

FREEBRIDGE COMMUNITY HOUSING BOARD

Minutes of a Meeting of the Board held on Monday 20 January 2014 at 6.30pm in "The Barn", 2 Chapel Lane, King's Lynn

PRESENT:

Ray Johnson (Chairman)
Lesley Bambridge
Matthew Brown
Steve Clark
Frazer Clement
John Fox
Tony Hall (Chief Executive)
Sean Kent (Deputy Chief Executive)
Paul Leader
Ian Pinches
Colin Sampson

IN ATTENDANCE:

Angus MacQueen - Company Secretary

01/14 APOLOGIES

Subsequent to the meeting, an apology for absence was received from Simon Gathercole, owing to a family emergency.

02/14 MINUTES

The minutes of the meeting held on 9 December 2013 were confirmed as a correct record and signed by the Chairman.

03/14 MATTERS ARISING

- **Heating Advisor (Minute Number 212/13)**

In answer to a question, the Deputy Chief Executive advised that the recruitment process for the new Heating Advisor position had begun, and that it was expected that someone would be in post by March 2014.

04/14 DECLARATIONS OF INTEREST

There were no declarations of interest.

05/14 CHAIRMAN'S UPDATE

The Chairman said that, in addition to his weekly meetings with the Chief Executive, he had attended the e² Joint Management Group meeting at Colchester held on 8 January 2014, along with Steve Clark and the Chief

Executive. The meeting had discussed the progress of each partner's funded schemes.

The Chief Executive advised that the Homes and Communities Agency was now not only monitoring delivery of schemes by the consortium as a whole, but also each partner's individual schemes. This meant that individual performance against the agreed plan would be essential. Freebridge's biggest scheme was on the Zoots site; this scheme was experiencing some slippage owing to problems with an electricity cable and concerns that vibrations from piling could affect the nearby electricity sub-station. There was a deadline to complete the work on this scheme by March 2015, in order to receive the Homes and Communities Agency funding. The e² Chief Executives had written to the Government to ask them to reconsider the strict enforcement of the funding deadlines. In the meantime, every effort would be made to achieve the deadline and to identify potential substitute schemes should these be required. In answer to a question, the Chief Executive said that he would have expected the concern about the electricity power station to have been raised earlier. In the future, Freebridge staff would ask more challenging questions around schemes' risk assessments.

The Chairman added that he and the Company Secretary would be meeting with their counterparts at the Queen Elizabeth Hospital Trust on 22 January 2014, to discuss the possibility of Freebridge making an appointment to the Trust's Governors' Council. Ian Pinches, who was on the Boards of both Freebridge and the Hospital Trust, would also be attending the meeting.

06/14 CHIEF EXECUTIVE'S UPDATE

The Chief Executive had previously circulated a written update to the Board, on the following subjects:

- Plaxtole House
- Providence Street Youth Centre
- Times Top 100
- Zoots Development
- PlaceShapers
- Integrated Health Pioneer Bid.

The Board noted the update and endorsed the approach of providing a written update in advance of the meeting, as opposed to an oral update at the meeting.

07/14 REVIEW OF STANDING ORDERS

The Board considered a report which reviewed the Standing Orders.

A member questioned whether it was sensible to stipulate (in Standing Order 2) that an Executive Board Member must be present for the Board to achieve a quorum, as this could affect the operation of the Board. In response, it was explained that this stipulation was included in the Rules and was in line with

that applied to the other constituent parts of the Board. It was unlikely that there would be an occasion when neither Executive Member could attend a Board meeting, but if this did occur, there would be ways, such as through written resolution, of ratifying decisions, or in some circumstances they could be included in the meeting through telephone/computer link. In answer to a question, the Company Secretary confirmed that the Board would still be quorate without an Executive Member present if it was discussing items from which the Executive Members were required to withdraw.

RESOLVED: That the revised Standing Orders be approved, as presented.

08/14 REVIEW OF THE BOARD MEMBERSHIP, RECRUITMENT AND SUCCESSION POLICY

The Board considered a report which reviewed the Board Membership, Recruitment and Succession Policy.

RESOLVED: That the revised Board Membership, Recruitment and Succession Policy be approved, as presented.

09/14 REVIEW OF THE SHAREHOLDING POLICY

The Board considered a report which reviewed the Shareholding Policy.

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

10/14 BOARD AND TENANT PANEL DECLARATIONS OF INTEREST

The Board considered a report which described the Board and Tenant Panel Members' annual declarations of interest.

