

**FREEBRIDGE COMMUNITY HOUSING BOARD**

**Minutes of a Meeting of the Board held on  
Monday 13 November 2023 at 4.30pm in the  
Conference Room, Juniper House  
Austin Street, King's Lynn**

**PRESENT:**

Andy Walder (Chair)  
James Allen  
Jo Barrett  
Gil Fernandes  
Andrew Hill  
Anita Jones (Chief Executive)  
Donald McKenzie  
Gill Rejzl  
Vicky Savage  
Jo Ward

**IN ATTENDANCE:**

Anna Simpson	-	Director of Resources & Deputy Chief Executive
Sophie Bates	-	Director of Operations
Paul Newbold	-	Director of New Homes & Commercial
Angus MacQueen	-	Governance Manager

**97/23      CHAIR**

It was resolved that Andy Walder be appointed Chair of the meeting.

**98/23      NOTICE AND QUORUM**

The Chair declared that due notice of the meeting had been given and that a quorum of Board Members was present. Accordingly, the Chair declared the meeting open.

**100/23      APOLOGIES AND WELCOME**

There were no apologies for absence. The Chair welcomed James Allen and Jo Ward to their first meeting of the Board, both having recently been appointed as Co-opted Board Members.

**102/23      DECLARATIONS OF INTEREST**

Anita Jones declared an interest in the item at minute number 109/23 - Report of the Chair of the Governance and Remuneration Committee. As there was no

discussion in relation to her contract, the Board was content that she remain in the room for this item.

Each Board Member confirmed that he/she had no interest in any way in the proposed transaction to be considered at the meeting.

Donald McKenzie and Andrew Hill advised that, while this was not a conflict of interest, they wished it to be noted (in relation to minute number 103/23 below) that they both had corporate relationships with Lloyds and Nationwide in their professional capacities.

**103/23      REFINANCING – LOAN DOCUMENTATION**

Confidential item

**104/23      CHAIR'S UPDATE, OPERATING CONTEXT, CUSTOMER VOICE, PERFORMANCE UPDATE, MANAGEMENT ACCOUNTS, TARGET OPERATING MODEL PROGRESS UPDATE, RISK MANAGEMENT**

Confidential item

**105/23      RENT STRATEGY 2024/25**

Confidential item

**106/23      REPORT OF THE CHAIR OF THE AUDIT AND RISK COMMITTEE**

Donald McKenzie, Chair of the Audit and Risk Committee, presented the Chair's report of the Committee's meeting held on 16 October 2023.

The Board noted that the Committee's recommendations around Risk Management had already been considered (minute number 104/23 above refers).

Key points of the discussion were as follows:

- Donald McKenzie highlighted that the Committee had appointed TIAA as Freebridge's Internal Auditor from April 2024, for four years but with a break clause after one year. This had followed a recruitment exercise by Independent East. There were no concerns about the current Internal Auditor, RSM, and it was hoped that there would be opportunities to work with RSM in the future.
- A Board Member asked whether there should be any concern at the lack of whistleblowing reports. The Director of Resources & Deputy Chief Executive responded that nil returns on whistleblowing reports were not uncommon in the sector. However, steps were being taken to make colleagues more aware of the Whistleblowing Policy, and she would

shortly be attending the Colleague Forum to talk about this.  
[Confidential wording]

The Board noted the report.

**107/23      REPORT OF THE CHAIR OF THE DEVELOPMENT AND ASSET COMMITTEE**

Vicky Savage, Chair of the Development and Asset Committee, explained that the Committee had not met since the last Board meeting, but would be doing so on 29 November 2023. She was looking forward to two new Independent Members joining the Committee; having met them at interview, she believed that they would both make significant contributions.

[Confidential wording]

**108/23      REPORT OF THE CHAIR OF THE TREASURY TASK AND FINISH GROUP**

Andrew Hill, Chair of the Treasury Task and Finish Group, presented the Chair's report of the Task and Finish Group's meeting held on 6 November 2023.

