

## **FREEBRIDGE COMMUNITY HOUSING BOARD**

### **Minutes of a Meeting of the Board held on Monday 25 July 2022 at 4.30pm in the Conference Room, Juniper House Austin Street, King's Lynn**

#### **PRESENT:**

Andy Walder (Chair)  
Andrew Hill  
Anita Jones (Chief Executive)  
Donald McKenzie (Minute Numbers 52/22 – 69/22)  
Gill Rejzl  
Jasmine Rigg  
Simon Smith

#### **IN ATTENDANCE:**

Anna Simpson	-	Director of Resources & Deputy Chief Executive
Sophie Bates	-	Director of Customer & Communities
Paul Newbold	-	Director of Development (via video link)
Janina Phillips	-	Director of People
Dave Seaton	-	Director of Homes and Community Maintenance
Angus MacQueen	-	Governance Manager

#### **OBSERVERS:**

Gil Fernandes	-	Board Member Designate
Angela Lomax	-	DTP

#### **52/22      APOLOGIES AND WELCOME**

Apologies for absence were received from Joanna Barrett and Vicky Savage.

The Chair welcomed:

- Gil Fernandes, who was being recommended to be appointed as a Board Member; this recommendation would be considered later in the meeting (minute number 72/22).
- Angela Lomax of DTP, who was observing the meeting as part of the mock in-depth assessment which was currently being undertaken.

**53/22            DECLARATIONS OF INTEREST**

Gill Rejzl, Jasmine Rigg, and Andy Walder declared an interest in the item at minute number 70/22, in relation to the reappointment of Board Members. As there was no discussion, the Board was content that they remain in the room for the item.

Gil Fernandes declared an interest in the item at minute number 72/22 – Appointment of a New Board Member. He withdrew from the room while the item was being discussed.

**54/22            CHAIR'S UPDATE**

The Chair made the following points:

- It was important that Freebridge remained true to its strategic intent, despite the challenging economic times.
- He and the Chief Executive had met with Chief Executives of other housing associations who had recently undergone in-depth assessments.

**55/22            OPERATING CONTEXT**

The Chief Executive presented a report which sought to support the Board's understanding of the Freebridge operating context at the current time and factors that could impact on that in the short/medium/long term.

The Chief Executive made the following points:

- Housing policy had not featured much in the Conservative Party leadership contest.
- The Government would need to decide urgently on its rent setting policy for the coming year.

[Confidential wording]

- The Levelling-up, Housing and Communities Select Committee had highlighted a power imbalance to the detriment of tenants, with providers being too passive in ensuring quality homes.
- Freebridge would need to be ready to bring Bridgewater Homes (the dormant development company) into use when the time was right.

[Confidential wording]

(Note: The report requested that, at the end of the meeting, the Board consider whether any of the information in this or any of the subsequent papers

warranted a change in strategy or risk appetite. The Board did not feel that any such changes were necessary.)

The Board noted the report.

**56/22      REPORT OF THE CHAIR OF THE CUSTOMER SERVICE COMMITTEE**

Jasmine Rigg presented the Chair's report of the Committee's meeting held on 14 July 2022.

Key points of the discussion were as follows:

- In answer to a question, the Director of Customer and Communities said that anti-social behaviour was not concentrated in any particular area. Complaints about Freebridge's handling of anti-social behaviour were not significant in number, but were on the increase. This was one of the topics that the Ombudsman was focused on nationally.
- In response to a question, the Director of Resources & Deputy Chief Executive stated that limiting shareholding to Board Members only was becoming increasingly common across the sector.

It was noted that the Committee's recommendations in respect of the customer influence framework would be considered later in the meeting (minute number 58/22 refers).

The Board noted the report.

**57/22      REPORT OF THE TENANT PANEL – QUARTER 1 2022/23 ACTIVITY**

The Director of Customer and Communities presented a report which:

- described the activities of the Tenant Panel during April – June 2022; and
- updated on feedback from the Panel on the proposed customer influence framework.

