

## MEETING of the GOVERNING BODY OF SCOTTISH VETERANS' RESIDENCES SVR Boardroom and MS Teams on Friday 11<sup>th</sup> March 2022

## **Record of Decisions**

Present: George Lowder MBE, Chairman - Present

Sue Bomphray (SB) - Online
Richard Edlmann (RE) - Online
Rev Neil N Gardner (NG) - Present
Lt Ray Gidney RN (RG) - Online
Tony Jones QC (TJ) - Online
lain Lindsay (IL) - Online
Clive Masson (CM) - Online
Isla Tabberer (IMT) - Online
Maj Christian Taylor (CT) - Online

Sandy Telfer (ST) - Present

Jonathan Tweedie, Vice-Chairman (VC) - Online

In attendance: Jeremy Chittleburgh, Treasurer (JC) - Present

George Corbett, Depute CEO (DCEO) - Present

Susie Hamilton, Head of External Relations (HER) - Present Archie Park, Executive Office Administrator (EOA) - Present

Gayle Templeton, HR Consultant (GT) - Online

Martin Nadin OBE, Chief Executive (CEO) – Present (Minutes)

Apologies: Troy Johnston (TAJ)

Sqn Ldr Derek Morrison (DM)

	Subject	Raised by	Additional Documents	Decision	
1	Chairman's Introduction	Chairman			
1.1	The Chairman welcomed everyone to the meeting, noting that despite Covid-19 measures having been in place for 2 years, SVR had continued to develop, deliver excellent services, and improve its governance. He acknowledged the work of the staff and Governing Body Members throughout the pandemic and thanked them for their support and effort during what had been extremely challenging circumstances.				
1.2	He introduced and welcomed Archie Park, the EOA to the meeting.				
2	Apologies	CEO		Noted	
	Apologies had been received from Sqn Ldr Derek Morrison and Troy Johnston. The CEO confirmed that the meeting was quorate, which was acknowledged by the Chairman.				

3	Previous Minutes	Chairman	Minutes	Approved				
		Minutes accepted: Proposed by: RE						
4	Action Log	Chairman	Action Log	Noted				
4.1		rogress against e	<u> </u>	verning Body's Action				
	Ser 55. <b>Risk Manag</b> IOSH course. Close A		II Residence Manage	ers had completed the				
	time. It was decided the	nat the Falkland Is ion via social me	slands related animat dia with Governing	roadcast at a suitable ion was to be suitably Body and Executives and coverage. C/F.				
	Ser 74. Employee Support – CEO confirmed that the staff confidential helpling number had been re-published on the Breathe HR system as a Company announcement. Close Action  Ser 75. Employee Support Service/Assistance Programme – CEO confirmed he had made enquiries but that several potential providers currently were reporting a lack of capacity to provide a service. Several Members provided suggestions of potential service providers for the CEO to explore. C/F.							
4.2	Bellrock Close Revie serials within the Bellr			ress against the open				
	Ser 1 <b>Health &amp; Safety</b> – All recommendations complete.							
	Ser 2 <b>Drug Use</b> – Glasgow Police Armed Forces Champion on sabbatical. Will progress on return. CEO went on to say that he felt it would be appropriate to undertake a review of SVR's drug, alcohol, and smoking policies. He believed that a thematic meeting of the Governing Body and SMT, supported by appropriate experts would be a worthwhile exercise. The Chairman noted that previously the Governing Body had accepted the SMT's recommendation to allow Residents to smoke in their rooms, as these were considered their homes. CEO acknowledged this, confirming that principally he wanted to review drug and alcohol policy, but it would also be helpful to provide a policy statement of residents' smoking and introducing measures to reduce the risk of staff being subject to passive smoking when entering a resident's room. <b>CEO to arrange thematic meeting later in the year.</b>							
	Ser 3 <b>Staff Dynamics</b> – CEO reported that the staff restructuring was complete, and the new structure had been adopted on 7 Mar 22 (covered later in Agenda). Managerial training would be provided for the Deputy Manager. CEO wished to allow the new staff structure time to embed and then provide training to address identified requirements. C/F.							
	Ser 4 Inconsistencie	s at Bellrock - C	omplete.					

Ser 5 **Inconsistencies across SVR** – Largely complete. Business Plan awaiting Governing Body endorsement prior to publication. Collaboration is increasing and the SMT will continue to identify further opportunities. C/F.

Afternote: The Business Plan 2022 was endorsed and published on Breathe HR for all staff to view.

Ser 6 Maintenance Costs - C/F.

Sers 7 and 8 **Arrears and Voids processes** – Both have been revised and have been sent for legal review; awaiting response. C/F.