[Confidential wording]

**109/23      REPORT OF THE CHAIR OF THE GOVERNANCE AND REMUNERATION COMMITTEE**

**(a) Introduction**

Gill Rejzl, Chair of the Governance and Remuneration Committee, presented the Chair's report of the Committee's meeting held on 13 November 2023.

**(b) Chief Executive's Contract**

[Confidential wording]

**(c) Chair Succession**

Gill Rejzl advised that there would be a special Board meeting in the next few weeks to discuss succession arrangements for the Board Chair. This would not include the Chair, the Chief Executive, or the two co-opted members (James Allen and Jo Ward); co-opted members were not permitted by the Rules to take part in deliberations around the appointment of the Chair.

**(d) Exit Interviews**

A Board Member suggested that it would be useful for the Committee to see exit interview outcomes as part of its monitoring of People key performance

indicators. Gill Rejzl responded that this was a good suggestion; the Committee would consider this as it developed the set of indicators that it received.

#### **110/23      COMMITTEE APPOINTMENTS AND ARRANGEMENTS**

The Director of Resources & Deputy Chief Executive presented a report which identified members to fill current vacancies on the Development and Asset Committee and the Audit and Risk Committee. In addition, recommendations were made for the ongoing oversight of treasury matters and repairs, as requested by the Board in September 2023.

While acknowledging the need to have proper oversight of the new financing arrangements, Board Members expressed the view that Freebridge was too small to justify a standing Treasury Committee. It was suggested that a Treasury and Finance Committee would be beneficial initially for 12 months as Freebridge became familiar with the new loan arrangements.

#### **RESOLVED:**

- 1) That the appointments of Adil Rashid and Liz Bishop as Independent Members of the Development and Asset Committee, with effect from 14 November 2023 and initially for a three-year term, be approved, two satisfactory references for each candidate having been received.**
- 2) That the appointments of Jo Ward and James Allen to the Audit and Risk Committee with immediate effect and the removal of Gill Rejzl from the Committee be approved.**
- 3) That the creation of a Treasury and Finance Committee, to act as a formal standing committee post refinancing initially for 12 months, be approved, *with detailed terms of reference to be proposed by the Treasury Task and Finish Group.***
- 4) That the increased scope of the Customer Voice Panel with respect to repairs oversight, as set out in the report, be approved.**

#### **111/23      PLACESHAPING ANNUAL REPORT 2022/23**

The Board noted the Placeshaping Annual Report 2022/23.

#### **112/23      MINUTES**

The minutes of the meeting held on 18 September 2023 were confirmed as a correct record. The Chair's signature would be affixed electronically.

**113/23      MATTERS ARISING/ACTION SHEET**

There were no matters arising.

An updated action sheet was tabled and this was noted.

**114/23      WRITTEN RESOLUTIONS**

The Board noted the following written resolutions:

- Appointment of Board Member with “Lived Experience”
- Appointment of Board Member

**115/23      WORK PROGRAMME**

The Board noted its work programme for the ensuing year. It was noted that the Board away day on 11 December 2023 would need to include strategic thinking and an update on performance.

**116/23      ANY OTHER BUSINESS**

[Confidential wording]

**(b)      Andrew Hill**

The Chair announced that Andrew Hill had indicated his intention to resign from the Board, in December 2023. Andrew would be taking up a Board position with Havebury Housing Association. He would be a great loss to Freebridge; he had made significant contributions, particularly around treasury and finance, and had played a key role on the Development Committee.

Andrew said that he would be sad to leave, but the position at Havebury was much closer to his home. He had very much enjoyed his time at Freebridge.

**(c)      Hamlin Way**

[Confidential wording]

**(d)      Colin Davison**

The Board had been very saddened to learn that Colin Davison, former Director of Property at Freebridge, had passed away recently. The Board requested the Director of New Homes & Commercial to write on its behalf to express its condolences to Mr Davison’s most recent employer.

**117/23      EFFECTIVENESS REVIEW OF THE MEETING**

Confidential item

**118/23      NEXT MEETING**

The Board noted that its next ordinary meeting would be held on Monday 26 February 2023 at 4.30pm.

**There being no other business, the meeting closed at 7.20pm.**

**CHAIR**