

FREEBRIDGE COMMUNITY HOUSING BOARD

**Minutes of a Meeting of the Board held on
Monday 26 September 2022 at 2.00pm in the
Conference Room, Juniper House
Austin Street, King's Lynn**

PRESENT:

Gil Fernandes
Donald McKenzie (via video link)
Gill Rejzl (via video link)
Jasmine Rigg
Vicky Savage (via video link)
Andy Walder

IN ATTENDANCE:

Anna Simpson	-	Director of Resources & Deputy Chief Executive
Sophie Bates	-	Director of Customer & Communities
Paul Newbold	-	Director of New Homes & Commercial
Dave Seaton	-	Director of Homes & Community Maintenance
Angus MacQueen	-	Governance Manager

79/22 APPOINTMENT OF BOARD CHAIR AND VICE-CHAIR

**Director of Resources & Deputy Chief Executive (as Company Secretary)
in the Chair**

(a) Appointment of Board Chair

The Director of Resources & Deputy Chief Executive presented a report which sought to appoint the Board Chair and Vice-Chair for the ensuing year.

Andy Walder was proposed to continue in the position of Board Chair. There being no other nominations, it was

RESOLVED: That Andy Walder be appointed Board Chair until the start of the first Board meeting following the 2023 Annual General Meeting.

Andy Walder in the Chair

(b) Appointment of Board Vice-Chair

Simon Smith was proposed to continue in the position of Board Vice-Chair. There being no other nominations, it was

RESOLVED: That Simon Smith be appointed Board Vice-Chair until the start of the first Board meeting following the 2023 Annual General Meeting.

(c) Role Profiles

The Board reviewed the role profiles of the Chair and Vice-Chair, and

RESOLVED: That ongoing approval of the role profiles for the Board's Chair and Vice-Chair be confirmed.

80/22 APOLOGIES

Apologies for absence were received from Joanna Barrett, Andrew Hill, Anita Jones and Simon Smith.

[Note: The meeting was rearranged from 19 September 2022 at short notice, owing to the funeral of Her Late Majesty Queen Elizabeth II.]

81/22 DECLARATIONS OF INTEREST

Andy Walder declared an interest and withdrew from the meeting during the appointment of the Board Chair (minute number 79/22(a)).

Donald McKenzie and Vicky Savage declared interests in the appointment of Committee Chairs (minute number 86/22). The Board was content that they remain in the meeting for the item, as the appointments to Committees were considered en bloc.

82/22 BOARD AND COMMITTEE EFFECTIVENESS REVIEW 2022

The Director of Resources & Deputy Chief Executive presented a report which concluded the Board and Committee Effectiveness Review 2022, incorporating feedback from the Board identified during the year and the outputs from the individual Committee and Task & Finish Group reviews.

The Board noted the report.

83/22 REVIEW OF STANDING ORDERS

The Director of Resources & Deputy Chief Executive presented a report which reviewed the Standing Orders.

The Board highlighted the proposed removal of references to specific Equality, Diversity and Inclusion training topics from the Governance and Remuneration Committee terms of reference (in Standing Order 4). After some discussion, it was accepted that the training topics would more appropriately be included in a policy or Board development document*, and so should be removed from the Standing Order; the Standing Order would retain a commitment to Board development in Equality, Diversity and Inclusion.

The Chair advised that he would shortly be meeting with an external consultant to discuss Board training, and would raise Equality, Diversity and Inclusion training with her.

The Chair observed that “Business Plan” was defined in the Standing Orders as the “30 year financial plan”. Freebridge also had a five-year Corporate Strategy and, sitting below this, an Annual Delivery Plan.

RESOLVED: That the proposed amendments to the Standing Orders be approved.

[*Equality, Diversity and Inclusion training will be included in the People Plan and on the Board’s work programme.]

84/22 REVIEW OF FINANCIAL REGULATIONS

The Director of Resources & Deputy Chief Executive presented a report which reviewed the Financial Regulations.

