



**SCOTTISH VETERANS' RESIDENCES
GOVERNING BODY MEETING**

**Record of Decisions
Held in the Boardroom and on Microsoft Teams on 08 December 2023**

Present: Jonathan Tweedie, **Chair**
 Sue Bomphray (SB), Online
 Capt Andrew Cassels (AC), Online
 Richard Edlmann (RE), Online
 Troy Johnson (TAJ), Online
 Tony Jones KC (TJ), Online
 George Lowder MBE (GL), Present
 Clive Masson (CM), Online
 Flt Lt Ross McElhinney RAF (RM), Online
 Lt Andrew Smart RN (AS), Online
 Isla Tabberer (IT), Online
 Rab Wallace (RW), Online

In attendance: George Corbett, Deputy Chief Executive (DCEO), Present
 Jeremy Chittleburgh (Treasurer), Online
 Colin Leslie, Head of External Relations (HER), Present
 Martin Nadin OBE, Chief Executive (Chief Exec), Present
 Colin Masson (Company Secretary), Present, **Minutes**

Apologies: Maj Surya Rai (SR)
 Sandy Telfer (ST)
 Gayle Templeton (GT), HR Consultant

	Subject	Raised By	Additional Docs	Decision
1	Chair's Introduction	Chair		
1.1	The Chair welcomed all present remarking on a busy 2023 with much achieved. The Royal Visit deserved mention, placing SVR centre stage for providing support to Veterans in Scotland. He thanked the Board Members for their energy, passion and commitment.			
1.2	He thanked IT on her departure, for the wisdom and insight she had brought to the Board. The Chair also welcomed Lt Andrew Smart who would be the RN representative and Flt Lt Ross McElhinney as the RAF representative.			
2	Apologies	Chief Exec		Noted
2.1	The Chief Exec confirmed that with 12 Members present the meeting was quorate.			
3	Minutes	Chair	Draft GBM Minutes from 13 Oct 2023	Accepted
3.1	The minutes from the Governing Body Meeting held on 13 Oct 2023 were reviewed and accepted. Proposed: RE. Seconded: TJ.			

4	Action Table	Chief Exec	SVR Action Log 08 Dec 2023	Noted
4.1	<p>Ser 80 – Refresh of external SVR Website & production of Corporate Video – Chief Exec confirmed that the videographer had started his work and would visit all 3 Residences before Christmas.</p>			
4.2	<p>Ser 83 – SVR Tenure Documents [REDACTED]</p>			
4.3	<p>Ser 84 – Define Bad Debt Materiality Bar – [REDACTED]</p>			
4.4	<p>Action: [REDACTED]</p>			
4.5	<p>Ser 86 - Development of Crisis Management and Business Continuity Plans – The Chief Exec confirmed that plans had been drawn up and had been tested in desk top and simulation exercises. Head Office was now waiting for software from Inverroy that will allow the plans to be managed and revised online.</p>			
4.6	<p>Ser 87 – Compliance with the Charities (Regulation & Administration) (Scotland) Bill – Chief Exec stated that the Bill would be implemented in 2 phases (2024 and 2025) and that we were waiting for OSCR to give details on the implementation process.</p>			
4.7	<p>Ser 89 – Strategic Review – Chief Exec stated that this would be work for the SMT in the first half of 2024.</p>			
4.8	<p>Ser 90 - Outsourcing of Catering Services - the Chief and Deputy Exec had met with Matthew Merritt-Harrison (SVR Catering Consultant) to discuss the feasibility of outsourcing catering across SVR.</p>			
4.9	<p>He had recommended that the first question to be asked was whether SVR’s catering service was the right one. Once the required service was confirmed, the second order question should be to consider whether outsourcing was a feasible option. The Chief Exec briefed the Governing Body on potential providers, whether SVR’s service requirement would be attractive to them, the challenges being faced within the industry in recruitment and retention of staff, and the range of contractual models, noting that to avoid a 20% VAT uplift an agency contract would be required. The Consultant had suggested, that as a starting point, SVR confirm its current 3 meals a day 7/365 model was the most appropriate.</p>			

