

FREEBRIDGE COMMUNITY HOUSING BOARD

**Minutes of a Meeting of the Board held on
Monday 27 July 2020 at 4.30pm
“Virtual” Meeting by Video Link**

PRESENT:

Andy Walder (Chair)
Joanna Barrett
Marie Connell
Tony Hall (Chief Executive)
Brian Long
Ian Pinches
Pauleen Pratt
Simon Smith
Richard Spilsbury (Co-opted Member)

IN ATTENDANCE:

Sophie Bates	-	Director of Housing
Birgit Lenton	-	Director of Corporate Services and Culture
Dave Marshall	-	Director of Finance and Resources
Angus MacQueen	-	Company Secretary

OBSERVER:

Anita Jones - Chief Executive Designate (Minute Numbers 39/20 – 55/20)

39/20 APOLOGIES

Apologies for absence were received from Marcus Hopkins and Jasmine Rigg.

40/20 MINUTES

The minutes of the meeting held on 11 May 2020 were confirmed as a correct record, subject to:

- [Confidential wording]
- Minute number 30/20: Amend as follows: “...Pauleen Pratt offered to assist with advice to the Management Team on PPE and infection control, in view of her ~~medical~~ clinical background...”

The minutes would be signed by the Chair once the office had reopened following the current coronavirus (Covid-19) outbreak.

41/20 MATTERS ARISING

There were no matters arising.

42/20 ACTION SHEET

The Board noted the action sheet.

43/20 DECLARATIONS OF INTEREST

The following Board Members declared interests in various aspects of the item at minute number 49/20 – Governance and Remuneration Committee recommendations: Jo Barrett, Marie Connell, Marcus Hopkins and Brian Long. As there was no discussion on this item, the Board was content that they should remain present for its duration.

44/20 ASSURANCE CONTEXT REPORT

(a) Introduction

The Chief Executive presented a report which provided information and context with the aim of enabling the Board to work through the key recommendations within the following items on the agenda: Internal Controls Assurance Annual Report 2019/20 (minute number 46/20) and Draft Statutory Accounts 2019/20 (minute number 47/20).

[Confidential wording]

(f) Internal Controls Assurance Annual Report 2019/20

The Chief Executive stated that, in light of the information contained in the Assurance Context Report and discussed at this meeting, the Management Team remained of the view that the Internal Controls Assurance Annual Report 2019/20 should be approved by the Board as written and the internal controls statement it contained should be included in the statutory accounts. The Board supported this view. The Chief Executive placed on record his thanks to the Business Assurance Manager for his considerable amount of work in preparing the Annual Report.

The Board observed that the Internal Controls Assurance Annual Report 2019/20 included a self-assessment of “Adequate” in respect of internal controls. The Board agreed that, although this was not ideally where we would want to be, this was an appropriate rating. It was noted that “Adequate” covered a broad range of circumstances.

45/20 AUDIT AND RISK COMMITTEE RECOMMENDATIONS

The Board received a report which introduced the recommendations of the meeting of the Audit and Risk Committee held on 6 July 2020.

Recommendations 1 and 2, as listed in the report, were considered under item 11 of the agenda (minute number 46/20 below), and recommendations 3, 4 and 5 were considered under item 12 of the agenda (minute number 47/20 below).

46/20 INTERNAL CONTROLS ASSURANCE ANNUAL REPORT 2019/20

The Board considered the Internal Controls Assurance Annual Report 2019/20. In view of the detailed consideration of the issues within the Assurance Context Report (minute number 44/20 above refers), no further discussion took place under this item.

RESOLVED:

- 1) That the Internal Controls Assurance Annual Report 2019/20 be approved.
- 2) That the Statement of Internal Controls be approved for inclusion in Freebridge's statutory financial accounts 2019/20.

47/20 DRAFT STATUTORY ACCOUNTS 2019/20

The Director of Finance and Resources presented a report which detailed the Association's draft statutory accounts 2019/20, including the Board of Management Report, Strategic Report, Auditor's Report and Financial Statements. Also presented for approval were the Audit Findings Document 2019/20 and the Letter of Representation to the External Auditor.

The Director of Finance and Resources highlighted that the audit process had been smooth, despite the current pandemic and the resulting "lockdown". The Board placed on record its thanks to the Freebridge Finance team and the External Audit team at Mazars for this achievement in such unusual circumstances.

The Director of Finance and Resources confirmed that the "going concern" conclusion in the statutory accounts remained valid.

The Board noted that the Audit and Risk Committee had raised a concern about the inclusion in the statutory accounts of a key performance indicator table which showed that Freebridge was not expected to meet its three-year stretch targets. The Director of Finance and Resources advised that he had, in consultation with the External Auditor, reached the view that it would be appropriate to retain this table in the accounts but with the addition of explanatory wording. The Board supported this approach.

RESOLVED:

- 1) That the statutory accounts 2019/20 be approved, subject to the inclusion of explanatory wording regarding the key performance indicator table.
- 2) That the Audit Findings Document 2019/20 be approved for submission to the Regulator of Social Housing.
- 3) That the Letter of Representation be approved for signature by the Chief Executive.

