

## **FREEBRIDGE COMMUNITY HOUSING BOARD**

### **Minutes of a Meeting of the Board held on Monday 5 February 2018 at 5.45pm in “The Barn”, 2 Chapel Lane, King’s Lynn**

#### **PRESENT:**

Andy Walder (Chairman)  
Steve Clark  
Tony Hall (Chief Executive)  
Marcus Hopkins  
Shelley Lamprell-Josephs  
Brian Long (Minute Numbers 25/18 – 44/18)  
Ian Pinches  
Simon Smith  
Richard Spilsbury

#### **IN ATTENDANCE:**

Robert Clarke	-	Director of Housing
Colin Davison	-	Director of Property
Alex Dixon	-	Director of Assets and Development
Birgit Lenton	-	Director of Corporate Services and Culture
Dave Marshall	-	Director of Finance and Resources
Angus MacQueen	-	Company Secretary

#### **OBSERVERS:**

Annette McGivern	-	Tenant Panel
Sandy Peckover	-	Tenant Panel

#### **22/18      APOLOGIES AND WELCOME**

Apologies for absence were received from Marie Connell, Pauleen Pratt and Jasmine Rigg.

The Chairman welcomed Annette McGivern and Sandy Peckover, from the Freebridge Tenant Panel, who were observing the meeting as part of their personal development.

#### **23/18      MINUTES**

The minutes of the meeting held on 8 January 2018 were confirmed as a correct record and signed by the Chairman.

**24/18            MATTERS ARISING**

• **Thornage Hall Rents (Minute Number 09/18)**

The Chief Executive advised that he would ensure that rent information for 2018/19 was received from Thornage Hall in time for it to be reported to the next Board meeting.

**25/18            ACTION SHEET**

The Board received the action sheet.

The Board highlighted that the procurement of the building materials and plumbing & heating materials contracts, which had originally been scheduled for completion in June 2017, had still not been concluded. In answer to questions, the Director of Property explained that the procurement of these contracts was now part of a wider project involving a number of suppliers. Eastern Procurement had been engaged to assist with this project and would be meeting with the Procurement Panel on 20 February 2018.

[Confidential wording]

**26/18            DECLARATIONS OF INTEREST**

Tony Hall declared an interest in the item at minute number 31/18: Governance Committee Recommendations – Chief Executive’s Remuneration and Pension. The Board was content that he remain in the room for the item, as there was no discussion on it.

**27/18            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 tender opening in relation to Phase 4a of the Hillington Square refurbishment project.
- He had attended a Governance Committee meeting, which had included consideration of the processes necessary for establishing the development company.
- He had undertaken induction meetings with the three new Board Members: Marcus Hopkins, Shelley Lamprell-Josephs and Richard Spilsbury.
- He had attended an “out and about” event in Gayton.
- He had attended a meeting of the Governors’ Council at the Queen Elizabeth Hospital.

- He had met with the new Chair of Broadland Housing Association.
- He had attended the West Norfolk Local Heroes Awards. One of the awards, for the Best Neighbour, had been sponsored by Freebridge.

The Chairman also advised that he would shortly be undertaking the following activities:

- He would be attending a National Housing Federation meeting for East of England Chairs.
- He would be meeting with his two Chair mentors.
- He would be attending a special meeting of the Governance Committee, which would be giving further consideration to the processes around establishing the development company.
- He would be attending a meeting with the Borough Council of King's Lynn and West Norfolk to explore opportunities for closer joint working.

## **28/18            MANAGEMENT TEAM UPDATE**

A written update from the Management Team had been previously circulated and was noted by the Board.

The written update covered the following issues:

- Sealing of Documents: Shared Ownership and Affordable Homes Programme 2016 – 2021
- Minor Changes to Financial Regulations
- RBS, Ring-fenced Bank and RPI Linked Interest Rate
- King's Lynn Area Committee
- KLFM – Community Hero Awards
- Development Updates
- Board Member Declarations of Interest

It was highlighted that some of the items required Board decisions.

### **RESOLVED:**

- 1) That approval be granted to seal the Shared Ownership and Affordable Homes Programme 2016 to 2021 contract and the e<sup>2</sup> Consortium Agreement contract.
- 2) That the changes to the Financial Regulations listed in the update be approved.

[Confidential wording]

**29/18**            **HILLINGTON SQUARE PROJECT COMPLETION PROPOSAL**

Confidential item

**30/18**            **NEW LEGAL STRUCTURES**

The Chief Executive presented a report which detailed the recommendations of the Governance Committee following its discussion relating to the setting up of the development company.

The Board noted that the proposed name of the development company was “Bridgegate Homes”. It was pointed out that the word “Bridgegate” was in the address of another housing organisation; however, the Board deemed this not to be significant. The Director of Corporate Services and Culture advised that the relevant domain names and social media accounts for “Bridgegate Homes” had been secured.

The Chief Executive pointed out that all Board Members would be asked to make known if they were interested in sitting on the development company Board. The appointments would be subject to a recruitment process.