4.10	The Chair asked that residents be canvassed to see whether they were satisfied with current arrangements and or whether changes were sought. Unless there was significant dis-satisfaction, SVR should not seek to outsource in its catering services, the current system should remain in place and any changes should be limited to minor adjustments.			
4.11	Action: Chief Exec to canvass opinion on the existing catering services and examine the feasibility of residents and tenants booking out in order to avoid food waste.			
4.12	Ser 91 – Resident Fire Risk: As requested, the Chief Exec had forwarded the Resident Fire Risk from the Operational Risk Register to AC. Following discussion in which the DCEO confirmed the technical and physical measures in place that mitigated the risk, it was agreed that a resident's room was their home. If they wished to do smoke within it, they could do so. Decision: No change to existing smoking policy within residents' rooms.			
4.13	Bellrock Close Risk Register:			
4.14	Ser 6 Maintenance Costs & Ser 9 Benchmarking. Chief Exec confirmed that having gained traction with other social landlords in the Cobseo Housing Cluster, it would be possible to benchmark maintenance costs and determine whether SVR was getting best value. He expected the first draft of metrics to be available in 2024.			
4.15	Sers 7 & 8 Arrears and Voids Processes. Discussed at Serial 83 of generic actions.			
4.16	Ser 12 Extended Support – SVR continues to work with Poppy Scotland to formalise extended support arrangements.			
4.17	Ser 13 – Outcome Targets Outcome targets would be informed by the benchmarking exercise with the Cosbeo Housing cluster.			
5	Finance	Chair, Chief Exec, Treasurer	Verbal	Noted
5.1	Treasurer's Report – Due to poor connection, the Treasurer's Report could not be provided. This would be sent out separately. The Chair reassured the Board that the Treasurer had attended the IRFC meeting on 4 Dec 23, and that all spending proposals, particularly the pay awards outlined below, had been included within the draft budget.			
5.2	<p>2024 Pay Review and Award – The Chair confirmed the annual requirement to conduct a review of pay, especially in the face of the cost-of-living crisis, and that the review had been the principal issue debated at the IRFC's meeting on 4 Dec 23. The IRFC's recommendations, which if approved would come into effect on 01 Jan 24, were;</p> <ul style="list-style-type: none"> ▪ Implement the real living wage (RLW) increase for all SVR employees within this band to £12 per hour. This would give an equivalent annual salary of £23,400 for a 37.5 hour week. ▪ Equalise all non-managerial staff not on the RLW to the top of their respective pay bands, then add a further 7% uplift. It was noted that most were already at the top of their band. Those who were not would see a salary increase of c£2000. ▪ All managerial employees would receive a 5% uplift to current salary. ▪ A 10% uplift for the catering manager, with salary increasing from £31,768 to £35,000. 			

