

FREEBRIDGE COMMUNITY HOUSING BOARD

**Minutes of a Meeting of the Board held on
Monday 14 July 2014 at 6.30pm in
“The Barn”, 2 Chapel Lane, King’s Lynn**

PRESENT:

Paul Leader (Vice-Chairman in the Chair)
Lesley Bambridge
Matthew Brown
Steve Clark
Tony Hall (Chief Executive)
Sean Kent (Deputy Chief Executive)
Ian Pinches

IN ATTENDANCE:

Colin Davison - Director of Property
Michelle Gant - Director of Engagement
Angus MacQueen - Company Secretary

133/14 APOLOGIES

Apologies for absence were received from Ray Johnson, Jasmine Rigg and Colin Sampson.

134/14 MINUTES

The minutes of the meeting held on 23 June 2014 were confirmed as a correct record and signed by the Chairman.

135/14 MATTERS ARISING

There were no matters arising.

136/14 DECLARATIONS OF INTEREST

There were no declarations of interest, although it was noted that there was a general interest among the Non-Executive Board Members in the item at minute number 139/14 – Issues Around Board Remuneration.

137/14 CHAIRMAN’S UPDATE

There was no Chairman’s update, as the Chairman was on holiday.

138/14 CHIEF EXECUTIVE’S UPDATE

A written update from the Chief Executive, covering a number of issues, had been previously circulated and was noted by the Board.

The Company Secretary presented a report which suggested approaches to issues around the introduction of Board remuneration.

The Company Secretary confirmed that both the funders and the Regulator had been informed that Freebridge would be introducing Board remuneration with effect from 1 October 2014. The funders had asked for a copy of the Business Case, for their information, whilst the Regulator had sought assurance that the Board had complied with its chosen Code of Governance in reaching the decision to introduce Board remuneration; both had been provided.

Lesley Bambridge advised that the Borough Council's Chief Executive had indicated to her that the Council would have no objection to Council Board Members receiving the remuneration.

The report introduced the proposed Board Member Agreement for Services, Board Member Code of Conduct, Board Member Role Profile and Board Member Schedule of Expenses, which Board Members would be required to adhere to alongside the provision of Board remuneration. Discussion took place on some aspects of the proposed documents, as described below:

Board Member Agreement for Services:

Clause 1.3: It was suggested that the Chairman should have an option to extend a probationary period. However, there was some concern that this might affect the Board Member legal status as a "worker". The Company Secretary was asked to look into this, and to include an option to extend the probationary period if this did not affect the status.

Clause 3.5: ("You acknowledge that you have the same legal responsibilities to the Association as any other Board Member"). The Board was unclear as to why this clause was included. The Company Secretary was asked to investigate the reason for the inclusion of this clause and whether any wording by way of clarification could be added.

Clause 3.7.10: It was agreed to amend this clause as follows (new words shown in italics): "carry out the specific duties listed in the profile, ~~spending the appropriate amount of time to~~ *the required standard.*" The Board was of the view that the required amount of time would be difficult to quantify.

Clause 3.9: In answer to a question, the Company Secretary explained that this clause, setting out the functions of the Board, had been amended to align exactly with Freebridge's Rules.

Clause 3.10: It was agreed that, as well as the expectation to attend all Board and Committee meetings, this clause should align with clause 4.6 and include an expectation to attend Panels, Board away days/weekends, business planning days and training events.

There was some discussion around the expectation to attend all Board meetings, Committee meetings and other events, as not every Board Member would be able to attend all of these. It was agreed, however, that it was important to retain the expectation of attendance at all meetings and events, in order to protect Freebridge in the event of a legal challenge. It was accepted that 100% attendance would not always be possible, and, under clause 4.6, a reduction in remuneration would only be considered when six such meetings or events had been missed in a 12-month period.

Clause 4.7: It was stressed that, although auto-enrolment around pensions only currently affected the level of remuneration for the Chairman, the waiver for auto-enrolment should be included for all Board Members, in case the auto-enrolment threshold was changed at a later date.

Clause 9.3: The Board felt that it was important that the Agreement included provision for Board Members to receive pro rata payment up to date of termination. The Company Secretary was asked to arrange suitable redrafting.

Clause 12.2: It was agreed that the Board should retain ultimate control over the wording of the Agreement for Services, and so words should be added to the effect that any amendment, modification, variation or supplement must be approved by the Board.

General: It was noted that the Chairman was given specific roles within the Agreement, for instance with regard to performance review. It would, therefore, be appropriate for a separate version of the Agreement to be written for the Chairman, and the Company Secretary was asked to arrange this.

Board Member Schedule of Expenses:

Clause 1.3: It was agreed that the mileage rate should align with the Inland Revenue rate, as was the case for staff. The rate was currently 45p per mile for the first 10,000 miles and 25p per mile thereafter. It was also agreed that the 5p rate for carrying a passenger be removed, as this was taxable and would result in a considerable amount of additional administration to deal with claims.

There was some discussion as to whether it should be possible for Board Members to travel on public transport in first class. It was agreed to retain this as a possibility, with the Chairman's permission, as there could be occasions when Board Members needed to work on a journey; however, the default would be second class travel.