[Confidential wording]

The Board noted the report.

**58/22      CUSTOMER INFLUENCE FRAMEWORK**

With the aid of a Powerpoint presentation, the Director of Customer and Communities presented a report which outlined the outcomes of the recent TPAS consultation, and concurrent Customer Voice Lead work with customers, to propose a new customer influence framework.

Key points of the discussion were as follows:

- The Board welcomed the proposals as a significant step forward and expansion of Freebridge's tenant engagement. The Board congratulated the Director of Customer and Communities and the Customer Voice Lead on their work in reaching this stage. The Board was pleased that these proposals had been designed as bespoke for Freebridge.
- In answer to a question, the Director of Customer and Communities said that it was not intended to recruit tenants as representatives of specific areas. However, it was hoped that the Community Voices would come from a wide geographic spread.
- It was commented that it would be important to hear from a cross-section of tenants.
- It was stressed that the success of the proposals would depend on a number of factors, including: support and resources, training, clear terms of reference, marketing, and tracking though performance indicators.
- It was pointed out that the risk map should be updated to reflect the proposals.
- It was acknowledged that the proposals would be kept under review and would evolve.
- It was stressed that there would be a cost to implementing and operating the customer influence framework.

**RESOLVED:**

- 1) **That the revised arrangements for customer involvement in the organisation's governance be approved, through:**
  - **dissolving of the Customer Service Committee and Tenant Panel; and**
  - **the formation of an alternative "Customer Voice Panel" to be comprised of tenants and Board Members, acting in an advisory capacity to the Board.**
- 2) **That the Customer Influence Plan be adopted.**

[Confidential wording]

**59/22      CUSTOMER CHARTER**

The Director of Customer and Communities presented a report which introduced a revised version of Freebridge's proposed Customer Charter. The Charter had been refined following feedback from the Board at the last meeting

(minute number 27/22 refers), so that it now represented only those commitments which were currently live in operation.

Key points of the discussion were as follows:

- In answer to a question, the Director of Customer and Communities confirmed that the Charter reflected current performance expectations in terms of repairs.
- The Board was of the view that the wording in the Charter was unbalanced, in that it said “we will” in relation to Freebridge but “you should” in relation to tenants. There were expectations on tenants which required stronger wording than “you should”.
- The Board felt that it would be appropriate to hold a launch event for the Charter alongside the Annual General Meeting on 19 September 2022.

**RESOLVED: That the Customer Charter be adopted as a constitutional document of the Board, subject to strengthening the wording around expectations of tenants.**

#### **60/22      RENT SETTING 2023/23: AFFORDABILITY CONTEXT**

With the aid of a Powerpoint presentation, the Director of Customer and Communities presented a report which provided an outline of the current affordability context, both in terms of Freebridge tenants and nationally, in which a decision would be taken later in the year regarding rent increases for 2023/24.

Key points of the discussion were as follows:

- The Board requested that, at its meeting in September 2022, it be provided with information on how different levels of rent increase would impact the Corporate Strategy.
- It was understood that the Board would not know the outcome of the stock condition survey at the point at which the rent setting decision was taken. The outcome of the survey would clearly be impactful on budgeting and financial planning.
- It was acknowledged that the Government was likely to cap the amount of rent increase that could be imposed to below the usual level, in view of the high levels of inflation at present.
- The Board observed that the figures appeared to suggest that Freebridge tenants could afford an 11% rent increase (the maximum likely to be allowed if no cap were imposed). However, it seemed likely that, in reality, such an increase would cause significant difficulties for some tenants.

- It was commented that tenants were more likely to accept any increase if they could see it accompanied by improvements in services. How the increase was communicated to tenants would also be important.
- It was pointed out that any rent increase proposals should be considered by the new Customer Voice Panel, in October 2022. This would be a complicated and emotive issue for the Panel to deal with at its first meeting, and the Panel would need appropriate support.