The Company Secretary said that, at the time of writing the report, three Tenant Panel declaration forms had not been received. Two had since been submitted, of which one included a declaration of interest. This was a declaration from Kirsty Gathercole that her husband was a Freebridge Board Member. The Board should note this, but no further action would be required.

Colin Sampson clarified that, although the declarations from Lesley Bambridge and himself regarding membership of the Conservative Party read slightly differently, they were effectively the same.

RESOLVED:

- 1) That the schedule of Board Member declarations of interest, as attached at Appendix 1 to the report, be noted.
- 2) That permission be given for Freebridge to continue using UK Power Networks as a supplier, provided that the Board Member with the

interest has no influence on or involvement in the procurement process.

- 3) That the schedule of Board Member interests attached at Appendix 2 to the report be made available for public inspection on request.
- 4) That it be noted that no Tenant Panel declarations of interest have been made during this round, other than the one described above from Kirsty Gathercole.

11/14 APPOINTMENT OF SHAREHOLDERS

The Board considered a report which listed applications for tenant shareholding.

In answer to a question, the Company Secretary confirmed that the slightly different surname spellings of what appeared to be a married couple among the applicants had been checked and were correct. It was likely that the difference in spelling was because of Eastern European custom.

RESOLVED: That the applications for tenant shareholding set out in Appendix 1 to the report be approved.

12/14 WORK UPDATE

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

- Action Sheet
- Future Work Programme of the Board.

The Board was pleased to note that the purchase of the Providence Street Youth Centre was now complete, and so this would be removed from the action sheet.

The Board noted the update.

13/14 BOARD APPRAISAL AND REVIEW

The Company Secretary presented a report which set out the progress achieved against the action plan arising from the Campbell Tickell 2012 Board appraisal and review report, and which asked the Board to note the Campbell Tickell 2013 Board appraisal and review report and consider its recommendations.

The Board discussed the recommendations in the 2013 Board appraisal and review report, as described below:

- **Strategic Thinking**

The Board had previously agreed to hold 12 “thinking sessions” per year, which would allow additional time for strategic thinking. The Board was of the view that no further action was required on this at the current time.

- **Risk Training**

The Board considered the type of additional risk training that would be most appropriate for and helpful to Board Members. It was acknowledged that a fraud briefing had been organised for the Board, to be held on 13 February 2014, and that this would be a good start. It was agreed that, once the new Business Plan was in place, this would be reviewed to ascertain the most significant and likely risks, and that training for the Board should then be organised to focus around these areas. This exercise may also help to prioritise the “thinking sessions”.

- **Board Member Challenge**

The Board agreed to review in September 2014 whether there was evidence that Board Members were adding value by increased constructive challenge. Evidence could include clear indication that papers had been read, notice given of questions, and the language used in asking questions or making comments.

- **Ordering of Agendas**

The Board was of the view that agendas were well structured. It was agreed, however, that some minor amendments might help to distinguish between different types of agenda items. These were to draw a line between each section of the agenda, to make clearer on the front of reports the purpose of the item, and to pose a question within each agenda item. The Chairman was also assured of the Board’s support in reordering the agenda as he saw fit, and in focusing the Board’s time on the key items.

- **Board Pre-Meetings**

The Board agreed that the pre-meetings should be retained in their current form. They were a useful opportunity for Board Members to have social interaction before Board meetings, and so were contributing to team building. They also enabled the Chairman to raise issues with the Board before the meeting on the occasions that he felt this to be necessary. Although the Executive had not attended the pre-meetings to date, they would be welcome to do so.

- **Debating and Discussion Style**

The Board agreed that it was for the Chairman to determine when an item required a formal vote and when a more informal check that all Board Members were in agreement was appropriate. It would be important to

ensure that any dissenting Board Members were given the opportunity to vote if they wished to.

- **Post-Meeting Review**

The Board was content that the review form issued by the Company Secretary after every Board meeting allowed sufficient opportunity for Board Members to comment on the operation of the meetings. The contents of the returned forms were discussed by the Company Secretary and the Chairman, and efforts were made to resolve any issues of concern. It was, therefore, agreed to continue with the current practice.

- **Teamworking Discussion**

The Board noted that it had already allocated some away day time, in November 2013, for further discussion on teamworking.

