



**Agenda Item No B04.18/19**  
**Board Meeting Minutes**

Board Meeting – Tuesday 13 March 2018 at 1730, Nexus House, Newport

**Present:**

**Members:**

Nicola Somerville	Interim Chair
Christopher England	ARC Chair
Jayne Rose	ARC Vice Chair
John Harrhy	
Alex Stephenson	
Kevin Ward	
Jane Mudd	RC Chair
Janice Morgan	RC Vice Chair
Helen Taylor	
Cathy Bryant	

**In Attendance:**

Ceri Doyle	Chief Executive (CEO)
Tim Jackson	Executive Director of Finance & Resource (EDoF&R)
Rob Lynbeck	Executive Director of Operations (EDoOps)
Stephanie Bradley	Head of Finance & Procurement (HdofF&P)
Claire Barley	Head of Strategy & Organisational Development (HdofS&OD)
Rachel George	Head of Development & Regeneration (HdofD&R)
Sharon Wilkins	Head of Housing & Customer Service (HdofH&CS)
Simon Andrews	Head of Maintenance (HdofM)
Sharon Morden	Business Transformation Manager (BTM)
Chris John	Business Improvement & Performance Manager (BI&PM)
Beverley Flood	People & Change Manager (P&CM)
Joanna Fairley	Governance & Compliance Manager (G&CM)
Gill Sherman	Senior Governance Officer (Minute Clerk)

**Observers:**

Keith Woods	Board Academy
Margaret Roberts	Board Academy
John Hill	Board Academy
Wesley Ford	NCH Community Relationship Officer

**AGENDA ITEM**

**ACTION**

1. **Welcome to Board Members, Guests and Observers**
- 1.1 The Interim Chair opened the meeting at 17:30 and welcomed the CEO back from her absence, staff and observers.

**2. B124.17/18 – Apologies for absence**

- 2.1 Apologies had been received from Ian Hibble, Welsh Government Regulation Manager.

**3. B125.17/18 - Declarations of Interest**

- 3.1 The Chair reported the following declarations of interest had been received but were not considered disqualifying:

- B139.17/18 – Annual Pay Award 2018/19 – all staff

**4. B126.17/18 – Minutes of the meeting held on 6 Feb 2018**

- 4.1 The Chair took Members through the minutes of the previous meeting and noted that an additional Declaration of Interest for Chris England be added for B116.17/18 – Budget – Rent increase and service charges. Subject to the addition the Board agreed and signed the minutes of 6 February 2018 meeting as a true record. **SGO**

**Resolution: The Board approved and signed the minutes of the 6 February 2018 meeting as a true record.**

**5. B127.17/18 - Matters Arising 6 February 2018**

- 5.1 The Chair asked Members to note the progress on B108.17/18 Quarter 3 Performance Indicators and asked the Business Improvement & Procurement Manager (BI&PM) to provide an update.
- 5.2 The BI&PM thanked Members for the questions and debate from the last meeting, stating that work was progressing which would be reported at the 8 May 2018 Board under the Quarter 4 Performance Indicators report. The work was focusing on providing assurance to Board on the actions staff were taking to increase resident satisfaction.
- 5.3 The Chair requested Members note all other matters arising were complete, and requested and received approval for the draft Corporate Plan 4 (CP4).

**Resolution: The Board noted matters arising and approved the draft CP4.**

**6. B128.17/18 – Minutes of the ARC held on 16 January 2018**

- 6.1 The ARC Chair referred the Board to the Internal Audit on Data Integrity at paragraph 7.7 of the draft minutes which received 'limited' assurance with 11 recommendations identified and target dates for implementation.



- 6.2 The ARC Chair continued by referring Members to paragraph 10.10 of the draft ARC minutes which detailed the following deep dive of strategic risks:

45 – Failure to deliver continuous improvement in efficiency  
12 – Failure to plan for the effective and efficient maintenance of housing assets.

The BI&PM also referred Members to the top 12 risks.

- 6.3 There being no questions the Chair requested Members note the ARC draft minutes from the 16 January 2018 meeting.

**Resolution: The Board noted the draft minutes of the 16 January 2018 ARC meeting.**

**7. B129.17/18 – Governance: Share Membership**

- 7.1 The Governance and Compliance Manager (G&CM) asked the Board to note that no share membership applications had been received since the last meeting and to note live Membership.

