

FREEBRIDGE COMMUNITY HOUSING BOARD

**Minutes of a Meeting of the Board held on
Monday 4 November 2019 at 4.30pm in
“The Barn”, 2 Chapel Lane, King’s Lynn**

PRESENT:

Joanna Barrett
Marie Connell
Tony Hall (Chief Executive)
Marcus Hopkins
Shelley Lamprell-Josephs
Brian Long
Pauleen Pratt
Simon Smith
Richard Spilsbury (Co-opted Member)
Andy Walder

OBSERVER (permitted to speak at the Chairman’s discretion):

Mike Britch - Board Chair, Bridgegate Homes
(Minute Numbers 74/19 – 87/19)

IN ATTENDANCE:

Sophie Bates - Director of Housing
Alex Dixon - Director of Property
Birgit Lenton - Director of Corporate Services and
Culture
Dave Marshall - Director of Finance and Resources
Ian Hill - Company Secretary
Angus MacQueen - Deputy Company Secretary

Company Secretary in the Chair

74/19 APPOINTMENT OF BOARD CHAIR AND VICE-CHAIR

(a) Appointment of Board Chair

The Company Secretary presented a report which sought to appoint the Board Chair and Vice-Chair for the ensuing year.

Andy Walder was proposed to continue in the position of Board Chair. There being no other nominations, it was

RESOLVED: That Andy Walder be appointed Board Chair until the start of the first Board meeting following the 2020 Annual General Meeting.

Andy Walder in the Chair

(b) Appointment of Board Vice-Chair

Simon Smith was proposed in the position of Board Vice-Chair. There being no other nominations, it was

RESOLVED: That Simon Smith be appointed Board Vice-Chair until the start of the first Board meeting following the 2020 Annual General Meeting.

75/19 APOLOGIES

Apologies for absence were received from Ian Pinches and Jasmine Rigg.

76/19 MINUTES

The minutes of the meeting held on 22 July 2019 were confirmed as a correct record and signed by the Chair.

77/19 MATTERS ARISING

There were no matters arising.

78/19 ACTION SHEET

(a) Progress of Demolitions

In answer to questions, the Director of Property advised that demolition contractors were now in possession of the Plaxtole House site; tenders for the demolition of Harpley Court were currently being evaluated. Demolition would take about three months. There were no definite plans as yet for either site: the Chair requested that any proposals for the Plaxtole House site should not be progressed without first being referred to the Board.

(b) Audit Committee Monitoring of Health and Safety Auditing

In answer to a question, the Director of Property stated that an Internal Audit review of Tenant Safety was currently underway and would report into the Audit Committee. The Chair highlighted that the Board's next strategy afternoon, in December 2019, would consider the Regulator's Sector Risk Profile; this would include health and safety.

(c) Hillington Square Project

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79/19 DECLARATIONS OF INTEREST

Andy Walder declared an interest and withdrew from the room during the appointment of the Board Chair (minute number 74/19(a)).

Simon Smith declared an interest and withdrew from the room during the appointment of the Board Vice-Chair (minute number 74/19(b)).

Richard Spilsbury declared an interest and withdrew from the room during the item entitled "Board Member Co-option" (minute number 90/19).

Richard Spilsbury declared an interest and withdrew from the room during the appointment of the Audit and Risk Committee Chair (minute number 91/19).

Pauleen Pratt declared an interest and withdrew from the room during the appointment of the Governance and Remuneration Committee Chair (minute number 91/19).

80/19 CHAIR'S UPDATE

The Chair described the following activities that he had undertaken since the last meeting:

- He had held weekly meetings with the Chief Executive. Key themes at these meetings had been operational performance, the Hillington Square project, the Customer Service Committee and the development pipeline.
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- He had hosted the shareholder lunch in September, which had focused mainly on the Customer Service Committee. The intention was to hold three shareholder lunches in 2020.
- He had attended the "out and about" in Hunstanton. Some dissatisfaction had been expressed by tenants in the quality of new builds in the area.
- He and the Chief Executive had held an induction session for Borough Councillors. As well as telling them about Freebridge, there had been discussion on the need to work together to combat homelessness.
- He had attended a reception to mark the retirement of the Borough Council's Chief Executive; this had been a useful networking opportunity.
- He had attended the East of England Chairs' meeting. There had been a presentation from Campbell Tickell on "What gets boards into trouble", and discussion about the Regulator's expectations of boards. He would like the latter to be considered at a Board strategy afternoon early in 2020.

81/19 MANAGEMENT TEAM UPDATE

(a) Introduction

A written update from the Management Team had been previously circulated and was noted by the Board.