The Director of Customer and Communities advised that she would shortly send out a survey to all Board Members, in order to assess their priorities around rent setting, so as to inform her report to the September Board meeting.

The Board noted the report.

**61/22            REPORT OF THE CHAIR OF THE REPAIRS TASK AND FINISH GROUP**

Confidential item

**62/22            PERFORMANCE QUARTER 1 2022/23**

Confidential item

**63/22            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 4 July 2022.

Donald McKenzie congratulated the Finance team on the very clean audit that had been received.

The Board noted that the Committee's recommendations would be considered under the next two items (minute numbers 64/22 and 65/22).

The Board noted the report.

**64/22            INTERNAL CONTROLS ASSURANCE ANNUAL REPORT 2021/22**

The Board considered the Internal Controls Assurance Annual Report 2021/22 and the recommendations of the Audit and Risk Committee.

**RESOLVED:**

- 1) **That the Internal Controls Assurance Annual Report 2021/22 be approved.**

- 2) **That the statement on internal control be approved for inclusion in the Financial Statements 2021/22.**

## **65/22            FINANCIAL STATEMENTS**

The Board considered a report which introduced the Association's draft Financial Statements 2021/22, the External Auditors' Completion Report, and the draft Letter of Representation from the Association to the External Auditors. The Board also considered the relevant recommendations of the Audit and Risk Committee.

The Director of Resources & Deputy Chief Executive advised that there was a minor amendment required to the Financial Statements, in respect of the wording around value for money which did not currently reflect the Corporate Strategy.

### **RESOLVED:**

- 1) **That the Financial Statements 2021/22 be approved, subject to amending the wording on value for money to ensure that it reflects the Corporate Strategy.**
- 2) **That the Audit Completion Report 2021/22 be approved for submission to the Regulator of Social Housing.**
- 3) **That the Letter of Representation be approved for signature by the Chief Executive.**

## **66/22            RISK MANAGEMENT**

The Director of Resources & Deputy Chief Executive presented a report which provided an update on risk management activities, including details of the current scores for each of the 18 identified risks.

The Board noted the report and

**RESOLVED: That the movement of the risk appetite for Customer Voice (Risk 18) from "Open" to "Balanced" be approved.**

## **67/22            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 23 June 2022.

[Confidential wording]

The Board asked that Andrew Hill work with Simon Smith, as Chair of the Governance and Remuneration Committee, to progress consideration of options around the Local Government Pension Scheme.

It was felt that the whole Board should have an understanding of refinancing, and it was requested that training be arranged for September 2022.

**RESOLVED: That continuation of the Treasury Task and Finish Group for a further year until the completion of the refinancing exercise be approved.**

**68/22         REPORT OF THE CHAIR OF THE DEVELOPMENT COMMITTEE**

In the absence of Vicky Savage, Chair of the Development Committee, the Director of Development presented the Chair's report of the Committee's meeting held on 27 June 2022.

[Confidential wording]

**69/22         DEVELOPMENT ASSUMPTIONS**

Confidential item

**70/22         REPORT OF THE CHAIR OF THE GOVERNANCE AND REMUNERATION COMMITTEE**

Simon Smith, Chair of the Governance and Remuneration Committee, presented the Chair's report of the Committee's meeting held on 20 June 2022.

Key points of the discussion were as follows:

[Confidential wording]

- Simon Smith commented that the input of the Independent Member of the Committee had been very useful.
- Simon Smith highlighted minute number G38/22, which set out the themes to be included in the People Plan. The People Plan would be presented to the Board for approval later in the year.
- The Board noted that the Committee's recommendation in relation to the revised arrangements for customer involvement in the organisation's governance had been considered and supported earlier in the meeting (minute number 58/22 refers).

