

FREEBRIDGE COMMUNITY HOUSING BOARD

**Minutes of a Meeting of the Board held on
Monday 9 January 2017 at 6.50pm in
“The Barn”, 2 Chapel Lane, King’s Lynn**

PRESENT:

Ray Johnson (Chairman)
Steve Clark
Marie Connell
Tony Hall (Chief Executive)
Brian Long
Ian Pinches
Pauleen Pratt
Tina Smiddy
Simon Smith
Andy Walder

IN ATTENDANCE:

Colin Davison - Director of Property
Dave Marshall - Director of Finance and Resources
Clare Flynn - Finance Business Partner
Philip Porter - Beha Williams Norman Ltd
(Minute Number 01/17)
Angus MacQueen - Company Secretary

Note: The meeting was preceded by a presentation from Philip Porter on Economic Indicators, Prospects for Interest Rates, and the Private Finance Markets.

01/17 FINANCIAL PLAN UPDATE, ASSUMPTIONS AND SCENARIO TESTING

Confidential item

02/17 APOLOGIES

Apologies for absence were received from Jasmine Rigg and Colin Sampson.

03/17 MINUTES

The minutes of the ordinary meeting held on 7 November 2016 and of the special meeting held on 5 December 2016 were confirmed as correct records and signed by the Chairman.

04/17 MATTERS ARISING

- **Boiler Breakdowns (Minute Number 216/16)**

A Board Member commented that, following recent adverse publicity about another housing association, it was reassuring to note that Freebridge made priority arrangements for vulnerable tenants in the event of a boiler breakdown.

05/17 DECLARATIONS OF INTEREST

Confidential item

06/17 CHAIRMAN'S UPDATE

The Chairman said that he had attended his usual weekly meetings with the Chief Executive, as well as meetings at the Queen Elizabeth Hospital in his role as Freebridge's appointed member on the Governors' Council.

In answer to a question, the Chairman confirmed that the Queen Elizabeth Hospital was aware that Freebridge would be prepared to consider helping with discharge accommodation.

07/17 MANAGEMENT TEAM UPDATE

Confidential item

08/17 ANNUAL INCOME REPORT 2017/18

The Director of Finance and Resources presented a report which sought approval of an annual rent decrease of 1% for the financial year 2017/18 for both social and affordable rent property types and an increase in the recovery of "other income" in line with respective agreements.

It was noted that, for additional assurance, it had been intended that the Chief Executive consult the Chairman when agreeing the Thornage Hall rents.

RESOLVED:

- 1) That the proposed rent decrease for 2017/18 of 1.0% in line with the Welfare Reform and Work Bill for all social and affordable rent properties be approved.
- 2) That "other income" be increased by 2.0% (being CPI of 1.0% + 1.0%) except where agreements permit an increase of 1.5% (being RPI of 1.0% +0.5%).
- 3) That authority to agree the rents for Thornage Hall be delegated to the Chief Executive in consultation with the Chairman and reported back to the Board.

09/17 LOCAL GOVERNMENT PENSION SCHEME 2016 VALUATION

Confidential item

10/17 **BUSINESS IMPROVEMENT STRATEGY**

The Director of Finance and Resources presented a report which introduced the Business Improvement Strategy.

In answer to a question, the Director of Finance and Resources said that the measures of success set out in the Strategy were high-level; individual tasks within the Strategy would have more specific measures.

The Board acknowledged that the adoption of the Strategy would instigate significant work streams, which would have to be resourced; the Board would need to monitor their implementation and progress. The Chief Executive advised that the work streams would be included in the Business Plan, and he would ensure that they were fully funded and resourced.

RESOLVED: That the Business Improvement Strategy be approved, as presented.

11/17 Confidential item

12/17 Confidential item

13/17 **EASTERN PROCUREMENT VARIATION AGREEMENTS**

The Board considered a report which sought to gain authority to sign the Variation Agreements for the following frameworks procured by Eastern Procurement:

- Lot 1 – Heating Installations and Improvements
- Lot 2 – Grounds Maintenance
- Lot 3 – Planned Internal and External Decorations
- Lot 4 – Carbon Reduction Works

RESOLVED: That the signing of the Variation Agreements for the four frameworks be approved.

14/17 **PROCUREMENT APPROVAL**

Confidential item

15/17 **SELECTION PROCESS FOR NEW BOARD CHAIRMAN**

The Company Secretary presented a report which set out a process for the selection of the new Board Chairman.

The Board observed that it was not holding an external process to select the new Chairman, in view of the risks involved in recruiting an unknown person into such a key role. However, the recruitment of new Board Members in 2016 had included consideration of leadership, and therefore chairmanship, potential. The presence of an external consultant on the selection panel would also provide an additional level of assurance; the Board stated that this

should be James Tickell in view of the high reputation he had in the sector and of his knowledge of Freebridge.

As there were only two candidates, the Board felt that there should be no shortlisting stage; both should be interviewed. The Board stressed that, should neither candidate demonstrate through the selection process that he had the skills and experience necessary for the role of Chairman, an external recruitment process would be pursued.