The written update covered the following issues:

- Revised Board Meeting Dates
- Declarations of Interest Update
- Regulatory Contact
- Housing Associations and Councils Working Together to End Homelessness
- Hillington Square
- Independent East
- West Norfolk Partnership
- Customer Service Committee (late addition to the update)

Discussion took place on some aspects of the update, as set out below:

(b) Revised Board Meeting Dates

RESOLVED:

- 1) That the Board meeting scheduled for 20 July 2020 be moved to 27 July 2020.
- 2) That the Board meeting scheduled for 9 November 2020 be moved to 16 November 2020.
- 3) That meetings of the Customer Service Committee be scheduled for 10am on the Thursday immediately before each of the quarterly Board meetings.

(c) Regulatory Contact

The Chief Executive reported that the Regulator had advised that they were satisfied with the explanation provided by Freebridge in relation to the statement of compliance in the annual accounts.

(d) Housing Associations and Councils Working Together to End Homelessness

It was confirmed that the Director of Housing had attended the Eastern Region “Homes for Cathy” meeting on 18 October 2019.

(e) Customer Service Committee

The Board was pleased to note that the Tenant Panel was now supportive of piloting a Customer Service Committee, having initially expressed reservations. The Board reiterated its own support for the pilot, but the importance of helping the Tenant Panel to develop its role was stressed. The Board acknowledged the Tenant Panel's view that the tenant (non-Board) members of the Committee should not be paid and agreed to progress on this basis.

82/19 PERFORMANCE PACK

(a) Introduction

The Chief Executive and the Director of Finance and Resources presented the Performance Pack for the Quarter ending 30 September 2019.

Discussion took place on the aspects of the Performance Pack, as set out below.

(b) Operational Performance Report and Financial Statements

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(c) Treasury Management and Strategy Update

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(d) Business Plan Project Update

The Board noted the update.

(e) Risk Management and Business Assurance Update

The Director of Finance and Resources highlighted that the highest-level risks were reported individually in the full Performance Pack; there had been no change to the residual scoring of these risks in the quarter. The residual level of risk for those not reported separately and having a residual likelihood of three or above was 112 compared to a score of 126 last quarter. "Not Providing a Sustainable Solution to Hillington Square" was now reported as a separate risk, and would be further reviewed following the decision on the project to be taken later in the meeting, before being consolidated with the master schedule of risk.

The Board retained concern that risk ratings were not yet improving and noted that risk would be a key item at the Board's strategy afternoon in December 2019.

The Board noted the update.

(f) Health and Safety Compliance

The Director of Finance and Resources said that work was continuing on the six identified high risk areas, with priority being given in the first instance to asbestos, fire safety risk assessments and electrical tests.

The Board noted the update.

(g) Empties Performance Information and Management Action

The Chief Executive stated that monthly rent loss from empties had dropped, but it was important to maintain the improvement. It was noted that the Borough Council would soon be introducing higher Council Tax for empty properties.

The Board noted the update and retained concern around empties performance.

(h) Tenant Panel Quarterly Update

The Board acknowledged the key messages from the Tenant Panel around repairs and maintenance performance and the use of sub-contractors. The Director of Property would address these when he attended the Panel's meeting on 8 November 2019.

The Board noted the update.

83/19 REVISED VALUE FOR MONEY STRATEGY

The Director of Finance and Resources presented a report which reviewed the Value for Money Strategy. He stated that the Strategy needed to be updated to enable the delivery of the Value for Money targets that Freebridge had set itself last year and also to address areas raised in the recent Internal Audit review of Value for Money.

A Board Member suggested that the Strategy should be reviewed again in a year's time, in view of its evolving nature.

RESOLVED: That the revised Value for Money Strategy be approved, subject to a further review in a year's time.

84/19 HILLINGTON SQUARE COMPLETION STRATEGY

Confidential

85/19 Confidential item

86/19 PROCUREMENT PLAN TO 31 MARCH 2021

Confidential

87/19 **ANNUAL INCOME REPORT 2020/21 AND SERVICE CHARGE CONSULTATION**

Confidential

88/19 **GOVERNANCE COMMITTEE RECOMMENDATIONS: REVISED STANDING ORDERS**

The Board considered the recommendations of the Governance Committee meeting held on 7 October 2019 which were focused on the adoption of revised Standing Orders.

The Company Secretary advised that, since the publication of the Board papers, a few minor alterations had been made to the revised Standing Orders following input from the Management Team and the Legal Services Manager. These were not significant or material.

A Board Member welcomed the inclusion of risk management responsibilities within the Audit Committee's terms of reference (Standing Order 4). However, in light of this, he suggested that it would also be helpful to have a summary of the Board's role in relation to risk. The Company Secretary undertook to provide this within the RACI matrix of responsibilities which had been presented alongside the Standing Orders.

RESOLVED:

- 1) That the revised Standing Orders be approved.
- 2) That remuneration of £2,500 a year for an independent member of the Audit and Risk Committee be approved, pending an independent review in 2020.
- 3) That the Development Plan 2018-23 be amended to include "hurdle rates" for development projects to proceed in relation to Internal Rate of Return.