RESOLVED:

- 1) That the approaches set out in the report be agreed and the Board Member Agreement for Services, Board Member Code of Conduct, Board Member Role Profile and Board Member Schedule of Expenses be approved subject to the Company Secretary effecting the changes described above, taking legal advice as appropriate.
- 2) That the Company Secretary be given delegated authority to finalise the documents in accordance with the Board's wishes, subject to the documents, once finalised, being emailed to all Board Members.

140/14 FRAUD ACTION PLAN COMPLETION

The Director of Property presented a report which provided the finalised Fraud Action Plan.

It was noted that the only action not completed was the Police investigation, which was outside Freebridge's control.

The Director of Property said that a key outcome of the Action Plan was that fraud awareness had been raised across the organisation.

The Board thanked the Director of Property for taking the lead on the implementation of the Fraud Action Plan and for ensuring its completion within the target timescale.

RESOLVED: That it be agreed that the Fraud Action Plan has been completed and that it be submitted to the Homes and Communities Agency.

141/14 CONTRACT SIGNING – CENTRA

The Director of Property presented a report which sought approval for Freebridge to enter a two-year contract with Centra (formerly Invicta Telecare) for the maintenance of an out-of-hours call facility for both repairs and telecare alarms on sheltered schemes.

RESOLVED: That Freebridge enter the contract as described above.

142/14 PROCUREMENT APPROVALS: AMENDMENTS TO FINANCIAL REGULATION 7

The Company Secretary presented a report which suggested amendments to Financial Regulation 7 around procurement approval levels, in line with discussion at the previous Board meeting (minute number 121/14 refers).

RESOLVED: That the following amendments be made to paragraph 3.2 to Financial Regulation 7 (deletion shown as strikethrough; new wording in italics):

Up to £2,500

Informal business case to budget holder

Up to £10,000	Brief written business case to Executive Service Director
Up to £50,000	Brief written business case to Executive Team
Over £50,000	Full business case and project plan to Executive Team Board. <i>However, if the Board is satisfied with the level of budgetary provision allocated to a contract and that the tendering and contracting processes will be robustly overseen by senior management, it may determine, in its absolute discretion, to approve the procurement of the contract without receiving the full business case and project plan. A forecast of contracts to be let worth over £50,000 will be presented to the Board on a quarterly basis. In addition, a schedule of contracts let worth over £50,000 will be reported to the Board on a quarterly basis.</i>

~~if the project has budgetary provision previously agreed by the Board* OR~~

~~Full business case and project plan to Board if the project has no budgetary provision previously agreed by the Board*~~

~~*For a project to have budgetary provision previously agreed by the Board, it must have been included in a separate schedule and approved as part of a budget report presented to the Board. A business case can cover more than one project and must identify adequate funding from existing budgets.~~

143/14 REQUEST TO WRITE OFF SALES LEDGER DEBT AND CORRESPONDING PURCHASE LEDGER LIABILITY

Confidential item

144/14 REVIEW OF THE LOCAL GOVERNMENT PENSION SCHEME EMPLOYERS' POLICY STATEMENT

The Director of Engagement presented a report which set out amendments to the Local Government Pension Scheme Employers' Policy Statement.

RESOLVED: That the amendments to the Local Government Pension Scheme Employers' Policy Statement be approved, as presented.

145/14 APPOINTMENT OF SHAREHOLDERS

The Board considered a report which listed applications for tenant shareholding.

RESOLVED: That the applications for tenant shareholding set out in Appendix 1 to the report be approved.

146/14 TENANT PANEL QUARTERLY UPDATE

The Director of Engagement presented a report which provided a quarterly update on the work of the Tenant Panel.

In answer to questions, the Director of Engagement made the following points:

- She would manage the Community Organisers role update to the Panel carefully, as the Community Organisers were not Freebridge employees; the roles were only hosted by Freebridge.
- Whilst there were a number of vacancies on the Panel at present, recruitment was well underway. The recruitment process was robust and only those candidates who were believed to be appropriate for the Panel would be appointed.

The Board noted the report.

147/14 WORK UPDATE

The Company Secretary presented the work update, which included the following:

- Action Sheet
- Future Work Programme of the Board.

The Board noted the update.

148/14 ANY OTHER BUSINESS

• **Appointment to Audit Committee**

The Company Secretary said that the Audit Committee meeting originally scheduled for 7 July 2014 had had to be postponed owing to a lack of a quorum. The meeting had been rescheduled for 21 July 2014, and it appeared that a quorum would be achieved. However, to give added assurance that the meeting could take place, he suggested that Lesley Bambridge, who had been a member of the Committee in the past, be reappointed.

The Company Secretary was asked to investigate whether, in an emergency, an Executive Board Member could sit on the Committee so that a quorum could be achieved.

RESOLVED: That Lesley Bambridge be appointed to the Audit Committee.

149/14 NEXT MEETING

The Board noted that its next meeting was scheduled for Monday 4 August 2014 at 6.30pm.

The meeting closed at 7.30pm.

CHAIRMAN