

**FREEBRIDGE COMMUNITY HOUSING BOARD**

**Minutes of a Meeting of the Board held on  
Monday 1 August 2016 at 6.30pm in  
“The Barn”, 2 Chapel Lane, King’s Lynn**

**PRESENT:**

Ray Johnson (Chairman)  
Steve Clark  
Marie Connell  
Tony Hall (Chief Executive)  
Brian Long (items 127/16 – 135/16)  
Ian Pinches  
Pauleen Pratt  
Jasmine Rigg  
Colin Sampson  
Tina Smiddy  
Simon Smith  
Andy Walder

**IN ATTENDANCE:**

Colin Davison - Director of Property  
Clare Flynn - Finance Business Partner  
Angus MacQueen - Company Secretary

**127/16 SPECIAL GOVERNANCE COMMITTEE  
RECOMMENDATIONS**

The Board received a report which introduced the recommendations of the special meeting of the Governance Committee held on 27 June 2016.

The Board was pleased to note that the Board Member recruitment process had been successful, with a strong pool of candidates applying. Four new Board Members were being recommended for appointment, each recruited against the skills gap analysis carried out by Campbell Tickell in November 2015. The two existing Board Members, Steve Clark and Jasmine Rigg, who had applied for reappointment had performed well in the process and were each recommended for a further term of office. It was now important to ensure that the Board gelled as a team.

**RESOLVED:**

- 1) That it be recommended to the 2016 Annual General Meeting that Steve Clark be reappointed as an Independent Board Member for a three-year term.
- 2) That it be recommended to the 2016 Annual General Meeting that Jasmine Rigg be reappointed as a Tenant Board Member for a three-year term.

- 3) That Andrew Walder be appointed as an Independent Board Member with immediate effect, to fill the existing vacancy, and that it be recommended to the 2016 Annual General Meeting that Andrew Walder be appointed as an Independent Board Member for a three-year term.
- 4) That Pauleen Pratt, Tina Smiddy and Simon Smith be appointed as Co-opted Board Members, initially for a period of two years.

At this point, Steve Clark, Jasmine Rigg, Andy Walder, Pauleen Pratt, Tina Smiddy and Simon Smith joined the meeting. The Chairman welcomed the four new Board Members.

#### **128/16      APOLOGIES AND INTRODUCTION**

There were no apologies for absence.

#### **129/16      MINUTES**

The minutes of the meeting held on 13 June 2016 were confirmed as a correct record and signed by the Chairman.

#### **130/16      DECLARATIONS OF INTEREST**

Steve Clark, Jasmine Rigg, Andy Walder, Pauleen Pratt, Tina Smiddy and Simon Smith declared interests in the item at minute number 127/16 – Special Governance Committee Recommendations – as each was a candidate for appointment to the Board. They did not join the meeting until after the item.

Tony Hall declared an interest in the item at minute number 145/16 – Governance Committee Recommendation – as his contract of employment was under discussion. He withdrew from the room for the duration of the item.

#### **131/16      CHAIRMAN'S UPDATE**

The Chairman said that he had attended his usual weekly meetings with the Chief Executive. In addition, he advised of the following:

- He had sat on the recruitment panel for new Board Members, which had interviewed candidates on 20 and 27 June. This had been followed by a special meeting of the Governance Committee on 27 June to make recommendations on the appointments to the Board.

[confidential wording]

- He had attended the Board Away Day on 11 July. He had been pleased that Simon Smith and Andy Walder had been able to take part at short notice.

- He had attended the farewell reception for the former Leader of the Borough Council, Nick Daubney.
- He had attended the Governance Committee meeting held on 18 July.
- He had attended the Freebridge Community Awards event held on 4 July at the Providence Street Community Centre. He asked that his thanks be passed on to the staff involved for making this such a successful event. He had been pleased with the positive coverage that the event had achieved in the local press.

### **132/16      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:

- Out and About Programme
- Hillington Square Fete
- 29 St Edmundsbury Road (Old Police House)
- Fire at Hillington Square
- Local Government Pension Scheme Pension Policy Statement
- Providence Street Community Centre
- Freebridge Community Awards
- Court Closures Update
- Stars of West Norfolk Awards
- Voluntary Right to Buy – National Housing Federation Update

In relation to the Stars of West Norfolk Awards, Marie Connell advised that she was on the judging panel.

The Board highlighted the redevelopment of the Old Police House site. It was pleased to note that Freebridge was making good use of the site, to create six new homes, and in so doing would remove an eyesore from the town.

### **133/16      AUDIT COMMITTEE RECOMMENDATIONS**

The Board received a report which introduced the recommendations of the meeting of the Audit Committee held on 4 July 2016. Ian Pinches, Chairman of the Audit Committee, highlighted that the meeting had been inquorate.