Ser 9 Specific Benchmarking Group – C/F.

Ser 10 **Employment Transition** – CEO noted that whilst the Employment Rent Relief Scheme was having a positive impact, the percentage of residents transitioning into employment had reduced from 10% in Q1 to <5% in Qs 2 – 4. CEO confirmed a meeting on 13 Apr 22 with the WWTW Operations Director to discuss potential delivery changes in Scotland. C/F.

Ser 11 Lack of Awareness of Bellrock Close – CEO reported that the Residence Manager had been successful in meeting with potential referral agencies, resulting in good occupancy levels and an increase in enquiries for accommodation. Complete.

Ser 12 Extended Support – C/F.

Ser 13 Outcome Targets - C/F.

5	Sub-Committee Reports	Chairman	A&RC and IRFC RODs. IRFC TORs	Noted and amendment to IRFC TORs approved.	
5.1	Audit and Risk Con Decisions from the Co and asked if there we undertaken its annual meeting on 22 Apr 22 draft annual accounts.	ommittee's last me ere any questions review of the Ope , it would be rece	eeting, which had beel . He commented that erational Risk Registe	n held on 10 Jan 22, the Committee had r, and that at its next	
5.2	Investment Remuneration and Finance Committee (IRFC) – The Chairman referred attendees to the Record of Decisions from the Committee's last meeting which had been held on 7 Feb 22. He noted that despite market volatility, the invested reserves remained in a healthy position and that Rathbones continued to manage the account very effectively.				
5.3	in the portfolio, which Investment Policy Sta there any short term n any significant capital identified within the ne	last meeting there had been discussion regarding the amount of cash held portfolio, which at 8%, was in excess of the 2.5% weighting stated in the ment Policy Statement (IPS), and whether this was appropriate, and was any short term need for cash for capital projects? It had been confirmed that gnificant capital requirement for sustainability projects would be unlikely to be ited within the next 12 months, and that given the current market situation, it sense tactically to hold cash as a defensive measure and remain overweight			
5.4	The Chairman confirm	ed that the IPS ha	ad been reviewed imm	nediately following	

	the meeting and signed off. He also confirmed that the Committee's TORs had been amended to add to the Committee's responsibilities the requirement to undertake an annual review of the IPS to ensure it remains consistent with SVR's strategic intent.					
5.5	Quality Committee (QC) – CM noted that the Quality Committee had not met so far this year but would do so prior to the next Governing Body meeting. The Committee had previously agreed to increase its meeting frequency to Quarterly and these would be timed to precede the corresponding Governing Body meeting.					
5.6	He commented that following the death of a Rosendael Resident in a hospice, which had been sad and challenging event for all involved, the Resident's family had acknowledged the superb care and support the Resident had received over the years whilst they had lived at Rosendael. They had commented how much they appreciated the kindness shown to the Resident and how much that had meant to them. CM wondered if this evident example of the high quality of SVR's care and support for its beneficiaries could be utilised in some way.					
		e staff, and his f	sendael together with riends has been inclu			
				T		
6	Treasurer's Report	JC	Brief	Approved		
6.1	JC referred to the Fourth Quarter Accounts which had been circulated with the Board Pack. The report also provided provisional end of year figures. He commented that unlike recent years, financially 2021 had been quite challenging, principally because of high void levels throughout the year at Whitefoord House. Overall, the 3 Residences achieved an operating deficit of c£350k. The resultant operating deficit had been offset by grants, investment income and realised and unrealised gains on investments, which resulted in a (un-audited) surplus of c£720k.					
6.2	Cashflow remained healthy with an overall cash position of c£927K, excluding cash held by the investment managers. He also noted that if all planned capital projects and works were undertaken during 2022, the cash position would remain above £500k.					
6.3	He commented that the key to improving performance was to reduce void levels within the Residences' and that he was hopeful that the lifting of Covid-19 measures and the introduction of the Employment Rent Relief Scheme would make a significant contribution in this regard.					
7	Business Plan 2022	CEO	Draft Business Plan	Endorsed		
7.1	The CEO began by confirming that the draft Business Plan had been circulated with the Board Pack, following review and agreement from the IRFC, and that he sought the Governing Body's approval to publish the Plan.					
7.2	The CEO described the format of the Plan and that it had been set within the contemporary context of increasing inflation, particularly regarding energy, food, and building and maintenance costs, which had been exacerbated by the Russian invasion of Ukraine. Whilst acknowledging these budgetary pressures, there was some relief as SVR benefitted from long term fixed price energy contracts, and better than budgeted rental income.					

