

FREEBRIDGE COMMUNITY HOUSING BOARD

Minutes of a Meeting of the Board held on Monday 2 October 2017 at 5.55pm in “The Barn”, 2 Chapel Lane, King’s Lynn

PRESENT:

Steve Clark
Marie Connell
Tony Hall (Chief Executive)
Marcus Hopkins
Brian Long
Ian Pinches
Simon Smith
Andy Walder

IN ATTENDANCE:

Robert Clarke	-	Director of Housing
Colin Davison	-	Director of Property
Alex Dixon	-	Director of Assets and Development
Dave Marshall	-	Director of Finance and Resources
Sophie Bates	-	Head of Housing Services (Minute Numbers 194/17 – 204/17)
Howard Burton	-	Business Assurance Manager (Minute Numbers 194/17 – 208/17)
Clare Flynn	-	Finance Business Partner
Angus MacQueen	-	Company Secretary

Note: The meeting was preceded by a presentation from Stephen Bull of Campbell Tickell on Board Member Roles and Responsibilities.

194/17 WELCOME AND INTRODUCTIONS

The Company Secretary welcomed Marcus Hopkins, who was attending his first meeting as a Council Board Member. Those present introduced themselves.

195/17 APPOINTMENT OF BOARD CHAIRMAN AND VICE-CHAIRMAN

(a) Appointment of Board Chairman

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

At its meeting on 6 March 2017, the Board had made the following resolution:

“That Andy Walder be identified as the Board’s “Chairman-elect”, with a view to the final appointment being made in October 2017” (minute number 64/17 refers).

In line with this resolution, Andy Walder was proposed and seconded for the position of Board Chairman. There being no other nominations, it was

RESOLVED: That Andy Walder be appointed Board Chairman until the start of the first Board meeting following the 2018 Annual General Meeting.

Andy Walder in the Chair

(b) Appointment of Board Vice-Chairman

Steve Clark had indicated a wish to stand down from the position of Vice-Chairman. The Board joined the Chairman in thanking him for his three years of excellent service in the role.

In answer to a question, the Company Secretary confirmed that it was permissible for a Co-opted Board Member to be appointed as the Vice-Chairman.

Simon Smith was proposed and seconded for the position of Board Vice-Chairman. There being no other nominations, it was

RESOLVED: That Simon Smith be appointed Board Vice-Chairman until the start of the first Board meeting following the 2018 Annual General Meeting.

196/17 BOARD APPOINTMENTS

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

The Chairman had previously circulated a sheet of recommendations, and these were agreed. In particular, the following points were discussed:

- The Board agreed that the co-opted position on the Audit Committee should be removed and replaced by an existing Board Member, who would be more aware than an external person of Freebridge and its operating environment.
- The Board agreed that the opportunity to take part in the Complaints Panel should be opened up to all Non-Executive Board Members, rather than being limited to a small pool. This included removing the stipulation that every Complaints Panel meeting had to be attended by either the Chairman or the Vice-Chairman of the Board. (The removal of this stipulation would require a change to the Complaints Panel procedure.)

RESOLVED: That the annual Board appointments be made as follows:

Audit Committee: Ian Pinches (Chairman), Steve Clark (Vice-Chairman), Brian Long, Jasmine Rigg, Simon Smith

Governance Committee: Marie Connell (Chairman), Pauleen Pratt (Vice-Chairman), Andy Walder (as Board Chairman), Ian Pinches

Complaints Panel Pool: Open to all Non-Executive Board Members

e² Joint Members Group: Andy Walder (as Board Chairman), Tony Hall (as Chief Executive)

Queen Elizabeth Hospital Governors' Council: Andy Walder

197/17 APOLOGIES

Apologies for absence were received from Pauleen Pratt and Jasmine Rigg.

198/17 MINUTES

The minutes of the meeting held on 4 September 2017 were confirmed as a correct record and signed by the Chairman, subject to the addition of the following paragraph under minute number 184/17 – Management Team Update:

Standing Order 14 – Investment Appraisal, Land Banking and Asset Disposal

The update suggested a slight change to the new Standing Order 14, to clarify a slight ambiguity.

RESOLVED: That Standing Order 14 – Investment Appraisal, Land Banking and Asset Disposal – be amended at the final bullet point of section 1.3, as follows (*additional wording in italics*):

- They *either* meet the hurdle rates specified by tenure type in 1.7 *or comply with the grounds specified in 1.9.*

199/17 MATTERS ARISING

- **Blockbusters Development Site (Minute Number 184/17)**

In answer to a question, the Director of Assets and Development confirmed that work on the development site of the former Blockbusters video store in King's Lynn was still on target to begin by the end of October 2017.

200/17 DECLARATIONS OF INTEREST

Andy Walder declared an interest and withdrew from the room during the appointment of the Board Chairman (minute number 195/17(a)).

Simon Smith declared an interest and withdrew from the room during the appointment of the Board Vice-Chairman (minute number 195/17(b)).

Ian Pinches declared an interest and withdrew from the room during the appointment of the Audit Committee Chairman (minute number 196/17).

Marie Connell declared an interest and withdrew from the room during the appointment of the Governance Committee Chairman (minute number 196/17).

Ian Pinches declared an interest in the appointment of a representative to the Queen Elizabeth Hospital Governors' Council, as he was a Board Member at the Hospital (minute number 196/17). The Board was content that he should remain in the room for the item, but he did not vote on this appointment.