Recommendations 1 and 2, as listed in the report, were considered under item 9 of the agenda (minute number 134/16 below), and recommendations 3, 4 and 5 were considered under item 10 of the agenda (minute number 135/16 below).

134/16

**INTERNAL CONTROLS ASSURANCE ANNUAL REPORT  
2015/16**

Ian Pinches presented the Internal Controls Assurance Annual Report 2015/16. The report explained the requirements of the business assurance exercise and the approach that the Association had chosen to adopt, and presented evidence from a wide variety of internal and external sources.

The Board welcomed the report, which demonstrated that a robust system of internal controls was in place. It was noted that the Audit Committee was monitoring those areas where improvement actions had been identified.

Having noted the recommendations of the Audit Committee (in quorate meeting), the Board

**RESOLVED:**

- 1) That the Internal Controls Assurance Annual Report 2015/16, as presented, be approved.
- 2) That the statement of internal controls, as presented, be approved for inclusion in the Association's statutory financial accounts 2015/16.

135/16

**DRAFT STATUTORY ACCOUNTS 2015/16**

The Finance Business Partner presented a report which detailed the Association's draft statutory accounts 2015/16, including the Board of Management Report, Strategic Report, Auditor's Report and Financial Statements. Also presented for approval were the Audit Findings Report 2015/16 and the Letter of Representation to the External Auditor.

[confidential wording]

It was highlighted that emojis were used in part of the statutory accounts document. Whilst the Board was content for these to remain on this occasion, it requested that some consideration be given as to how these were used in the future.

**RESOLVED:**

- 1) That authority be delegated to the Chairmen of the Board and of the Audit Committee to approve the statutory accounts 2015/16, provided that there are no material changes to the version now presented to the Board, and that the Chairman of the Board, the Chief Executive and the Company Secretary be authorised to sign these on behalf of the Board.
- 2) That the Audit Findings Report 2015/16, as presented, be approved for submission to the Homes and Communities Agency.
- 3) That the Letter of Representation, as presented, be approved for signature by the Chief Executive.

**136/16      BOARD'S REPORT TO THE ANNUAL GENERAL MEETING**

The Chief Executive presented a report which sought approval for the Board's Report to the 2016 Annual General Meeting.

**RESOLVED:** That the Board's Report to the 2016 Annual General Meeting be approved, as presented.

**137/16      DRAFT ANNUAL GENERAL MEETING NOTICE OF MEETING AND AGENDA**

The Company Secretary presented a report which sought approval for the draft notice of meeting and agenda for the 2016 Annual General Meeting.

The Board was pleased to note that this year's Annual General Meeting would be the first one held at the Providence Street Community Centre.

**RESOLVED:** That the draft notice of meeting and agenda for the 2016 Annual General Meeting be approved, as presented.

**138/16      CONSTITUTIONAL CHANGES**

The Company Secretary presented a report which considered constitutional changes, largely in light of the new senior management structure.

A Board Member asked whether there was any risk to the organisation in not updating the Rules now to reflect that there was no longer a Deputy Chief Executive. The Company Secretary and the Chief Executive responded that this had been put on hold pending secondary legislation to the Housing and Planning Act 2016 which it seemed likely would result in changes to the Rules around Board structure, and in particular the right of the Borough Council to nominate Board Members. Solicitors had to be engaged every time the Rules were changed, and so it made financial sense to group Rule changes together. There was no risk to the organisation by delaying to accommodate this.

**RESOLVED:** That the amendments to the Standing Orders and Financial Regulations be approved, as presented.

**139/16      UPDATE OF THE BUSINESS CONTINUITY POLICY**

The Company Secretary presented a report which updated the Business Continuity Policy in line with the new senior management structure.

**RESOLVED:** That the updated Business Continuity Policy be approved, as presented.

**140/16      SHARED OWNERSHIP AND AFFORDABLE HOMES 2016-21**

The Director of Property presented a report which sought approval for Freebridge to submit a bid to the Homes and Communities Agency under the Shared Ownership and Affordable Homes Programme 2016-2021.

Whilst supporting the bid, the Board was keen to have a broad picture of the housing need in the area, and how this bid and other development would fit into this. It was explained that the necessary data was not currently available from the Borough Council, but Freebridge was working with the Borough Council on accessing it, and this would form a key part of development planning for the coming years. In the meantime, the proposed bid was for a relatively small number of units, and so presented minimal risk to the organisation.

**RESOLVED:** That Freebridge submit a bid to the Homes and Communities Agency for 10 units per year under the Shared Ownership and Affordable Homes Programme 2016-2021, and that the Chief Executive be given delegated authority to finalise the details of the bid in consultation with the Chairman.