- 7.3 He outlined the Financial Plan, which was based on all source income of c£4.5m and operating costs of c£3.3m. The resultant operating surplus would be consumed by Head Office running costs, depreciation, and planned major repairs and capital expenditure (maintenance and infrastructure upgrades identified during the estate condition survey) of £0.41m, resulting in a forecast deficit of c£0.261m. He confirmed, and was supported by JC, that the planned capital projects were currently discretionary, and would only proceed if the financial position and outlook supported their in-year delivery.
- 7.4 He set out the principal risks identified as:
  - Loss of rental income through increased voids;
  - Loss of investment income because of market volatility and sentiment; and
  - Loss of grants and donations through failure to maintain an attractive brand.
- 7.5 He confirmed that Plan was coherent with and supported SVR's 7 strategic objectives and recognised the following priorities:
  - Statutory compliance;
  - Reduction of environmental impact;
  - Digital transformation;
  - Service development;
  - Resident and Tenant engagement;
  - Stakeholder engagement; and
  - Updating policies.
- 7.6 Following a brief discussion, the Governing Body unanimously endorsed the 2022 Business Plan, its priorities, and its publication on the SVR website.

8	Governing Body	Chairman	Brief	Approved		
	Succession Plan					
8.1	acknowledged the cur exceptional and SVR expertise the Member indicated they wished Regulator, that the Go normal 5 years, to Au	The Chairman described the context for succession within the Governing Body. He acknowledged the current range of competencies within the Governing Body was exceptional and SVR benefitted from the depth and breadth of experience and expertise the Members provided. He noted that none of the current Members had indicated they wished to leave. He however, having notified the Scottish Housing Regulator, that the Governing Body had agreed his extension in role beyond the normal 5 years, to August 2023, needed to handover by then. Having had prior discussion with VC and CEO, he wanted to set out his proposal for succession to				
8.2	He proposed that VC this would create a required no volunteer or reconstituting that the Chair Police and other unifor issues, and for present as SVR's Chair. Current that the alternative with starting to build a pipel membership was also	uirement for a rep nmendation. Colle of SVR should a rmed services) to tational reasons. I ent VC clearly fille ould be to go to ine for the Chair's	lacement VC, for whice ectively (Chairman, Van military or service based be able to understance f was likely that the new the market. He conciderations	h currently there was C and CEO), it was ackground (including I Veterans ethos and xt VC would succeed Chairman suggested luded that SVR was		
8.3	VC confirmed that he spoken with his collea approval of his appoil support the role from A	agues at work and ntment, he would	agreed, subject to the be able to free up s	ne Governing Body's ufficient time to fully		

8.4	The Chairman invited comment on the proposal.					
8.5	terms. She wondered would have a detrime term should they wish time limit for Members	GT noted that succession from VC to Chair of the organisation by sense in process terms. She wondered in doing so if time served as a Governing Member, or as VC, would have a detrimental impact on a future Chair's ability to serve a full 5 year term should they wish to do so. The Chairman confirmed that SVR had not set a time limit for Membership of the Governing Body and that he did not think it would affect an individual's ability to serve a full tenure.				
8.6	look to bring in some with historic SVR G significantly younger. retirement age and in of other Charities' demographic of SVR's	CM noted that the age of the Governing Body was increasing and should we not look to bring in some younger Members. The Chairman noted that in comparison with historic SVR Governing Bodies, the current membership was probably significantly younger. CEO noted that all the current members were below normal retirement age and in employment. This contrasted markedly with his experience of other Charities' Boards in the broader sector. Alternatively, given the demographic of SVR's beneficiaries, we might wish to consider recruiting an older individual who would be able to provide perspectives of someone who had retired.				
8.7	SB noted that general diversity and take step					
8.8	ST confirmed that he Chair roles did have a	-		the Chair and Vice-		
8.9	wished to add, or they	The Chairman reiterated the plan and asked that if anyone had anything they wished to add, or they wished to be considered for the Vice-Chair role, to let him know within the week.				
8.10	Decision: There being no further comments, the Governing Body approved VC to succeed as Chairman of SVR by August 2023.					
9	Operational CEO Brief Noted					
9.1	CEO confirmed that the aim of the operational change had been to align the management structures of the 3 Residences and had come into effect on 7 <sup>th</sup> March.					
9.2	Three new roles had been created; Deputy Managers at Bellrock Close and Whitefoord House, and four roles had been disestablished; two Senior Support Officers at Bellrock Close and 2 Team Leaders at Whitefoord. House. The new roles had all been filled by internal candidates.					
9.3	As a result of the disestablishing the 4 roles, one employee had decided to take					

