

FREEBRIDGE COMMUNITY HOUSING BOARD

**Minutes of a Meeting of the Board held on
Monday 4 February 2019 at 4.45pm in
“The Barn”, 2 Chapel Lane, King’s Lynn**

PRESENT:

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

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

Mike Britch - Board Chairman,
Bridgegate Homes

IN ATTENDANCE:

Robert Clarke - Director of Housing
Birgit Lenton - Director of Corporate Services and
Culture
Dave Marshall - Director of Finance and Resources
Ian Hill - Company Secretary
Angus MacQueen - Deputy Company Secretary

**01/19 GOVERNANCE COMMITTEE RECOMMENDATIONS –
PART 1**

The Board considered a recommendation of the Governance Committee meeting held on 14 January 2019. The recommendation proposed that Mike Britch, Chairman of the Bridgegate Homes Board, attend Freebridge Board meetings as an observer, with permission to speak at the Chairman’s discretion, for the period that Bridgegate Homes remained dormant. In this way, Freebridge could make use of Mr Britch’s skills; it was suggested that the Board may wish to continue with the arrangement even after Bridgegate Homes had ceased to be dormant, and it was agreed to leave this possibility open by including the words “at least” in the resolution.

The Chairman reminded the Board that he had consulted all Board Members on this recommendation in advance of the meeting.

RESOLVED: That, at least for the period that Bridgegate Homes remains dormant, Mike Britch, Chairman of the Bridgegate Homes Board, be invited to attend Freebridge Board meetings as an observer (and to speak, but not vote, at the Chairman's discretion), and to attend other Freebridge Board events, including strategy afternoons and training sessions.

02/19 APOLOGIES AND WELCOME

There were no apologies for absence.

Following the resolution in 01/19 above, the Chairman welcomed Mike Britch to his first meeting of the Board. The Chairman also welcomed Ian Hill to his first meeting of the Board, after he had joined Freebridge on a consultancy basis as Company Secretary, initially for 12 months. Those present introduced themselves.

03/19 MINUTES

The minutes of the meeting held on 5 November 2018 were confirmed as a correct record and signed by the Chairman, subject to the addition of the following sentence at minute number 151/18:

The Board continued to support lettings of this type as they offered a significant benefit to a vulnerable population.

The minutes of the special meeting held on 3 December 2018 were confirmed as a correct record and signed by the Chairman.

04/19 MATTERS ARISING

(a) Confidential

(b) **North Lynn Discovery Centre (Minute Number 149/18)**

The Chairman referred to a letter from the North Lynn Group which had been previously circulated to the Board. The letter highlighted the significant impact that Freebridge's re-opening of the Discovery Centre was having on the area, and praised the tireless work of the Freebridge staff. The Board was extremely pleased to have received this letter and thanked the Director of Housing and his team for their considerable efforts in making the re-opening of the Discovery Centre a success.

05/19 ACTION SHEET

The Board noted the action sheet.

06/19 DECLARATIONS OF INTEREST

Tony Hall declared an interest in the item at minute number 16/19 – Governance Committee Recommendations Part 2 – as it would include

discussion around his remuneration package. He withdrew from the room for that part of the item.

07/19 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 earlier that day attended a meeting of the East of England Housing Association Chairs. Various topics had been discussed, including Brexit and Universal Credit. There had been interest in shared Board training sessions, and this would be progressed.
- He had met the Chair of Saffron Housing Group, and they had discussed opportunities for closer joint working.
- He had held Board Member appraisals.
- He had met with the Tenant Panel.
- He had met with the Borough Council at a strategic liaison meeting; topics had included development.
- He and Jasmine Rigg had interviewed Ian Hill, to ensure that Mr Hill was a suitable person to take on the role of Company Secretary.
- He continued to attend Governors' Council meetings at the Queen Elizabeth Hospital. Positive change was taking place at the Hospital, with a new Chair and Chief Executive having recently joined.
- He had taken part in the press launch of the Blockbuster development.
- He had attended the KLFM Local Hero Awards.