The Board welcomed the addition to Financial Regulation 4 that “external audit services will be re-tendered at least every six years”; the external audit market was limited in terms of the number of providers and their levels of service provision were varied. It was commented that Freebridge should seek “added value” from its external auditors if possible, albeit they would be limited in what consultancy services they could provide so as not to threaten their independence.

RESOLVED: That the proposed amendments to the Financial Regulations be approved.

85/22 CUSTOMER VOICE PANEL – TERMS OF REFERENCE

The Director of Customer & Communities presented a report which detailed the terms of reference for the new Customer Voice Panel.

The Director of Customer & Communities highlighted that it was proposed that the Leadership Team, rather than the Board, owned the Customer Voice Panel’s terms of reference. This would reflect the separation of the Panel from the governance structure, as well as allowing pace and flexibility for any changes that were required. There would, nevertheless, be a close relationship between the Board and the Panel.

Referring to a question received from a Board Member before the meeting, the Director of Customer & Communities confirmed that the establishment of the Panel would have a large amount of officer support.

Key points of the discussion were as follows:

- A Board Member stressed that it was important that the Panel had genuine influence, and questioned how the Board would hear its views. The Director of Customer & Communities responded that feedback from the Panel would be reported directly to the Board. It would also be the responsibility of those Board Members who sat on the Panel to ensure that the Panel's voice was heard at the Board table.
- Board Members noted that the Board would need a summary of the Customer Voice Panel's proceedings; however, the Panel's views should not be diluted.
- A Board Member commented that responsibility and accountability would continue to sit with the Board, and asked how performance reporting, which had previously passed through the Customer Service Committee, would come to the Board. The Director of Customer & Communities explained that this would now come direct to the Board from the Leadership Team.
- The Chair stated that it would be important for the Director of Customer & Communities to coordinate for the Board all customer feedback alongside the customer key performance indicators, so as to provide the Board with a consolidated and holistic perspective.
- A Board Member expressed agreement to the principle of paying the Customer Voice Panel Members, but was concerned at the possible impact on benefits. The Director of Customer & Communities responded that a separate policy would be developed on this and would consider a range of options.
- A Board Member suggested that Customer Voice Panel Members could play a role in recruitment, particularly to customer-facing posts. The Director of Customer & Communities agreed that this could be developed over time.
- A Board Member challenged that there should be more clarity on which issues the Board would consult on with the Customer Voice Panel. This could be incorporated into the Board's terms of reference. The Director of Resources & Deputy Chief Executive replied that it would be appropriate to consider adding this into the Board's terms of reference after the initial 12-months of developing the new system. In the meantime, she would examine the Board's work programme for the coming year and draw out those items on which she believed the Board should consult the Panel.
- Board Members observed that the Customer Voice Panel would both be considering items which the Board had asked it to look at and also choosing issues that it wished to examine and make recommendations as necessary. The Board felt that, if necessary, it could support the Panel to choose issues by being prepared to provide items for the Panel to consider during its early stages.

- Board Members stressed that the Customer Voice Panel should contain people from a wide geographical area and with a range of backgrounds. The Director of Customer & Communities confirmed that recruitment to both the Customer Voice Panel and the Service Champions Forum (which would sit below the Panel) had gone well and had attracted people from a variety of backgrounds and locations.
- A Board Member observed that Joanna Barrett, who was not present at this meeting, was recommended to be nominated as the Customer Voice Panel Chair, and asked whether she had indicated her agreement to this. The Chair responded that he had spoken to Joanna about this and that she had, indeed, confirmed her agreement.

The Board welcomed the establishment of the Customer Voice Panel and the other new customer engagement initiatives as an exciting and creative improvement to the way that Freebridge would hear the customer voice.

RESOLVED:

- 1) **That the proposed terms of reference for the Customer Voice Panel be endorsed, in consideration of the Board objective to effectively hear the voice of our customer.**
- 2) **That, as the Customer Voice Panel sits outside the formal governance structure, its terms of reference be owned by the Leadership Team.**
- 3) **That the Vice-Chair of the former Customer Service Committee (Joanna Barrett) be nominated as proposed Chair of the Customer Voice Panel for an initial 12 months.**

86/22 APPOINTMENT TO COMMITTEES AND OTHER BODIES

The Director of Resources & Deputy Chief Executive presented a report which sought to make the Board's annual appointments to committees and other bodies.