**Resolution: The Board noted that no share membership applications had been received since the last meeting and live share membership.**

**8. B130.17/18 – Chair and CEO Overview**

- 8.1 The Board Chair asked Members to note the Chair and CEO overview had been made available on the 'Knowledge' area of BoardPacks and asked for any questions or points of clarification. There being no questions the Chair invited those Member that had attended the recent Governance Conference to provide any feedback.
- 8.2 One Member congratulated staff on their presentations at the CHC Governance Conference which were particularly well delivered and provided good discussion and debate.

**Resolution: The Board noted the Chair and CEO Overview.**

**Helen Taylor arrived at 17:41**

**9. B131.17/18 – Governance - Update**

- 9.1 The G&CM referred Members to the Election of Chair process at Appendix 1, requesting the Board approve the updated procedure for the internal election of a Board Chair.
- 9.2 The G&CM continued that the process was reviewed against the previous 2015 process, and referred Members to the detailed timetable



which set out the steps required for those Members expressing an interest for the role of Board Chair.

- 9.3 The Board approved both the procedure and the timeline for the internal election of Board Chair.
- 9.4 The G&CM requested Members note the updated proposed process at Appendix 2 for Board Recruitment for 2018. The G&CM concluded by asking Members for comments and to note the process and timelines.
- 9.5 Following a discussion it was agreed the campaign should seek to encourage more applications from a more diverse demographics.
- 9.6 The Chair advised that she and the G&CM would look at the practicalities of whether the timeline could be brought forward and asked Members to note the activities identified and not necessarily the timeline. **G&CM Chair**

#### **Resolutions:**

- 1. **The Board approved the updated procedure for the internal election of the Board Chair and noted the election process and timeline.**
- 2. **The Board noted the recruitment update and timeline for recruitment.**

#### **10. B132.17/18 – Procurement Strategy**

- 10.1 The Head of Finance & Procurement (HdofF&P) presented the draft Procurement Strategy for Board consideration and approval.
- 10.2 The HdofF&P concluded, prior to taking questions, by explaining the Procurement Framework would support the Association's Standing Orders, Financial Regulations and Delegated Authority levels, which were currently under review, to ensure compliance with legislative and accounting requirements. The Strategy in its current form was not the document that would be made available on the association's website, an external facing summary of the Association's approach to procurement would be developed for this purpose.
- 10.3 The HdofF&P responded to a Member's query regarding the percentage of savings that could be achieved against current costs and estimated this to be around 4-5% of annual costs, equating to £2.0m. Members noted that regular updates would be provided through Business Transformation Programme reporting under the Income & Cost work stream.

- 10.4 The Board discussed the merits of the approach, ensuring the Association's ethos and values were made clear to business partners and stakeholders, and the opportunity to maximise the outcomes or potential of major projects such as the City Deal in relation to community benefits.
- 10.5 The CEO responded that she was content to raise the matter, on **CEO** behalf of the Board, at the next Public Service Board.
- 10.6 A Member questioned whether the draft Procurement Strategy in the BoardPack would be published on the Association's website in its current format and expressed concern, that it may not be considered accessible and easy to understand, particularly for residents. The HdofF&P assured the Board that the strategy presented would be revised following comments for internal promotion, and that an external facing statement on our approach to procurement would be developed.

**Resolution: The Board noted the draft Procurement Strategy and that this would be revised for internal use and an external facing summary would be provided on the Association's website.**

**11. B133.17/18 – Business Transformation Programme Update**

- 11.1 The Business Transformation Programme Manager (BTPM) referred Members to the report and the progress against the five work streams, requesting Members note the progress and asked for questions.
- 11.2 Members discussed the launch of the new city centre office and the proposed dedication plaque in recognition of the Association's first Patron, their time served on the Housing Commission, Shadow Board and Board and their role in the publication of the 'Bridge Model'.
- 11.3 Members went on to discuss the decision taken for Patron, in the absence of a current process in place. It was acknowledged that an approved process would be put in place to support any future decisions of that type.

**Gov  
Team**

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**Resolution: The Board noted the progress of the Business Transformation Programme**

**12. B134.17/18 – Any Other Non-Confidential Business**

- 12.1 The CEO thanked the team for ably carrying on with business in her absence.
- 12.2 The G&CM informed the Board that the CHC Code of Governance (consultation) March 2018 and the Regulatory Board for Wales Progress Review of Housing Association Governance in Wales –



March 2018 – The Right Stuff – Improving Housing Association Governance in Wales had been uploaded to the knowledge area of BoardPacks.

- 12.3 The Chair thanked observers and guests for attending and closed the non-confidential element of the Board.

**The Non Confidential Board concluded at 18:03**

**Observers and Guests left prior to Confidential Board Meeting.**