In answer to a question, the Chief Executive stated that seven out of the eight flats at the Blockbuster development had been let; it would take a bit longer to find tenants for the shop and office elements of the development.

08/19 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:

- Standing Order Amendments
- Funding and Financial Plan 2019

- Development Pipeline
- HMRC Audits
- In Depth Assessment by the Regulator of Social Housing
- Red Flag Risk Management
- Employees Enrolled in NEST or Standard Life Pension Schemes
- Total Reward Project – Operatives’ Pay
- Plaxtole House
- Albion Road (“Blockbuster”) Development
- Community Orchard

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

(b) Standing Order Amendments

The Board was requested to approve some minor amendments to the Standing Orders.

RESOLVED: That the following amendments to the Standing Orders be approved (*additional words in italics*):

Standing Order 11 – Delegated Authority to the Director of Housing:

2.9 Authority to *dispose by way of lease* residential properties including shared ownership.

Standing Order 13 – Investment Appraisal, Land Banking and Asset Disposal:

1.7 Build for Sale – Internal Rate of Return ~~45%~~ *14.1%*

3.2 Asset Disposal is defined by Freebridge as “the removal of an asset from the social rented stock”*. Options for future use shall include (but not be limited to) sale, change of tenure, redevelopment, regeneration or remodelling.

**Note: This does not include the Preserved Right To Buy, the Right To Acquire, or disposal by way of shared ownership lease.*

3.4 ~~The total disposals target (in financial terms) over the life of the Asset Management Strategy approved by the Board has not been exceeded.~~

The total disposals figure for the financial year, as approved by the Board in the annual budget, has not been exceeded.

(c) HMRC Audits

Confidential wording

(d) In Depth Assessment by the Regulator of Social Housing

Confidential wording

(e) Albion Road (“Blockbuster”) Development

A Board Member suggested that the Blockbuster development merited an entry into the Mayor’s Design Award scheme. The Chief Executive undertook to pursue this.

09/19 PERFORMANCE PACK

(a) Introduction

The Director of Finance and Resources presented the Performance Pack for the Quarter ending 31 December 2018. The Pack included the following:

- Operational Performance Report and Financial Statements
- Treasury Management and Strategy Update
- Business Plan Project Update
- Risk Management and Business Assurance Update
- Health and Safety Compliance
- Tenant Panel Quarterly Update

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

(b) Operational Performance Report and Financial Statements

Confidential wording

(c) Risk Management and Business Assurance Update

Confidential wording

(d) Health and Safety Compliance

The Board was pleased to note that a programme of smoke alarm testing was in place and that carbon monoxide alarms were being installed in all properties with log burners.

The Board expressed concern at the number of incidents of violence and aggression being reported by staff. It was suggested that this was partly the result of more tenants having complex needs and fewer agencies being available to support them. The Director of Corporate Services and Culture said that training for customer-facing employees and awareness-raising regarding violence and aggression were being undertaken.

(e) Tenant Panel Quarterly Update

The Board acknowledged that the Tenant Panel had requested, via the Quarterly Update, to find out more from the Board on how internal communications were being improved and how the Lean project had progressed. Simon Smith (Board Vice-Chairman) undertook to feed back to the Panel on these issues at his next quarterly meeting with them.

10/19 **2019/20 DELIVERY PLAN**

The Chief Executive presented a report which set out the 2019/20 Delivery Plan, which would support the five-year Business Plan.

In answer to questions, the following points were made:

- The Delivery Plan reflected the expectation in the Financial Plan that Right to Buy/Right to Acquire sales would exceed new development during the year. The Delivery Plan was dynamic: it would be reviewed every quarter and could change.
- The Delivery Plan aligned with emerging risks.
- The implementation of a mobile working solution at Property Services did not have target dates at this stage, as a business case had not yet been considered.
- The Management Team was collectively responsible for the Delivery Plan, but the Chief Executive would add Management Team leads against each priority area.