RESOLVED:

- 1) That the selection process for the new Board Chairman be approved as set out in section 2 of the report, subject to both candidates being interviewed without the need for a shortlisting process.
- 2) That the selection panel consist of Board Members Marie Connell and Ian Pinches and external consultant James Tickell.

16/17 AMENDMENT TO STANDING ORDER 1 – MANAGEMENT TEAM AS A DECISION-MAKING BODY

The Company Secretary presented a report which sought to amend Standing Order 1 so as to establish the Management Team as a decision-making body.

The Company Secretary advised that, in advance of the meeting, a Board Member had pointed out that one of the proposals was that Management Team decisions should be taken on a majority basis, but this was potentially in contradiction of the Chief Executive’s authority to “lead and direct” the Management Team, as set out in Standing Order 7. Amended wording was, therefore, suggested that Management Team decisions would be taken on a consensus basis but that, where consensus could not be achieved, the decision would be taken by the Chief Executive. The Board supported the amended wording.

RESOLVED: that the following amendment be made to Standing Order 1, under section 6 “Definitions” (*additional wording in italics*):

“Management Team” means the Chief Executive plus the Service Directors

- *Management Team decisions will normally be taken by means of a meeting.*
- *The quorum for Management Team meetings shall be any three members, provided that either the Chief Executive or the Director of Finance and Resources is present.*
- *Management Team meetings shall be chaired by the Chief Executive. If the Chief Executive is absent, the Service Directors present shall select a Chair at the start of the meeting.*

- *Management Team meetings shall be minuted, and decisions shall be recorded in the minutes*
- *Decisions taken at Management Team meetings shall, if possible, be made on a consensus basis. Where consensus cannot be reached, the Chief Executive shall take the decision.*
- *If all members of the Management Team indicate in writing (including via electronic communication) their agreement to a decision, the decision shall be as valid and effective as if taken at a quorate meeting. A record of the decision shall be made and retained.*

17/17 Confidential item

18/17 **AUDIT COMMITTEE RECOMMENDATION**

The Committee considered the recommendation of the Audit Committee meeting held on 31 October 2016.

RESOLVED: That the revised Whistleblowing Policy be approved, as presented, subject to a further review of the Policy after one year.

19/17 **ANNUAL REVIEW OF BOARD AND TENANT PANEL DECLARATIONS OF INTEREST**

The Company Secretary presented a report which set out the annual Board and Tenant Panel declarations of interest, and which reviewed Freebridge's dealings with certain companies and organisations in light of the declarations.

The Company Secretary advised that a further interest relating to Board Member Simon Smith had been declared and would be added to the schedule of Board Members' interests. This was that he was an Independent Member of the Standards Board at Leicester City Council and Chairman of the Hearings Panel.

RESOLVED:

- 1) That the schedule of Board Member declarations of interest, attached at Appendix 1 to the report, and the interest declared by Simon Smith above be noted.
- 2) That the schedule of interests attached at Appendix 2 to the report, with the addition of the interest declared by Simon Smith above, be made available for public inspection on request.
- 3) That the declarations of interest made by Tenant Panel Members be noted.

20/17 **ANNUAL REVIEW OF EMPLOYEE DECLARATIONS OF INTEREST**

Confidential item

21/17 **BOARD START-TIME**

The Chairman introduced a report which asked the Board to consider an earlier start-time for Board meetings, following discussion on this subject at the previous two Board meetings.

Tina Smiddy advised that, as a result of work commitments, she would find it very difficult to attend earlier Board meetings for at least the next six months. The Board acknowledged that, when Board recruitment had been undertaken, there had been no indication that meetings might be moved to an earlier time, and so it would be unfair to impose this. Furthermore, earlier meetings might deter working people from applying to join the Board. It was agreed to defer consideration of this issue until the Board meeting in October 2017 (the first meeting after the Annual General Meeting).

The Board stressed that the well-being of employees was of paramount importance. Mitigation measures should, therefore, be put in place for those staff required to work late in order to attend Board meetings. These could include allowing staff to come into work later the next day, as well as looking to reduce the size of Board agendas and to change the structure of Board meetings, so as to achieve as early a finish as possible. The Chief Executive would pursue such measures.

RESOLVED: That consideration of moving to an earlier start-time for Board meetings be deferred until the meeting in October 2017.

22/17 Confidential item

23/17 Confidential item

24/17 Confidential item

25/17 Confidential item

26/17 Confidential item

27/17 **COMMITTEE MINUTES**

Ian Pinches, Chairman of the Audit Committee, presented the minutes of the Committee's meeting held on 31 October 2016.

28/17 **WORK UPDATE**

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

- Action Sheet
- Future Work Programme of the Board.

In answer to a question, the Company Secretary clarified that the revised deadline for the market testing exercise of the debt collection service was March 2017 (not 2016 as stated in the action sheet).

The Board noted the update.

29/17 ANY OTHER BUSINESS

- **Approval for a Temporary Variation to the Treasury Management Policy**

Confidential item

30/17 NEXT MEETING

The Board noted that its next meeting was scheduled for Monday 6 February 2017 at 6.30pm.

The meeting closed at 9.45pm, the Board having resolved at 8.50pm to continue with the meeting.

CHAIRMAN