

FREEBRIDGE COMMUNITY HOUSING BOARD

Minutes of a Meeting of the Board held on Monday 5 March 2018 at 4.45pm in "The Barn", 2 Chapel Lane, King's Lynn

PRESENT:

Andy Walder (Chairman)
Steve Clark
Marie Connell
Tony Hall (Chief Executive)
Shelley Lamprell-Josephs
Ian Pinches
Pauleen Pratt
Jasmine Rigg
Simon Smith
Richard Spilsbury

IN ATTENDANCE:

Robert Clarke	-	Director of Housing
Alex Dixon	-	Director of Assets and Development
Dave Marshall	-	Director of Finance and Resources
Clare Flynn	-	Finance Business Partner
Angus MacQueen	-	Company Secretary

OBSERVERS:

Carole Jackson	-	Tenant Panel
Anne Manning	-	Tenant Panel
Jo Ballman	-	Housing Quality Network

45/18 APOLOGIES AND WELCOME

Apologies for absence were received from Marcus Hopkins and Brian Long.

The Chairman welcomed Carole Jackson and Anne Manning, from the Freebridge Tenant Panel, who were observing the meeting as part of their personal development. He also welcomed Jo Ballman of the Housing Quality Network, who was observing the meeting as part of work to help Freebridge prepare for In-Depth Assessment.

46/18 MINUTES

The Chairman highlighted that the resolutions in relation to the item entitled "Hillington Square Project Completion Proposal" (minute number 29/18) had been slightly reworded, at his request, from those originally agreed by the Board. This was because the original wording had inadvertently suggested that the Board was granting a level of delegated authority to the Director of Assets and Development which was greater than that permitted to him in the Financial Regulations. The new wording avoided this suggestion. The Board

confirmed that the new wording reflected its intentions when the resolutions were originally passed.

The minutes of the meeting held on 5 March 2018 were confirmed as a correct record and signed by the Chairman.

47/18 MATTERS ARISING

There were no matters arising.

48/18 ACTION SHEET

The Board noted the action sheet.

49/18 DECLARATIONS OF INTEREST

There were no declarations of interest.

50/18 CHAIRMAN'S UPDATE

In addition to his usual weekly meetings with the Chief Executive, the Chairman described the following activities that he had undertaken since the last meeting:

- He had attended a meeting with the Borough Council on how Freebridge and the Council could best work together on new development to the benefit of West Norfolk. It had been felt that a small project should be identified initially and, if that was successful, larger projects could be pursued. He reminded the Board that an informal meeting between the Board and the Council's Cabinet had been arranged for Wednesday 21 March 2018, which would further consider the joint working proposals.

The Board was supportive of working more closely with the Borough Council in this way. However, some concern was expressed at the governance implications of this and that confidential details could be inadvertently shared; it was suggested that this should be included on the Risk Map. It was further pointed out that Norfolk County Council had also set up a development company. In response, the Chief Executive advised that the intention was to work together on specific projects; there would be no requirement to share details or governance arrangements outside of these projects. The County Council would be working with district councils on development; it would not have direct relationships with housing associations. The Chairman said that, at a recent East of England Chairs meeting, a speaker from Lovell had explained that working with a partner could enable bigger sites to be developed. He also stated that both he and the Chair of the Borough Council's development company (the former Freebridge Chairman) were committed to establishing a positive and productive relationship between the two organisations.

- In relation to the East of England Chairs meeting, the Chairman said that representatives of Saffron Housing Trust and Luminus Group had attended and had talked about their recent governance difficulties and how they were looking to resolve them. There had also been discussions about offsite manufacturing and the importance of having robust strategic plans.
- He had attended a budget meeting with the Chief Executive and the Director of Finance and Resources.
- He had attended a strategy meeting at the Queen Elizabeth Hospital.
- He had attended a Complaints Panel meeting.

Note: At this point, all three observers withdrew from the meeting, in view of the strictly confidential nature of the issues that were to be discussed.

51/18 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:

- Declarations of Interest Update
- Risk
- Materials and Procurement
- Thornage Hall Rents
- Property Services Improvement Plan
- Discovery Centre
- Times Top 100
- Informal Meeting with the Borough Council's Cabinet
- Construction Industry Training Board Roundtable

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

(b) Times Top 100

The Board asked that its thanks be passed on to those involved in Freebridge being placed at 68 on this year's Times Top 100 Best Companies (not-for-profit) list. This was 25 places higher than Freebridge's previous entry, in 2016, and so was a significant step forward.

(c) Materials and Procurement

Confidential item

(d) Risk

The Chief Executive highlighted that the Board had been circulated with the draft notes of its Risk Management Workshop held on 5 February 2018. The Board confirmed its agreement with the accuracy of the notes. The Chief Executive said that there would be a further report on the risk management framework to the Board on 14 May 2018. Going forward, it would be made clear in each risk management report where the Management Team believed the Board should focus its attention.

52/18 PROCUREMENT APPROVALS

Confidential item

53/18 INTERNAL AUDIT REPORT: EXTERNAL WORKS GOVERNANCE

Confidential item

At this point, the observers returned to the meeting.

54/18 BUSINESS PLAN 2018-19

The Board considered a report which introduced the Business Plan 2018-19.

A Board Member suggested that the Business Plan was lacking initiatives in relation to the empowerment of tenants and staff. The Chief Executive responded that this was considered to be “business as usual” activity, and as such did not feature in a separate Business Plan project. The Board would be asked to consider a People Strategy later in 2018, and it had already been informed of the work being undertaken to investigate Total Reward for employees. Tenant engagement was ongoing, and further work would be done on this with the Tenant Panel when the Housing Green Paper was issued.