- **Further Evolution of the Board**

The Chairman stated that he would wish to continue on the Board, if appointed, for the maximum term allowed of nine years, and that he was prepared to remain as Chairman for as long as the Board felt it appropriate. However, as the Board would be undertaking a recruitment exercise for new Board Members this year, this was an opportunity to identify an individual who could shadow him as Chairman from October 2014, before taking on the role in October 2015. He felt that it would be healthy for the Board to work towards the appointment of a new Chairman to this timescale. The Board supported this suggestion, and agreed that a succession plan for the position of Chairman should be drawn up. This may result in a change to the Board Membership, Recruitment and Succession Policy, but care should be taken to ensure that the Policy remained flexible to account for different situations.

In terms of this year's recruitment process, it was noted that Paul Leader's term of office as a Tenant Board Member was coming to an end, as were those of Steve Clark and Ian Pinches as Independent Board Members. Frazer Clement also indicated that he would be resigning as an Independent Board Member, and so three Independent Board Member positions would need to be advertised. The Board expressed its disappointment at Frazer Clement's decision.

The Board agreed that, although it had an aspiration to move towards no constituent parts, for the time being three Tenant Board Member seats should be retained, and so recruitment would take place to Paul Leader's seat. However, only tenants displaying the required skills should be appointed.

The Board agreed that this year's recruitment advertisement should make reference to the intention to appoint a new Chairman from October 2015, and that the individual would shadow the Chairman as Vice-Chairman for the year beforehand. The Board was not in favour of advertising externally specifically for a Chairman, as it wished to have had time to become acquainted with an

individual before appointment as Chairman. The recruitment process should start soon, so as to allow time for the successful candidates to attend Board meetings before taking up the positions in September 2014.

[Confidential wording]

- **Individual Objectives**

The Board welcomed the introduction of individual Board Member objectives. During the course of the year, the Chairman would review with each Board Member progress on their objectives and whether any help was required. It was noted that the Executive Board Members did not have Board Member objectives set, having only just joined the Board at the time of the appraisals. However, during 2014, they would have two full appraisals, one as members of staff and one as Board Members.

- **Board Payment**

The Board noted that the Campbell Tickell report had recommended waiting until the Board's planned changes were in place before introducing Board payment. However, this could mean delaying for a number of years, as there was no certainty around when or if the Council would agree to the Board having no constituent parts. The Board had already established its view that paying Board Members would improve the performance of the Board, and so agreed that this should now be progressed. Although it was not a decision that had to be referred to shareholders, it was agreed that it would be appropriate to do so. The Board, therefore, asked that Board payment be pursued with the intention of reporting to shareholders at the Annual General Meeting in September 2014 and of introducing payment from 1 October 2014. This would involve engaging a consultant to compile the business case for shareholders to consider, and to recommend levels of payment based on benchmarking with other associations.

- **Tenant Panel**

The Board noted that its engagement with the Tenant Panel was increasing. Through its enhanced role, the Panel was now considering some reports in advance of them being presented to the Board, such as policy reviews and performance information. It was important that, where the Panel had considered a paper in advance of the Board, this was reported to the Board along with any comments from the Panel. The Board should also be prepared to request officers to refer items to the Panel on occasions. Some Board Members had individual objectives to improve the Board's liaison with the Panel, and they would be working towards this.

The Board noted that five Tenant Panel Members had asked to observe a Board meeting. The Board was happy to agree to this, although it was suggested that it would be preferable for the Panel Members to come in two groups, rather than all to the same meeting. Consideration was given to holding some of the Board's meetings in public; however the Board was

concerned that this could hamper its move towards a more commercial and strategic role. The Board, therefore agreed to closer working with the Panel and to support them with their development through observing Board meetings, but not to move to public Board meetings.

RESOLVED:

- 1) That the progress achieved against the action plan arising from the Board appraisal and review process held in 2012 (Appendix 1 to the report) be noted, and it be agreed that other than those actions around improving Board diversity and succession planning which are ongoing, it is now completed.
- 2) That the outcome report of the 2013 Board appraisal and review process be noted.
- 3) That an action plan reflecting the Board's views recorded above in terms of implementing the recommendations of the 2013 Board appraisal and review outcome report be presented to the Board meeting on 3 February 2014.

14/14 ANY OTHER BUSINESS

- **Executive Remuneration**

Confidential item

15/14 NEXT MEETING

The Board noted that its next meeting was scheduled for Monday 3 February 2014 at 6.30pm.

The meeting closed at 8.50pm, having resolved to continue to sit after two hours.

CHAIRMAN