201/17 CHAIRMAN'S UPDATE

As the Chairman had only just been appointed, there was no Chairman's update.

202/17 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:

- The Regulation of Social Housing (Influence of Local Authorities) (England) Regulations 2017
- Ian Pinches – Changes to Declaration of Interests
- Discovery Centre Business Plan
- Total Reward (including pension provision)
- National Housing Federation Conference – Homes and Communities Agency Breakfast Briefing

Discussion took place on the issues described below.

(b) [confidential wording]

(c) Total Reward

The Chief Executive advised that the Board would receive a presentation around pension provision from the Director of Finance and Resources at its next meeting.

(d) National Housing Federation Conference – Homes and Communities Agency Breakfast Briefing

The Board noted feedback on the breakfast briefing given by the Homes and Communities Agency attended by the Chief Executive and the Chairman. In particular, it was clear that a number of housing associations were being re-graded for viability from V1 to V2 as they sought to maximise their assets and venture into commercial markets. The re-grade was the inevitable result of such activity and not something to be unduly concerned about.

203/17 OPERATING MODEL REVIEW

Confidential item

204/17 SHELTERED HOUSING REVIEW

Confidential item

205/17 POLICY STATEMENT: REAPPOINTMENT OF EXISTING BOARD MEMBERS

The Company Secretary presented a report which proposed a policy statement on the reappointment of existing Board Members. This had been requested by the Board at its meeting on 3 April 2017 (minute number 84/17 refers).

It was highlighted that the policy statement would be placed in the Freebridge Policy Handbook, under the “Board Membership, Recruitment and Succession” section.

The Board agreed that a slight change to the suggested statement would make it clearer. This was as follows (*additional words in italics*):

“Board Members who *are due to* step down....”

RESOLVED: That the following policy statement on the reappointment of existing Board Members be approved:

“Board Members who are due to step down at the end of their term of office may be reappointed for a further term without the need for a recruitment process, provided that no significant issues about their performance have been identified through the annual appraisal process and that their skills meet the needs of the Board at that time. Reappointment decisions will be made by the Board and recommended to the Annual General Meeting for approval. No one may serve on the Board for more than nine years. “

206/17 **MEETINGS TIMETABLE 2018**

The Company Secretary presented a report which sought approval for the 2018 timetable for Board and Committee meetings and for the Annual General Meeting.

The Chairman said that, at the Board's away afternoon on 4 December 2017, there would be discussion around the Board and Management Team roles, which could result in a reduction in the number of meetings required, and therefore changes to the 2018 meetings timetable.

RESOLVED: That the meetings timetable for 2018 be agreed, as presented, subject to it being noted that changes might need to be made following the Board's away afternoon on 4 December 2017.

207/17 **FINANCIAL REGULATIONS INTERIM UPDATE**

The Director of Finance and Resources presented a report which set out amendments to Appendix 2 to the Financial Regulations – the List of Authorised Representatives.

RESOLVED: That Appendix 2 to the Financial Regulations – the List of Authorised Representatives – be amended as outlined in the report.

208/17 **POLICY FRAMEWORK REVIEW: UPDATE**

The Business Assurance Manager presented a report which provided an update on the progress of the Policy Framework review, including suggested amendments to the Policy Handbook.

RESOLVED: That the revised Policy Handbook be approved, as presented.

209/17 Confidential item

210/17 Confidential item

211/17 **HILLINGTON SQUARE UPDATE**

The Director of Property presented a report which provided an update on progress following the Board's approval of the revised Hillington Square masterplan at its meeting on 12 June 2017 (minute number 130/17 refers).

The Director of Property highlighted that it was intended to bring a report on costs to complete the project to the Board in February 2018; this would contribute to the financial capacity review discussed under the previous item.

In answer to a question, the Director of Property said that the tender process for the remaining phases of the project would need to follow European procurement rules.

The Board noted the report.

212/17 **FIRE SAFETY – ELECTRICAL AND SMOKE DETECTOR INSPECTIONS**

The Director of Property presented a report which provided an update following a review of current practices and advised of the introduction of smoke detector testing annually, installation of carbon monoxide detectors and the testing of fixed wiring over the next five years and thereafter.

In answer to a question, the Director of Property stated that, although Freebridge would do annual smoke detector checks, tenants would still be responsible for ensuring that the smoke detectors were operational.

In response to a question, the Director of Finance and Resources confirmed that there was sufficient funding available to undertake the works described in the report.

The Board noted the report.

213/17 **WORK UPDATE**

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

- Action Sheet
- Future Work Programme of the Board.

It was acknowledged that the work programme might be reviewed following discussions around the Board and Management Team's roles at the Board away afternoon on 4 December 2017.

The Board noted the update.

214/17 **ANY OTHER BUSINESS**

(a) Allpay

A Board Member referred to a recent situation whereby Allpay had accidentally taken additional payments from tenants' accounts. The Chief Executive said that this had been a national problem, which had now been rectified. There had been no reputational damage to Freebridge.

(b) Tenant Panel Presentation at Annual General Meeting

The Board expressed its appreciation for the excellent presentation given by two Tenant Panel Members at the Freebridge Annual General Meeting held on 18 September 2017.

215/17 **NEXT MEETING**

The Board noted that its next meeting was scheduled for Monday 6 November 2017 at 4.30pm.

The meeting closed at 7.55pm.

CHAIRMAN