9.2 Three new roles had been created; Deputy Managers at Bellrock Close and Whitefoord House, and four roles had been disestablished; two Senior Support Officers at Bellrock Close and 2 Team Leaders at Whitefoord. House. The new roles had all been filled by internal candidates.
9.3 As a result of the disestablishing the 4 roles, one employee had decided to take redundancy, and a further employee was trialling an alternative role after having exercised their right to a 4 -week trial before making a final decision. At the end of the trial if the individual decided the alternative role was not for them, they would be able to take redundancy. If they decided to accept the role, they would retain their previous salary for 12 months from the date of starting. Thereafter, they would move to the alternative role's salary.
9.4 CEO summarised the principal benefit of the change programme as providing better options for internal development and promotion of staff, whereby now a support worker would be able to see a clear path of progressing to Residence Manager. He confirmed that with potentially one further redundancy, the current cost of the change programme was 40% of that budgeted.

	Afternote: The further redundancy will not be realised as the employee has accepted the alternative role and the 4-week trial period is complete.				
10	Residence	SB IMT & NG	Report	Noted	
40.4	Committee Reports	<b>6</b> 10 00	15 15	<i>C</i> 1 11 14 1	
10.1	Bellrock Close – SB of rescheduled twice due on 18th March. The W was beginning to increate to SB's request to the work being undertake referral agencies, and Greater Glasgow and	to Covid-19, but to WTW co-ordinato ease activities as (e CEO if he wantern by the Manage in improving the v	hat the meeting was ex or would now join the r Covid-19 measures we ed to add anything, he or in developing relatio	xpected to take place neetings and that he ere lifted. In response noted the excellent nships with potential	
10.2	Rosendael – IT confirmed that she had attended a Residents' meeting the previous week, the 2 <sup>nd</sup> in the amended format organised by the Manager, in which he took minutes and then provided feedback to the Residents on the actions undertaken. IT commented that this feedback loop was proving to be effective. She noted that the Manager had been in contact with three of the Local Authorities to ensure the appropriate officers were aware of Rosendael's services but had only received a response from one. The Manager would benefit from some leverage from Governing Body Members in establishing communications with the relevant departments and officers.				
10.3	The Chairman advised Authority would be a unith the appropriate of necessary. It was agreed Manager and provide	useful start point a fficers. He also co reed that the Hea	and they would have a postirmed that he and the	ccess to and contact ne CEO could help if	
10.4	Whitefoord House - quiet and that face to do so once Covid-19 n of the Residents when	face Residents' n neasures were lift	neetings were yet to c ed. He had been able	commence but would	
11	CEO's Report	CEO	Report	Approved	
11.1	The Chairman noted t requested that the Exe		d been circulated with	• •	
11.2	<ul> <li>CEO referred to progress against SVR's sustainability objective noting that:</li> <li>3 electric vehicles were now on order (EDD June 22);</li> <li>The Edinburgh Dog and Cat Home was going to use some of the old furniture SVR had in storage; and</li> <li>An initial funding application for the Whitefoord House campus had been made to Edinburgh World Heritage Trust, with a view to improving the energy and thermal efficiency of the campus.</li> </ul>				
11.3	In response to a question form the Chairman, he confirmed that each Residence site now had an electric vehicle charging point, which had successfully been part funded through relevant grants.				
11.4	DCEO commented on and Glasgow City Co adaptation respective Whitefoord House for	ouncils for tenant ly. He confirmed	s in respect of rent a that CEC would exte	arrears and property end its contract with	