Key points of the discussion were as follows:

- The Director of Resources & Deputy Chief Executive said that the proposed committee memberships aimed to retain continuity, but with some changes to ensure better inter-linkage between the committees and that the right mix of skills was on each committee.
- The Chair advised that he had consulted with all Board Members affected by the proposed changes.

- The Board confirmed that, in view of the similar level of time commitment and responsibility, the role of Chair of the Customer Voice Panel should receive the same enhanced fee as that applied to Committee Chairs.
- There was some discussion as to whether the current size of the Board and committees was sufficient. It was important to maintain necessary skills around the table, especially if apologies had been received, but also to achieve the optimum number for effective meetings. It may be possible that the committees could be appropriate for developing future Board Members, including tenants. These issues would be considered further by the Governance and Remuneration Committee.

RESOLVED:

- 1) That appointments to committees and other bodies be made as follows:

Body	Membership
Audit and Risk Committee	Donald McKenzie (Chair) Gill Rejzl Simon Smith Jo Ward (Independent)
Governance and Remuneration Committee	Simon Smith (Chair) Andy Walder Jo Barrett Tim Drew (Independent)
Development Committee	Vicky Savage (Chair) Andy Walder Andrew Hill Mat Forster (Independent)
Repairs Task and Finish Group	Gill Reizl (Chair) Jas Rigg Gil Fernandes
Treasury Task and Finish Group	Andrew Hill (Chair) Donald McKenzie Anna Simpson
Bridgegate Homes Board	Independent Chair (vacancy) Independent Member (vacancy) Vicky Savage Andy Walder Anna Simpson

Customer Voice Panel	Jo Barrett, Gil Fernandes, Jasmine Rigg (until May 2023)
Outside Body: QE Hospital Governors	Andy Walder

- 2) That Joanna Barrett be nominated to be appointed by the Customer Voice Panel as its Chair.
- 3) That the role of Customer Voice Panel Chair receive the same enhanced fee as that applied to the Committee Chairs.

87/22 ADDENDUM TO DEVELOPMENT ASSUMPTIONS

The Director of New Homes & Commercial presented a report which sought Board approval for the revised development assumptions.

The Director of New Homes & Commercial said that, following discussion at the last Board meeting, he had met with the Chair of the Development Committee and the Chair of the Treasury Task & Finish Group for more detailed consideration of the assumptions. The assumptions presented were now supported by both Chairs.

The Director of New Homes & Commercial stated that he would be reviewing the Development Strategy early in 2023.

RESOLVED: That the Development Assumptions set out in Appendix 3 to the report be approved.

88/22 Confidential item

89/22 REPORT OF THE CHAIR OF THE REPAIRS TASK AND FINISH GROUP

Confidential item

90/22 WRITTEN RESOLUTION

The Board noted the following written resolution:

- Delivery Partner Contract Between Freebridge and Longhurst Group.

91/22 BOARD WORK PROGRAMME AND MEETINGS TIMETABLE 2023

The Board noted its work programme until the end of the current financial year. It was acknowledged that, as discussed earlier in the meeting (minute number 88/22 refers), consideration of the shortfall as a result of the rent cap would need to be added to the work programme.

The Board noted the meetings timetable for 2023.

92/22 **MINUTES**

The minutes of the meeting held on 25 July 2022 were confirmed as a correct record.

93/22 **MATTERS ARISING/ACTION SHEET**

Confidential item

94/22 **ANY OTHER BUSINESS**

There was no other business.

95/22 **NEXT MEETING**

The Board noted that its next meetings would be held on Monday 14 November 2022. In the meantime, there would be a Board briefing on the potential shortfall, as discussed earlier in the meeting (minute number 88/22).

The meeting closed at 4.15pm.

CHAIR