**141/16      RENEWAL OF LEASE AT THORNAGE – CAMPHILL COMMUNITIES, HOLT**

The Director of Property explained that it had been intended to present a report to request authority to renew the lease and management agreement with Camphill Communities - Thornage. However, following feedback from Board Members, he suggested that the report be deferred until the next meeting, so that the Board could be provided with further details of the terms of the lease. The existing lease did not expire until November, and so there was time to delay approval. The Board supported this approach.

The Chief Executive reported that the Camphill Board at Thornage had agreed to the renewed lease.

The Board expressed an interest in visiting the facility at Thornage. The Director of Property undertook to let Board Members have details of a forthcoming fete that the venue would be hosting.

**142/16      PROCUREMENT/SELLING SERVICES**

Confidential item

**143/16      LEASE OF ROOMS AT PROVIDENCE STREET COMMUNITY CENTRE, KING'S LYNN**

Confidential item

**144/16      REVIEW OF THE BOARD MEMBER AGREEMENT FOR SERVICES**

The Company Secretary presented a report which reviewed the Board Member Agreement for Services.

**RESOLVED:** That the Board Member Agreement for Services be amended as follows:

“9.1 Your appointment, and this Agreement (including, without limitation, your appointment to any particular office or committee), will terminate forthwith without any entitlement to compensation if:.....

.....9.1.5 you have been absent from ~~four~~ **three** consecutive meetings of the Board without special leave of absence.”

**145/16      GOVERNANCE COMMITTEE RECOMMENDATION**

Confidential item

**146/16      OPERATIONS PERFORMANCE OVERVIEW**

Confidential item

**147/16      FINANCE AND HUMAN RESOURCES QUARTERLY MANAGEMENT REPORT**

Confidential item

**148/16      TREASURY MANGEMENT AND STRATEGY UPDATE**

Confidential item

**149/16      RISK MANAGEMENT AND FRAUD AWARENESS UPDATE**

The Chief Executive presented a report which detailed risk management and fraud awareness activity during the quarter ending 30 June 2016.

The Board noted the report.

**150/16      BUSINESS PLAN FIRST QUARTER UPDATE 2016/17**

The Chief Executive presented a report which set out the first quarter update to the 2016/17 Business Plan.

In answer to a question, the Chief Executive said that it was acknowledged that it would take the new Finance and Resources Director a while to fully settle in; sufficient time was built into the Plan to allow for this.

The Board noted the report.

**151/15      TENANT PANEL QUARTERLY UPDATE**

The Director of Property presented a report which provided a quarterly update on the Tenant Panel's work.

The Board stressed the importance of interviewing quickly after applications had been received from potential Tenant Panel Members, so as to minimise the risk of the individuals losing interest.

The Company Secretary undertook to arrange for the four new Board Members to attend a meeting of the Panel as observers.

The Board noted the report.

**152/16      URGENT ACTION TAKEN – EMPLOYMENT OF A CLOSE RELATIVE OF AN EXISTING EMPLOYEE**

The Board noted a request for urgent action that had been approved, to employ a close relative of an existing employee.

**153/16      URGENT ACTION TAKEN – LETTING OF ROOMS AT PROVIDENCE STREET, KING'S LYNN**

The Board noted a request for urgent action that had been approved, to let rooms at the Providence Street Community Centre, King's Lynn.

The Director of Property advised that the rooms had been let to the College of West Anglia to replace those it had previously used at Plaxtole House.

**154/16      COMMITTEE MINUTES**

**(a)      Audit Committee – 4 July 2016**

Ian Pinches, Chairman of the Audit Committee, presented the minutes of the Committee's inquorate meeting held on 4 July 2016. He highlighted that a number of issues around the management of garages had been brought to the Committee's attention; these would continue to be monitored by the Committee. Another issue considered by the meeting had been procedures around the collection of rents; the Internal Auditors would be doing some follow-up work on this.

In answer to a question, the Director of Property advised that the Income Procedure Guide had been updated in line with the Internal Auditors' recommendations, in July 2016.

**(b)      Governance Committee – 18 July 2016**

Marie Connell, Vice-Chairman of the Governance Committee, presented the minutes of the Committee's meeting held on 18 July 2016. She highlighted that the meeting had considered issues raised on the Governance Improvement Action Plan.

**155/16      WORK UPDATE**

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

- Action Sheet
- Future Work Programme of the Board.

The Board noted the update.

**156/16      ANY OTHER BUSINESS**

- **Sheltered Housing Garden Competition**

Marie Connell said that she and Jasmine Rigg had represented the Board on the judging panel for this year's sheltered housing garden competition. They had been very impressed by the standard of entries.

**157/16      NEXT MEETING**

The Board noted that its next meeting was scheduled for Monday 5 September 2016 at 6.30pm.

**The meeting closed at 9.00pm, having resolved to continue to sit at 8.30pm.**

**CHAIRMAN**