**RESOLVED:**

- 1) That the development company name “Bridgegate Homes” be approved.
- 2) That the Board of Bridgegate Homes consist of five Board Members, comprising; the Chairman of the Freebridge Board, the Director of Finance and Resources, an independent specialist and two additional Freebridge Board Members.
- 3) That, should the Bridgegate Homes Board appoint the independent specialist as its Chairman, as was envisaged by the Freebridge Board, this position be remunerated at the same level as Freebridge Committee Chairmen, subject to external advice.
- 4) That Freebridge Board Members be canvassed to put their names forward for the Bridgegate Homes Board, and two members be appointed subject to a suitable process having been followed.
- 5) That the Freebridge Company Secretary should also be the Company Secretary for Bridgegate Homes, and the Bridgegate Homes Board be requested to make this appointment.

**31/18**            **GOVERNANCE COMMITTEE RECOMMENDATIONS – CHIEF EXECUTIVE’S REMUNERATION AND PENSION**

Confidential item

**32/18**            **PROCUREMENT APPROVAL – LEAN TRAINING FOR MANAGERS AND LEAN PROCESS REVIEWS PROGRAMME**

Confidential item

**33/18**            **THE REGULATION OF SOCIAL HOUSING (INFLUENCE OF LOCAL AUTHORITIES) (ENGLAND) REGULATIONS 2017**

The Company Secretary presented a report which sought to agree a way forward following the introduction of the Regulation of Social Housing (Influence of Local Authorities) (England) Regulations 2017.

The Board was of the view that a programme of positive engagement with Tenant shareholders should be pursued.

In answer to a question, the Company Secretary said that he would ensure that a casting vote for the Chairman at general meetings was included when the Rules were redrafted to reflect the new Regulations.

**RESOLVED:**

- 1) That, rather than holding a Special General Meeting to approve changes to the Constitution to reflect the new Regulations, changes to the Constitution be made at the Annual General Meeting in September 2018, on the basis that the new Regulations would, in any case, take effect on 16 May 2018.
- 2) That the drafting of Rule amendments be commissioned to effect the equal division of voting rights between Tenant and Independent shareholders at Freebridge general meetings.

**34/18**            **TENANT PANEL QUARTERLY UPDATE**

The Director of Corporate Services and Culture presented a report which provided a quarterly update of the Tenant Panel's work to date. She highlighted Appendix 1 to the report, which set out the Panel's proposed Development Plan for 2018.

The Chairman invited the Tenant Panel Members present to address the Board. They said that they particularly appreciated opportunities for joint working with the Board, and would like to have more Board/Tenant Panel joint sessions. They would also like clarification on how they could best support the Board.

The Board acknowledged the important role that the Panel played in contributing to the success of the organisation, and agreed that more joint working would be of benefit. It was highlighted that the Board Vice-Chairman, Simon Smith, had been assigned by the Chairman to act as the Board's link with the Panel. He attended the Panel's meetings on a quarterly basis in this capacity. He undertook to continue working with the Panel, to explore how they could further support the Board and to improve tenant engagement and

satisfaction. A new Housing Green Paper was anticipated imminently, and was likely to include measures around increased tenant engagement; he would look at whether this would present an opportunity for joint working between the Panel and the Board.

A Board Member pointed out that the Panel's Development Plan for 2018 included Complaints Panel training, and suggested that it might also be worth Board Members attending this. He commented that the standard of Tenant Panel input at the Complaints Panel meetings he had attended had been of a high quality.

The Chairman commended the work of the Tenant Panel and asked that his thanks be passed on to all of the Panel Members.

The Board noted the report and

**RESOLVED:** That the Tenant Panel Development Plan 2018, as attached at Appendix 1 to the report, be endorsed.

**35/18            OPERATIONAL PERFORMANCE – YEAR TO DATE  
DECEMBER 2017 QUARTER 3**

Confidential item

**36/18            BUSINESS PLAN – THIRD QUARTER UPDATE**

The Chief Executive presented a report which reviewed progress on the implementation of the Business Plan and in delivering the strategic objectives.

The Board noted the report.

**37/18            RISK MANAGEMENT AND FRAUD AWARENESS UPDATE**

Confidential item

**38/18            TREASURY MANAGEMENT AND STRATEGY UPDATE**

The Director of Finance and Resources presented a report which provided an update on the Association's current position with regard to treasury matters. He confirmed that the completed survey for Quarter 3 had been submitted to the Regulator and was available to view on the Board Members' website.

The Board noted the report.

**39/18            GOVERNANCE IMPROVEMENT ACTION PLAN**

The Board noted a report which set out the Governance Improvement Action Plan, which had been agreed by the Governance Committee.

**40/18            TENANT PRIORITIES SURVEY**

The Board noted a report which provided an update on the latest position in relation to the actions arising from the tenant priorities survey carried by ARP Research during April – May 2017.

**41/18            COMMITTEE MINUTES**

The Board received the minutes of the Governance Committee meeting held on 15 January 2018.

**42/18            WORK PROGRAMME**

The Board noted its work programme for the ensuing year.

**43/18            ANY OTHER BUSINESS**

There was no other business.

**44/18            NEXT MEETING**

The Board noted that its next meeting was scheduled for Monday 5 March 2018 at 4.30pm.

**The meeting closed at 7.40pm.**

**CHAIRMAN**