5.3 5.4 5.5 5.6 5.7	<ul style="list-style-type: none"> ▪ Employees working on 24/25 Dec and 1/2 Jan would be paid double time. <p>The Chair added that these increases were above the Consumer Price Index (6.7% for the period) for SVR's lowest paid staff, in line with CPI for mid-tier staff and slightly below for managerial staff.</p> <p>There was a discussion on whether a re-banding exercise was necessary having placed everyone at the top of their pay scale. Chief Exec stated that as part of the Strategic Review, all posts would be analysed, checked against operational outputs and compared with the wider market. This would inform whether to re-band or to use a different mechanism for pay scales. The Chair added that as part of that Strategic Review, and to remain commercially viable, SVR should also consider adjusting headcount. Decision: The Board approved the IRFC's Pay Award recommendations.</p> <p>Action: Chief Exec would send the Treasurer's Report, including the draft 2024 Budget and the total cost of the pay award for Out of Committee review and approval.</p> <p>Resident Rent and Service Charge Proposal - Chief Exec covered the changes to the rent and service charges. Rosendael would see a rent increase of 1%, Bellrock Close 6.7% and Whitefoord House 3.8%. For most residents, these increases would be covered by housing benefit while service costs had been reduced across all sites. Decision: The Board approved the changes to Resident Rent and Service Charges.</p> <p>Action: Chief Exec would publish the changes to give residents 28 days' notice, and submit them to local authorities for agreement.</p>				
6	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Operations</th> <th style="width: 20%;">Chief Exec</th> <th style="width: 20%;">Chief Exec's Report</th> <th style="width: 30%;">Noted</th> </tr> </thead> </table>	Operations	Chief Exec	Chief Exec's Report	Noted
Operations	Chief Exec	Chief Exec's Report	Noted		
6.1	<p>Rosendael Water Hygiene - Chief Exec updated the Board on water hygiene at Rosendael where contractors and staff were still dealing with the discovery of <i>legionella</i> in 2 rooms during routine testing. He highlighted that effective systems, reporting and procedures had quickly identified the issue and no harm had come to residents or staff. Deputy Exec added that disinfection that week should eradicate the problem, that the possible source has been identified and that there would be a thorough lessons learned process to prevent a recurrence.</p>				
6.2	<p>Voids and Vacancies – Whitefoord House had reduced voids but there remained room for improvement, Rosendael had seen an increase in voids towards the end of the year and action had been taken by HER to advertise on social media.</p>				
6.3	<p>Legal – [REDACTED]</p>				
6.4	<p>Fund Raising – HER stated that in addition to his written report, SVR had been successful in its bid to Connecting Scotland, with £9,000 now available for the purchase of 20 iPads and 2 laptops. These would be held in a lending library for the 3 residences.</p>				
6.5	<p>SVR had also been chosen as the beneficiary of the Scottish Military Ball on 11 May 2024, to be held at the Royal Scots Club. Action: HER to provide Chair with details of the organiser to send a thank you note.</p>				

6.6	He noted that the videographer had started work, profiling one of the residents who is an active runner and cyclist.
6.7	The 2022-23 Tenants' Report had been completed, and available on the web site and in hard copy.
6.8	Residence Reports:
6.9	Whitefoord House Report – Chief Exec reported that demand for services continued to fluctuate but Quarter 3 had seen a period of recovery with a steady stream of referrals leading to a decrease in void levels. Average occupancy in the period was 83. Of note, 7 residents moved on to settled accommodation and 12 residents have been supported into employment. The Employment Rent Relief Fund (ERRF) had probably played a key role in helping residents into employment. The Support Supervisor, John Robertson, had retired and his successor, Justin Gould, was now in post. The Residents' Association had been active with educational visits and fishing remaining popular. The gym relocation should be complete this month.
6.10	The Chair remarked on the positive housing and employment figures and the need to keep re-telling success stories. He agreed that a case study to highlight the success should, if possible, be undertaken. Action: HER to explore whether a case study can be done to highlight the employment successes in Q3.
6.11	Rosendael Report – Given that IT was moving on, a replacement needed to be found from the Board to report on Rosendael.
6.12	Bellrock Close Report – RW spoke of the transformation he had witnessed over the last few months with the refurbished canteen now seeing greater use and with it, more interaction. Visits by the occupational therapist were proving beneficial. Residence Manager was following up on the Care Inspectorate (CI) recommendations and sharing their inspection experience with the other sites.
6.13	The therapeutic counsellor was proving to be a great success but with only 2 days a week to see 10 clients, there was now a waiting list to see him. If funding became available, RW asked that an increase in counsellor hours be considered. The counsellor had also secured funding for ADHD diagnosis having identified those behaviours among some clients.
6.14	He sensed the main issue was the provision and availability of follow-on support for those moving on from Bellrock Close, and a lack of such support would prevent some residents from moving into their own accommodation. He asked that the Executive consider whether it leverage follow on support in the Glasgow area, to ensure that those that needed to could access Bellrock Close accommodation and a waiting list didn't build up.
6.15	He also requested that consideration was given to standardising Residence reports and capturing metrics, which are needed to inform and support applications for funding.
6.16	Action: Chief Exec to meet with RW to discuss and devise a standard Residence Report.
6.17	Action: Chief Exec to examine whether funding is available for increased counsellor support at Bellrock Close. Action: Chief Exec to include provision of follow on support in the Glasgow area as part of the work with Poppy Scotland.