A Board Member requested that the word “ongoing” was avoided in the Delivery Plan.

The Board commended the Management Team for its continuing commitment to the stretching 2020 targets.

The Chairman commented that it may be necessary to move from four Board meetings a year to five or six, in order to fit with the business planning cycle.

RESOLVED:

- 1) That the 2019/20 Delivery Plan be approved as presented.
- 2) That the high level key performance indicators and targets be retained.
- 3) That the business planning cycle be approved as presented.

11/19 **2019/20 BUDGET**

Confidential item

12/19 **PEOPLE STRATEGY – FINAL DRAFT**

The Director of Corporate Services and Culture presented a report which introduced the final draft of the People Strategy.

The Board welcomed the Strategy as being inspirational and aspirational, which would build on the already positive culture that existed at Freebridge. In answer to questions, the Director of Corporate Services and Culture stated

that Freebridge had the capacity, resources and ability to deliver the Strategy, but this would take time.

In response to a question, the Director of Corporate Services and Culture said that she would consider whether there would be opportunities to include the Board in the engagement process.

The Board was of the view that the Strategy should include an acknowledgement that different employee groups had different needs and also include the role of employees in employee engagement.

RESOLVED:

- 1) That the People Strategy be approved as presented, subject to the inclusion of an acknowledgement that different employee groups had different needs and the inclusion of the role of employees in employee engagement.
- 2) That Board Member Pauleen Pratt be given delegated authority to approve the additional wording described in 1) above.
- 3) That, once the additional wording has been approved by Pauleen Pratt, the People Strategy be finalised and circulated to all Board Members for information.

13/19 POLICY HANDBOOK: ANNUAL BOARD REVIEW

The Board considered a report which reviewed the Policy Handbook.

It was acknowledged that Board Members had submitted questions on the revised Policy Handbook in advance of the meeting. The questions had been answered to the satisfaction of the Board Members who had submitted them, and the answers had been circulated to the Board.

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

14/19 ANNUAL REVIEW OF BOARD AND TENANT PANEL DECLARATIONS OF INTEREST

The Board considered a report which set out the annual Board and Tenant Panel declarations of interest.

RESOLVED:

- 1) That the schedule of Board Member declarations of interest attached at Appendix 1 to the report be noted.
- 2) That the schedule of Board Member declarations of interest attached at Appendix 2 to the report be made available for public inspection on request.

- 3) That the declarations of interest made by Tenant Panel Members be noted.

15/19 ANNUAL REVIEW OF EMPLOYEE DECLARATIONS OF INTEREST

Confidential item

16/19 GOVERNANCE COMMITTEE RECOMMENDATIONS – PART 2

The Board considered further recommendations of the Governance Committee meeting held on 14 January 2019.

[Confidential wording]

RESOLVED:

- 1) That Joanna Barrett be appointed as a Co-opted Board Member with immediate effect until the Annual General Meeting in September 2019.
- 2) That it be accepted that 1) above will result in a breach of the Code of Governance, in that Freebridge will have 13 Board Members as opposed to the maximum of 12, but that this is justified in the interests of succession planning.
- 3) That a statement of non-compliance and explanation in respect of the above be made in this year's statutory accounts.
- 4) That the Annual General Meeting 2019 be recommended to appoint Joanna Barrett as an Independent Board Member until the Annual General Meeting in 2022.
- 5) That the Chief Executive's salary review in 2019 falls in line with the organisational pay review which takes place in July 2019.
- 6) That the Board re-adopt the National Housing Federation Code of Governance 2015 – "Promoting Board Excellence for Housing Associations".

17/19 FIRST DRAFT – COMMUNICATIONS STRATEGY

The Director of Corporate Services and Culture presented a report which provided for discussion the draft Communications Strategy. She advised that the Tenant Panel had been consulted on the draft Strategy and had not wished for any amendments.