48/20 PROCUREMENT STRATEGY UPDATE 2020

The Director of Finance and Resources presented a report which reviewed the Procurement Strategy.

RESOLVED:

- 1) That the updated Procurement Strategy be approved.
- 2) That the Procurement Policy in the Policy and Procedural Handbook be amended to incorporate the amendments in section 1.1 (Procurement Policy) of the Procurement Strategy.

49/20

**GOVERNANCE AND REMUNERATION COMMITTEE
RECOMMENDATIONS**

The Board considered the recommendations of the Governance and Remuneration Committee meeting held on 29 June 2020.

Brian Long said that he did not believe that his involvement as a Board Member with West Norfolk Housing would result in a significant conflict of interest, and that he would always ensure that any conflict was managed with the utmost probity.

RESOLVED:

- 1) That the proposals in relation to Board Appraisal and Governance Review set out in the report to the Committee be approved.
- 2) That adoption of the recommendations from the independent Board remuneration review be deferred until 1 July 2021 (with an additional uplift in line with any employee increase in 2021), and a remuneration increase for Board Members this year which would be in line with any employee increase be accepted.
- 3) That it be proposed to the Annual General Meeting in September 2020 that Marie Connell be reappointed as a Board Member until the Annual General Meeting in September 2023.
- 4) That the current position in relation to other housing providers, Board membership and shareholding be acknowledged, and the appointment of Joanna Barrett, Brian Long and Ian Pinches as shareholders be ratified.
- 5) That the changes made in respect of the complaints process change pilot be made permanent.
- 6) That the Customer Service Manager work with the Complaints Co-ordinator to provide better quality (and detailed) data around the complaints we receive, and the learning we take from them, to the Board (via the Customer Service Committee, once in place), the Tenant Panel and Freebridge's Management Team.
- 7) That a further change to the last part of the complaints process be approved, in respect of when complaints are reviewed by the Housing Ombudsman: that the Board (via the Customer Service Committee) and the Tenant Panel receive the copies of all Housing Ombudsman determination letters and reports regardless as to the nature of the way the resolution has been achieved. This is instead of holding a Complaints Panel meeting to consider Ombudsman cases; such a meeting appears to be no longer requested by the Ombudsman.

50/20

CHAIR'S UPDATE

The Chair said that he had been maintaining contact with other Chairs through various networks, particularly around how different associations were tackling the issues arising from the Covid-19 pandemic. He believed that Freebridge was managing the crisis very well.

Other than that, he had been keeping the Board informed throughout the pandemic, and so had no further update for this meeting.

51/20 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

- Covid-19 Update
- Hillington Square Project
- Development Agreement with Longhurst
- Electrical Tests
- Asset Disposal
- Assets and Liabilities Register
- Local Government Pension Scheme Pension Policy Statement

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

(b) Hillington Square Project

The Chief Executive said that it was expected that the planning application to complete the Hillington Square project would be submitted the following day. [Note: The planning permission was, indeed, submitted the following day.]

[Confidential wording]

(d) Asset Disposal

[Confidential wording]

52/20 PERFORMANCE PACK

Confidential item

53/20 WRITTEN RESOLUTIONS

The Board noted the following written resolutions:

- Amendments to the Board Member Agreement for Services
- Amendment to Financial Regulation 7 (Tender Processes)
- Customer Refund of Overpaid Housing Benefit
- New Chief Executive Contract of Employment
- Nil Rent Leases
- Policy Statements Review

54/20 **COMMITTEE MINUTES/OUTCOME REPORT**

The Board received the minutes of the Governance and Remuneration Committee meeting held on 29 July 2020 and of the Audit and Risk Committee meeting held on 6 July 2020.

55/20 **FUTURE WORK PROGRAMME OF THE BOARD**

The Board noted its work programme for the ensuing year.

56/20 **ANY OTHER BUSINESS**

(a) Tony Hall

The Chair said that Tony Hall would be retiring as Freebridge's Chief Executive on 31 July 2020. On behalf of past and present Board Members, the Chair thanked Mr Hall for his exceptional contribution to Freebridge. It was through Mr Hall's inspiration and courage that Freebridge had been established and through his drive and determination that it had become a successful organisation. He had had a relentless focus on doing the right thing for Freebridge's tenants; he had the highest integrity and always demonstrated Freebridge's values. He left an organisation which was financially strong, had the top regulatory rating, and was customer focused. The Chair had enjoyed working with Mr Hall and wished him good health and happiness.

Mr Hall thanked the Chair for his words. He said that it had been a privilege to establish Freebridge and to work for the organisation. He would continue to follow the progress of Freebridge with interest, and wished it every success in the future.

[Confidential wording]

57/20 **NEXT MEETING**

The Board noted that its next ordinary meeting was scheduled for Monday 16 November 2020 at 4.30pm. The Board's next strategy afternoon would be held on Monday 7 September 2020. There would also be a special Board meeting on Thursday 10 September 2020 at 4.30pm, to consider the Financial Plan and the Financial Forecast Return.

The meeting closed at 6.10pm.

CHAIR