Following a suggestion from a Board Member, the Chief Executive said that he would add an extra column to the list of projects which showed the strategic objective(s) that each project related to.

The Chairman advised that he would take consideration of the recommendation under this item at the conclusion of the discussions on the budget (minute number 55/18) and draft Financial Plan (minute number 56/18).

55/18 BUDGET 2018-19

Confidential item

56/18 DRAFT FINANCIAL PLAN 2018

Confidential item

[Resolutions set out below]

54/18 BUSINESS PLAN 2018-19 (continued)

RESOLVED: That the Business Plan 2018-19 be approved.

55/18 BUDGET 2018-19 (continued)

RESOLVED: That the 2018/19 budget be approved.

56/18 DRAFT FINANCIAL PLAN 2018 (continued)

Confidential

57/18 DEVELOPMENT COMPANY INVESTMENT POLICY, THIRD PARTY CONSENT AND INCORPORATION

The Chief Executive presented a report which sought further decisions from the Board in relation to the establishment of a development company, Bridgegate Homes.

The Chief Executive tabled a series of bullet points which should have appeared under paragraph 2.3 of the report. These set out themes from the draft Investment Policy produced by Trowers and Hamblins. He apologised that these had been inadvertently omitted from the report, but said that they were not material to any decisions that the Board was being asked to make. The report was recommending a briefer and more specific Investment Policy than that drafted by Trowers and Hamblins.

[Confidential wording]

The Board noted the intention to seek a market report from a local estate agency on market sales, shared ownership and market rented accommodation, and stressed the need to prepare a clear brief for this report.

RESOLVED:

- 1) That the Investment Policy, as set out in Appendix 1 to the report, be approved.

- 2) That the remuneration of the Independent Chair of Bridgegate Homes at £5,500 per annum be approved, and that it is subject to the same review arrangements as the Freebridge Board Members.

- 3) Subject to third party consent from The Royal Bank of Scotland, that Trowers and Hamlin be instructed to complete and submit the Company formation questionnaire (Company limited by shares).
- 4) That authority be delegated to the Chief Executive to sign the memorandum of association on behalf of the subscriber (Freebridge).
- 5) That a market report from a local estate agency be sought on Market Sales, Shared Ownership and Market Rented accommodation.

58/18 NEW BOARD MEETINGS TIMETABLE, WORK PROGRAMME AND AGENDA STRUCTURE

The Company Secretary presented a report which sought to move to four formal Board meetings and four strategy afternoons per year.

The Board acknowledged that the proposed agenda structure, at Appendix 2 to the report, including one hour for discussion items and half an hour for decision items, would not be achieved immediately. The Board also accepted that the work programme at Appendix 1 to the report was subject to change according to the needs of the business.

It was highlighted that the strategy afternoons were scheduled to start at 12noon; there could be some flexibility in this if necessary.

The Board recognised that, by reducing the number of formal Board meetings, there may need to be elements of business conducted outside of formal meetings, including through the use of working groups. If the new timetable did not work, it could always be changed.

RESOLVED:

- 1) That the Board move to four formal Board meetings plus four strategy afternoons per year, with effect from 1 April 2018.
- 2) That the new work programme and meetings schedule set out at Appendix 1 to the report be approved, with effect from 1 April 2018.
- 3) That the new structure of Board meeting agendas, as recommended by the Governance Committee and set out at Appendix 2 to the report, be approved with effect from 1 April 2018.

59/18 DRAFT QUARTERLY PERFORMANCE PACK SUMMARY SHEET

The Director of Finance and Resources presented a report which provided a draft one-page summary sheet that would give the Board an overview of the organisation's performance. He added that it would be intended to use the sheet with effect from the Board's meeting in July 2018, rather than the meeting in May as suggested in the report, as the July meeting would be the

first one at which figures for the 2018/19 year were reported. He also highlighted that the risk section on the draft summary sheet was subject to change once the risk management process had been reviewed.

A Board Member questioned whether the cash position should be included on the summary sheet. In response, the Director of Finance and Resources said that this was covered by inclusion of the net debt position. Further detail on each of the figures would be provided in the performance pack which would sit behind the summary sheet.

The Board welcomed the summary sheet and was happy to proceed with it as drafted. It was acknowledged that it could be changed in the future if necessary.

The Director of Finance and Resources said that he would be holding a session on the Association's finances, to further support Board Members.

RESOLVED:

- 1) That the summary sheet, as presented, be used with effect from the Board meeting in July 2018, in conjunction with the quarterly Board performance pack.
- 2) That the summary sheet be an addition to, rather than replacement of, the quarterly Board performance pack.

60/18 AUDIT COMMITTEE RECOMMENDATION

Confidential item

61/18 Confidential item

62/18 Confidential item

63/18 APPOINTMENT OF SHAREHOLDERS

The Board noted a report which listed applications to become shareholders which had been approved.

64/18 COMMITTEE MINUTES

The Board received the minutes of the Audit Committee meeting held on 29 January 2018 and of the Special Governance Committee meeting held on 19 February 2018.

65/18 URGENT ACTION TAKEN – PROVISION OF A TENANCY TO A CLOSE RELATIVE OF EXISTING EMPLOYEES

The Board noted a request for urgent action that had been approved, to provide a tenancy to a close relative of existing employees.

66/18 ANY OTHER BUSINESS

(a) Confidential item

(b) **Tenant Panel**

The Chairman thanked the Tenant Panel Members present for their attendance at the meeting. He stressed that tenant engagement was very important to the Board, and asked the Tenant Panel Members to take back to the Panel the Board's thanks for its work.

67/18 NEXT MEETING

The Board noted that its next meeting was scheduled for Monday 14 May 2018 at 4.30pm.

The meeting closed at 7.35pm.

CHAIRMAN