7	Governance	Sub Cttee Chairs, Chief Exec	Sub Cttee Reports & Risk Register	Noted
7.1	Audit and Risk Committee (ARC) Report – TJ stated that the last meeting was 6 Oct 23, reporting to the Board on 10 Oct 23. There was nothing new to report.			
7.2	Quality Committee (QC) Report – CM reported that the Committee had met on 13 Nov 23 with the occupational therapist joining the Committee. The revision of SVR’s QA Framework had been completed and he sensed was working well.			
7.3	CM referred to the CI Inspection Report that had been reviewed by the Committee. It was a good report with an overall grading of 4 (Good) The main observation from the report was to develop an accessible improvement plan, and which clearly identifies agreed priorities and actions with people using the service. This is to ensure that care and support is consistent with the Health and Social Care Standards 4.8 and 4.19.			
7.4	CM stated that the terms of reference for those visiting residences for QA purposes needed to be better defined if they were to provide the Board with an alternative perspective and support the running of the residence. In the case of Rosendael (following the resignation of IT) no one was currently able to take on this role			
7.5	Afternote: The recruitment of Teresa Griffiths as a new trustee to SVR (see Serial 12.1) who has considerable Healthcare QA experience will provide further skills and expertise to the QA Committee.			
7.6	IRFC Report – Chair stated that the Finance Committee had met on 4 Dec 23. The draft budget had been reviewed and the investment portfolio remain in very good shape; the investment managers (Rathbones) were doing a good job. The Treasurer was unable to join due to technical difficulties. The Chair stated that the draft budget would be circulated Out of Committee for review.			
7.7	Afternote: The Treasurer produced a summary of the key points regarding the draft budget, which was sent to Board Members on 18 Dec 23 for consideration and approval.			
7.8	<p>Strategic Risk Register – Chief Exec briefed on the 4 strategic risks on the register.</p> <ul style="list-style-type: none"> ▪ 001/22 Finance: Impact of conservation and renovation costs of Whitefoord House Campus on Reserves. Chief Exec stated that the residence had been accepted onto a self-healing lime render project where two of the outbuildings would be used as a test bed. The project definition, documentation and timeline had yet to be provided but he didn’t expect work to start before the end of 2024, and then only if considered to be at nil risk to SVR. GL raised the point that rendering should not be done in winter months. The Chair asked that we re-engage with Edinburgh World Heritage Trust (EWHT) to ensure the trial takes place when weather conditions are conducive to lime rendering. <p>Action: Chief Exec to re-engage with EWHT to discuss the timing of the trial.</p> <ul style="list-style-type: none"> ▪ 002/23 Finance: Inflation. Despite CPI being at its lowest in 2 years (4.6% in Oct), the impact of inflation on SVR was still being felt as food costs continue to rise. ▪ 002/19 Operations: Lack of Business Continuity Plan. The overall Plan was now in place for SVR, and each Residence had its own Crisis Management Plan. These plans had been tested with the final stage being the arrival of software which will allow these plans to be managed and revised online. 			