89/19 **FINANCIAL REGULATIONS UPDATE**

The Director of Finance and Resources presented a report which reviewed the Financial Regulations.

RESOLVED:

- 1) That the revised Financial Regulations be approved.
- 2) That any further amendments to the Financial Regulations required to reflect the new Standing Orders as agreed in the previous item (minute number 88/19) be approved.

90/19 **BOARD MEMBER CO-OPTION**

The Deputy Company Secretary presented a report which sought to extend the co-option of Richard Spilsbury as a Board Member for a further three years.

RESOLVED: That the co-option of Richard Spilsbury as a Freebridge Board Member be extended by three years, until 8 January 2023.

91/19 BOARD APPOINTMENTS

The Company Secretary presented a report which sought to undertake the annual process of making Board appointments for the ensuing year.

RESOLVED:

- 1) That the annual Board appointments be made as follows:

Audit and Risk Committee: Richard Spilsbury (Chair), Ian Pinches (Vice-Chair), Brian Long, Shelley Lamprell-Josephs, one new independent member

Governance and Remuneration Committee: Pauleen Pratt (Chair), Marie Connell (Vice-Chair), Andy Walder (as Board Chairman), Marcus Hopkins, Simon Smith

Customer Service Committee: Jas Rigg (Chair), Jo Barrett, three to five non-Board tenant members (Vice-Chair to be determined once the full Committee composition is resolved)

Queen Elizabeth Hospital Governors' Council: Andy Walder

- 2) Confidential
- 3) That the Board notes its thanks for Ian Pinches' service as Chair of the Audit Committee and Marie Connell's service as Chair of the Governance Committee.

92/19 REVIEW OF SHAREHOLDER ENGAGEMENT WITH THE ANNUAL GENERAL MEETING

The Deputy Company Secretary presented a report which requested the Board to determine whether it wished to take action under Rule C15.4, which stated:

“A shareholder shall cease to be a shareholder if.....they do not participate in, nor deliver written apologies in advance for two general meetings and the board resolves that they be removed.”

The Board observed that Freebridge had been established with tenant engagement principles at its heart, and that indications from Government were that there would be increasing expectations on associations to enhance

engagement with their tenants. Taking action under Rule C15.4 would be at odds with these considerations. Furthermore, there could be reputational damage as a result of taking such action. The Board's preferred course of action was to find ways of encouraging shareholders to attend the Annual General Meeting as well as informal events such as the shareholders' lunch, and then review after two years. The Board requested the Director of Corporate Services and Culture and her team to take this forward.

RESOLVED:

- 1) That no action be taken at this time under Rule C15.4.
- 2) That a plan be made to encourage shareholders to engage with Freebridge, and review after two years.

93/19 ANNUAL REVIEW OF PLACESHAPING ACTIVITIES AND DISCOVERY CENTRE REVIEW

The Director of Housing presented a report which provided an update on Placeshaping activities over the last year, in addition to a review of the first year of business at the Discovery Centre.

The Board welcomed the positive news contained in the report. The Board also praised the presentation of the "Placeshaping Team Annual Report 2018/19", and it was suggested that this could be used as a template for accessible reporting.

A Board Member asked that Freebridge look to create more apprenticeships, potentially in partnership with other agencies.

The Board noted the report.

94/19 DATA PROTECTION OFFICER ANNUAL REPORT

The Board noted the Data Protection Officer Annual Report.

95/19 WRITTEN RESOLUTION – CHANGES TO THE SHAREHOLDER POLICY

The Board noted a report which described the approval of changes to the Shareholder Policy via written resolution.

96/19 URGENT ACTIONS

The Board noted requests for urgent action that had been approved, as follows:

- Consent to Disposal and Purchase Leasehold Units on Hillington Square
- Letting of Annex at Discovery Centre

- Provision of a Tenancy to a Member of the Tenant Panel
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- Letting of Unit A, 18-20 Railway Road, King's Lynn
- Provision of a Tenancy to a Close Relative of a Recent Employee
- Confidential
- Confidential

97/19 COMMITTEE MINUTES

The Board received the minutes of the Governance Committee meeting held on 7 October 2019 and of the Audit Committee meeting held on 14 October 2019.

98/19 FUTURE WORK PROGRAMME OF THE BOARD

The Board noted its work programme for the ensuing year.

In answer to a question, the Company Secretary said that the Customer Service Committee would review the new complaints process after six months of operation.

The Chief Executive highlighted that the Board's strategy afternoon on 2 December 2019 was due to include a session on Education Attainment. It may be necessary to defer this item, depending on whether sufficient time could be found for it on the agenda.

99/19 ANY OTHER BUSINESS

There was no other business.

100/19 NEXT MEETING

The Board noted that its next meeting was scheduled for Monday 3 February 2020 at 4.30pm. The Board's next strategy afternoon would be held on Monday 2 December 2019 at 12noon.

The meeting closed at 7.35pm.

CHAIR