Board Members gave the following input:

- It should be noted that the nature of broadcasting was changing, and it was likely that in the future there would be more than one radio station dedicated to West Norfolk.
- Communications was a key area of support to the organisation and mechanism for promoting the organisation to stakeholders and the outside world. Freebridge did not appear to have made enough investment in it, and potentially more staffing or consultancy input was needed.
- [Confidential wording]
- The Strategy should include more on how the communications challenges would be addressed if, as seemed likely, some of the 2020 targets were not met.
- The Strategy should include more on communication to explain the cross-subsidy model that had been introduced with the establishment of a development subsidiary.
- The Strategy should show the link to the Placeshaping Strategy more explicitly.
- The Strategy should include more on issues around communicating differently with different generations.
- The link to the Customer Care including Digital Strategy should be drawn out further.
- The Strategy should include more about the strategic intent of communications activities.

The Board agreed that it would benefit from a further, detailed discussion about the Strategy and asked that this be programmed for its strategy afternoon on 4 March 2019. The final draft could then be presented to the Board at its meeting on 13 May 2019.

18/19 FIRST DRAFT – CUSTOMER CARE INCLUDING DIGITAL STRATEGY

The Director of Corporate Services and Culture presented a report which provided for discussion the draft Customer Care including Digital Strategy.

Board Members gave the following input:

- The Strategy might be more appropriately named the “Customer Relationship Strategy” rather than the “Customer Care Strategy”, as this would better reflect the aims of the Strategy.

- The Communications Strategy was integral to this Strategy and the two linked closely.
- Cost savings could be achieved by ensuring that the digital offer was device-friendly.
- Reference should be made in the Strategy to the Tenant Promises Survey.
- There would need to be a business case for changing customer transactions and the cost implications of this understood.
- There would be differing views among tenants as to whether they preferred to be called “tenants” or “customers”. This could be discussed further at the joint Board/Tenant Panel workshop on engagement, being held on 15 February 2019.

The Board agreed that it would benefit from discussing this Strategy further, alongside the Communications Strategy, at the strategy afternoon on 4 March 2019.

19/19 WRITTEN RESOLUTION – APPROVAL OF PLACESHAPING STRATEGY

The Board noted a report which described the approval of the final version of the Placeshaping Strategy via written resolution.

20/19 APPOINTMENT OF SHAREHOLDERS

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

21/19 URGENT ACTION TAKEN – EMPLOYMENT OF A CLOSE RELATIVE OF AN EXISTING EMPLOYEE

The Board noted a request for urgent action that had been approved regarding the employment of a close relative of an existing employee.

22/19 COMMITTEE MINUTES

The Board received the minutes of the Governance Committee meeting held on 14 January 2019 and of the Audit Committee meeting held on 21 January 2019. The relevant Chairman highlighted the key points of each meeting.

23/19 FUTURE WORK PROGRAMME OF THE BOARD

The Board noted its work programme for the ensuing year.

24/19 ANY OTHER BUSINESS

- **Robert Clarke**

The Chairman advised that this would be the last Board meeting attended by Robert Clarke, Director of Housing, as he would be retiring in April 2019. He paid tribute to the major contribution that Mr Clarke had made to Freebridge since its inception and to the significant support that he had provided to the Board. In particular, he highlighted the successes in community engagement and income collection that Mr Clarke had overseen. The Board wished Mr Clarke every happiness in his retirement.

25/19 NEXT MEETING

The Board noted that its next meeting was scheduled for Monday 13 May 2019 at 4.30pm. The Board's next strategy afternoon would be held on Monday 4 March 2019 at 12noon, at the Riverside Restaurant, King's Lynn, and there would be a joint session with the Tenant Panel on customer engagement, on Friday 15 February 2019, at the South Lynn Community Centre.

The meeting closed at 7.40pm, having resolved to continue to sit after two hours.

CHAIRMAN