**RESOLVED:**

- 1) **That the revised Belonging Policy Statement be approved.**
- 2) **That a Board and Committee Member remuneration increase of 3% be approved for this year, in line with that applied to employees, with effect from 1 July 2022.**



- 3) **That, at the Annual General Meeting in September 2022, the following be put forward to be reappointed as a Board Members:**
- **Joanna Barrett until the Annual General Meeting in September 2025.**
  - **Gill Rejzl until the Annual General Meeting in September 2025.**
  - **Jasmine Rigg until 19 May 2023 (the absolute maximum of nine years allowed by the Code of Governance).**
  - **Andy Walder until the Annual General Meeting in September 2024.**
- 4) **That a declaration of full compliance with the National Housing Federation Code of Governance 2020 be made in the Financial Statements 2021/22.**

**71/22            ANNUAL GENERAL MEETING**

The Director of Resources & Deputy Chief Executive presented a report which sought approval for:

- the Annual General Meeting (AGM) agenda and notice of meeting; and
- the Board's report to the AGM.

Key points of the discussion were as follows:

- The Director of Resources & Deputy Chief Executive advised of one change to the AGM agenda and notice of meeting, namely that it was now proposed to hold the meeting in the Duke's Head Hotel rather than at the Providence Street Community Centre. The Duke's Head was accessible to tenants, being in the centre of King's Lynn, but was also conveniently located for the Board meeting and training session to be held in the office after the AGM.
- The Board requested that a question and answer session be held as part of the AGM event, but not as part of the formal Meeting.
- The Board asked that efforts be made to encourage shareholders to attend the AGM.

**RESOLVED:**

- 1) **That the AGM agenda and notice of meeting, as attached at Appendix 1, be approved, subject to the venue being changed to the Duke's Head Hotel, King's Lynn.**

- 2) That the wording on “policy for admitting new shareholders” (Appendix 2 to the report) be appended to the Board of Management Report and Strategic Report as set out in the Financial Statements 2021/22.
- 3) That the Customer Involvement Plan, presented to the Board earlier at this meeting, be presented to the AGM as the Board’s report on the Community Empowerment Strategy.

**72/22            APPOINTMENT OF NEW BOARD MEMBER**

The Director of Resources & Deputy Chief Executive presented a report which described the outcome of the recruitment process to identify a new Board Member with “lived experience” of Freebridge’s services.

Key points of the discussion were as follows:

[Confidential wording]

- In answer to a question, the Director of Resources & Deputy Chief Executive confirmed that connection was being maintained with the two unsuccessful candidates, to ensure that they remained involved with Freebridge.

**RESOLVED:**

- 1) That the appointment of Gil Fernandes to the position of Board Member with effect from 1 August 2022 until the Annual General Meeting on 19 September 2022, subject to the receipt of two satisfactory references, be approved.
- 2) That, at the Annual General Meeting in September 2022, Gil Fernandes be put forward to be appointed as a Board Member until the Annual General Meeting in September 2025.

[Confidential wording]

**73/22            MINUTES**

The minutes of the ordinary meeting held on 16 May 2022 and of the special meeting held on 9 June 2022 were confirmed as correct records.

**74/22            MATTERS ARISING/ACTION SHEET**

Confidential item

**75/22            WRITTEN RESOLUTIONS**

The Board noted the following written resolutions:

- Employment of a Close Friend of an Existing Employee
- Appointment of an Independent Member of the Development Committee
- Employment of a Business Colleague of a Board Member.

**76/22            FUTURE WORK PROGRAMME OF THE BOARD**

The Board noted its work programme for the ensuing year.

**77/22            ANY OTHER BUSINESS**

**(a)    Fire at Brentwood, Brancaster Staithe**

The Director of Development presented a report, which had been circulated shortly before the meeting, in relation to a wild fire which had destroyed four empty Freebridge properties at Brentwood, Brancaster Staithe.

The Board thanked the Freebridge colleagues who had been involved in dealing with the incident.

The Board noted the report.

**(b)    Feedback on the Meeting**

The Chair asked those present to let him have feedback on the effectiveness of this meeting.

**78/22            NEXT MEETING**

The Board noted that its next meetings would be held on 19 September 2022 (after the AGM) and on Monday 14 November 2022.

**The meeting closed at 7.35pm.**