	months from June 2022. He also noted that the Bellrock Close Manager had been in touch with the Glasgow Alliance to end Homelessness, which was extremely helpful in promoting Bellrock Close's services to potential referral agencies.					
11.5	HER confirmed that planning had commenced for The Queen's Platinum Jubilee celebrations with events scheduled at each Residence for 3 <sup>rd</sup> June. It was also intended to take part in the Queen's Green Canopy and organise tree-planting at each Residence, the timing of which was subject to ensuring it was an appropriate time to ensure the tree was able to establish itself, and the availability of suitable VIPs to carry out the planting.					
	Afternote: 3 trees verified Edinburgh branches WRENs and Wome Residents.	of the Royal Na	val Associati	on, and	the Association of	
11.6	She also noted that Rosendael to SVR and good opportunity for a Royal Patron.	d the establishme	nt of our service	ce there	, and this would be a	
12	Service Updates	RG/CT/DM/IL	Brief		Noted	
12.1	Royal Navy – RG covered the following issues:  Appointment of the Second Sea Lord;  Withdrawal of RN personnel from Op RESCRIPT (MoD support to Covid-19);  MACA during the recent storms;  RN Diversity and Inclusion initiatives;  Year-end RN recruiting, and retention figures not yet published;  RN Regional Forum attendance including an invitation to SVR to attend its next meeting on 9 <sup>th</sup> June (date tbc); and  RN participation in Platinum Jubilee would include the berthing of a RN ship in the principal berth at Leith providing the opportunity for a SVR visit.					
12.2	HER commented that some of the ship's company would be very welcome to attend the Platinum Jubilee event at Whitefoord House. The Chairman confirmed that SVR would be happy to host a visit by the Second Sea Lord should he be in the area and have time, so that he could be made aware of SVR's services and offering.					
12.3	Army – CT covered the following issues:  Activity of the Army in Scotland;  Op RESCRIPT;  51 Brigade workforce review and re-roling of the HQ into a Regional Command Brigade under HQ Regional Command;  Lived Experience Innovation Fund; and  Recruiting and Retention statistics.					
12.4	Merchant Navy – IL re covered the following  Joint Working Proj  Impact of the Rus dock in UK, and M  New MNWB CEO  New service provis	issues: ect between RN a sian invasion of NWB provision of – Stuart Rivers; a	and RM and Na Ukraine – Rus free phone ca	autilus; ssian ve	ssels not allowed to	
12.5	The Chairman noted wider J1 issues of part		•	•	•	

	and the flow of Veterans to and through the Charity. He acknowledged that further clarity should be provided to the Service representatives.				
40	Diala Daniatan	050	Do allatan	Natad	
13	Risk Register	CEO	Register	Noted	
13.1	CEO went through the	Strategic Risk R	egister and made obs	ervations.	
13.2	Risk 001/21 - Financia the ARC was content Rent Relief Scheme.				
13.3	Risk 002/20 – Infection seven attendees who transmissibility of the were also a demonstruction pathogenicity in compascore had been reduced	attended a mee omicron variant of the effe arison with earlier	ting was a demonstra of the virus. The result ctiveness of the vacci	tion of the increased tant minor symptoms the and the variant's	
13.4	Risk 002/19 – Busines Business Continuity P		. CEO continues to de	velop and update the	
13.5	Risk 001/18 – Policy a Tenant Participation S incorporated into the n	Strategy had bee	en received and where	e appropriate will be	
13.6	Draft Risks:				
13.6.1	001/22 – Impact of conservation and renovation of the Whitefoord House campus on Reserves. CEO commented that following direction from the IRFC, he had added the risk as a draft on to the Register.				
13.6.2	CEO also wondered, contracts for most of its costs (and other inflati	s utilities, whethe	r the risk of the signific	ant inflation in energy	
13.7	The Chairman stated that he thought the utility cost inflation risk should be added to the Register and there was no disagreement. With respect to the conservation of the Whitefoord House campus, he noted that the potential financial requirement may not be achievable, which would result in a different set of considerations including doing something different on or with the site. Those decisions, however, would be informed by the experts once surveys had been completed and the Sustainability Strategy and Plan written.				
			T_	T	
14	KPIs	CEO	Report	Noted	
13.1	CEO confirmed that t Whitefoord House had	•	•		
13.2	<ul> <li>Some key findings:</li> <li>Rosendael and Bellrock Close both achieved operating surpluses;</li> <li>Rosendael and Bellrock Close both achieved Maintenance per Unit targets;</li> <li>Catering and food costs were proving to be challenging adding further weight for inflation to be included on the Risk Register; and</li> <li>The rising staff sickness trend had been predominantly driven by 3 members of the Rosendael staff with long-term health issues, which had now resolved. Consequently, he expected the trend to plateau and then reduce.</li> </ul>				

14	AOB	Chairman			
14.1	CEO requested that a him.	ny outstanding R	egister of Interest form	ns were submitted to	
14.2	The Chairman outline Governing Body and Sthe previous 2 years of description. The SMT wanted to consult the Gorm of event. He require preferences. The event and their respective pages	Senior Management of the Covid-19 part had indicated its Governing Body in the meter that Mement to the management of the could be open the second second the could be open the second s	ent Team (SMT), for the indemic, by holding a preference for a dinner case Members might bers let him know if	neir hard work during social event of some er, but the Chairman prefer an alternative they had any strong	
14.3	A doodle poll would be circulated to identify the best date to maximise attendance.				
15	DONM – Monday, 23 <sup>r</sup>	<sup>d</sup> May 22, 1300 –	15.00, preceded by	AGM.	