the ESG report for publication on Bield's website.	
6.	Audit Performance & Risk Committee	
6.1	Update from APR Committee Chair	
DISCUSSION	The APR Committee Chair advised there was nothing to update on as all updates were captured within papers on the Board meeting agenda.	
6.2	Confidential: Redacted	
6.3	Confidential: Redacted	
6.4	Business Health Performance Report	
REPORT SUMMARY	The report provided the Board with an overview of Bield's Business Health performance to the end of Quarter 2. At the end of the quarter, five indicators required monitoring and two required improvement.	
DISCUSSION	The Head of Assurance & Business Planning advised work had taken place regarding the complaints process to bring performance back within target. Following a query regarding mental health absence, the Director of People & OD advised practical tools were being offered to Managers to support staff with mental health and mandatory training was being investigated.	

DECISION	The Board noted the six-monthly Business Health performance to the end of the second quarter of the 2024/25.	
7.	People Committee	
7.1	Update from People Committee Chair	
DISCUSSION	<p>The People Committee outlined the key points from the People Committee meeting on 22 October 2024 as:</p> <ul style="list-style-type: none"> • People Performance Report provided absence levels and the work undertaken to reduce these. • Sickness Absence Pay being considered as part of wider benefits package for staff. • Succession Planning Framework identified where the main gaps within the Executive and Leadership Teams were. • Staff Conferences to be held more regionally. 	
DECISION	The Board noted the update from the People Committee Chair.	
7.2	Confidential: Redacted	
8.	Business Development Committee	
8.1	Update from Business Development Committee Chair	
DISCUSSION	<p>The Business Development Committee Chair outlined the key points from the Business Development Committee meeting on 7 November 2024 as:</p> <ul style="list-style-type: none"> • Sale of Marine Place had concluded. • Charleston Development update with the handover and allocation of 12 properties. • RAAC Report from which a recommendation is presented at item 8.2. 	
DECISION	The Board noted the update from the Business Development Committee Chair.	
8.2	Confidential: Redacted	
8.3	Confidential: Redacted	
9.	Any Other Business	
9.1	Confidential: Redacted	
10.	Date of Next Meeting – 29 January 2025	