7.9	<p>▪ 003/23 Finance: Loss of City of Edinburgh Council contract for Homeless Accommodation with Support (HAWs). SVR has been successful in its bid for the CEC contract for HAWs. This would be at least a 5 year contract. The process was in 'standstill' until 11 Dec 23, after which, if no objections had been raised it was expected that the formal contract would be forwarded. The Chief Exec thanked all those who had contributed to the successful tender bid.</p> <p>Ratification of new Company Secretary – The Board ratified its OOC decision to appoint Colin Masson as Company Secretary, to work on a voluntary basis until 8 Apr 24, when he would complete Regular Service, then as a paid employee thereafter.</p>				
8	<table border="1"> <tr> <td data-bbox="288 501 667 600">New Business</td> <td data-bbox="671 501 890 600">Chief Exec</td> <td data-bbox="895 501 1174 600">Meraki Service management proposal</td> <td data-bbox="1179 501 1422 600">Approved</td> </tr> </table>	New Business	Chief Exec	Meraki Service management proposal	Approved
New Business	Chief Exec	Meraki Service management proposal	Approved		
8.1	<p>Renewal of the Meraki Management Service Contract with CAE – [REDACTED]</p>				
8.2	<p>TAJ agreed on the CAE option, highlighting the increasing threats to networks and advising that in future, SVR should not allow the contract to elapse. In response to a question from GL, the Chief Exec stated that Meraki had protected SVR against suspicious activity in the past but it also allowed us to monitor SVR internet activity and give warning when potentially dangerous sites are being accessed. The Chair agreed the threat, stating that any compromise of SVR's data was its greatest risk to people/reputation and that we should plan ahead to avoid a gap in this contract in the future.</p>				
8.3	<p>Decision. The Board approved the renewal of the Meraki contract with CAE.</p>				
8.4	<p>Afternote: Actioned by Chief Exec on 11 Dec 23 and contract is now in place.</p>				
8.5	<p>Security Review Proposal – [REDACTED]</p>				
8.6	<p>TAJ stated that physical and cyber security should be viewed together to get an overall assessment of the security threat posed to SVR. This Chief Exec confirmed this was in hand. Through the IT Manager he had received 4 quotes to carry out independent penetration tests on the network. The IT Manager had also engaged with the National Cyber Security Centre which provided regular updates. GL stated that the Scottish Business Resilience Centre, the Chamber of Commerce and Heriot Watt University could also provide specific support. The Chair asked Chief Exec to put the options into a decision matrix for the Board to consider.</p>				
8.7	<p>Decision: The Governing Body agreed that Inverroy should carry out a physical security audit of SVR's estate.</p>				
8.8	<p>Action: Chief Exec to produce a matrix of options for the Governing Body to consider to undertake an independent cyber security assessment including penetration testing of SVR's IT network.</p>				

9	Service Reports	AS, RM, AC	Verbal	Noted
9.1	The Chair felt that each service briefing every 3 months did not allow for significant change. He felt it would be of greater benefit for one service to brief at each of the quarterly Board Meetings and provide an annual report to the Board.			
9.2	RN – AS gave his first report to the Board, outlining RN procurement and build programmes for new Type 26 and 31 frigates in Scotland. Operations and training included exercises with Ukrainian minesweepers in Scottish waters while both aircraft carriers were currently deployed at sea in US and home waters.			
9.3	Army – No report due to absence of SR.			
9.4	RAF – RM gave his first report to the Board, stating that the arrival of E7 Wedgetail at Lossiemouth in 2024 would bring a further 500 RAF personnel to the area.			
9.5	MN – AC updated the Board on the MN’s 75th anniversary at Westminster, the appointment of Lord Byron Davies of Gower as the new Shipping Minister and the launch of the MN’s Port Welfare Provision Report. The report, and in particular the subject of Port Welfare Levies, is considered a key aspect for the delivery of welfare. While the prospect of levees has not been well received by ship owners, the MN will seek political support to get it implemented.			
10	Any Other Business	Chair		
10.1	The Chair and Chief Exec had met with Gp Capt (Retd) Teresa Griffiths (TG) CBE ARRC following her application to become a Member. Both felt she would be a great addition to the Governing Body, particularly with her experience as a Non-Executive Director, her work in healthcare and as a QA expert. She would be happy to become the Chair of the Quality Committee. The Governing Body unanimously agreed she should be appointed as a Member.			
10.2	Decision: Teresa Griffiths to become a Member of SVR’s Governing Body.			
10.3	Action: Chief Exec to confirm membership to TG and organise induction.			
10.4	TAJ requested that information and data from the physical and cyber security audits be fed into the Governing Body and the ARC. The Chair noting TAJ’s expertise in the field, said that his preference was for the ARC to receive the information. He asked that TAJ and TJ, as Chair of the ARC, discuss how the risks and threats should be articulated and where relevant, brought to the Governing Body’s attention.			
10.5	Action: Chief Exec to provide physical and cyber security audit reports to ARC for consideration.			
10.6	There being no further business, the Chair wished everyone a Happy Christmas and the meeting was closed.			
11	Date of Next Meeting	Chief Exec		
11.1	15 Mar 2024, 12:00 at Whitefoord House and MS Teams.			