



Agenda Item No B03.19/20 Board Minutes

Board Meeting – Tuesday 19 March 2019, 17:30 Nexus House, Newport

Present:

Nicola Somerville	Board chair
Janice Morgan	RC chair
Alex Stephenson	Board vice chair
Kevin Ward	Board member
Cathy Bryant	Board member
Helen Taylor	ARC vice chair
Guy Stenson	ARC chair
Christian Cadwallader	Board member
Sheila Davies	Co-optee
James Tarrant	Co-optee - teleconferencing

In Attendance:

Ceri Doyle	Chief executive officer (CEO)
Rob Lynbeck	Executive director of operations (EDofOps)
Tim Jackson	Executive director of finance and resource (EDofF&R)
Stephanie Bradley	Deputy director of finance and resource (DDofF&R)
Sharon Wilkins	Deputy director homes and communities (DDH&C)
Rachel George	Head of development and regeneration (HdofD&R)
Simon Andrews	Deputy director of property and place (DDofP&P)
Beverley Flood	Head of human resources (HDofHR)
Joanna Fairley	Head of governance and compliance (HdofG&C)
Gill Sherman	Senior governance officer (SGO) – minute clerk

Observers:

Alison Watkins	Governance assistant
Ian Hibble	Welsh government regulation manager
Joan Curnuck	Scrutiny partnership representative

AGENDA ITEM

ACTION

1. Welcome to Board Members and Observers

- 1.1 The board chair opened the meeting at 17:37 and welcomed members, the Welsh Government (WG) regulation manager, James Tarrant, who was dialling into the meeting, and observers. The chair went on to thank members for their flexibility in accommodating the move of the board meeting date.

2. B111.18/19 – Apologies for absence

- 2.1 Apologies were received and noted from Jayne Rose.



3. B112.18/19 – Declarations of interest

3.1 Members were asked to note the following declarations of interest:

- All staff declaring an interest in agenda item B125.18/19 - annual pay award recommendation, which was non-disqualifying.
- The CEO, executive director of finance & resource (EDofF&R) and executive director of operations (EDofOps) declared an interest in agenda item B131.18/19, which was non-disqualifying subject to issues being raised, where only the CEO would remain.

Resolution: The board noted the declarations of interest.

4. B113.18/19 – Minutes of the meeting held on 5 February 2019

4.1 Members reviewed and approved the minutes of the last meeting held on 5 February 2019 as a true and accurate record.

Resolution: The board approved and the chair signed the minutes of the last meeting held on 5 February 2019 as a true record.

5. B114.18/19 – Matters Arising

5.1 Members noted the rent settlement for 2019/20 written procedure would be formally noted in the confidential board. Members went on to note the three ongoing matters arising.

Resolution: The board noted the three ongoing matters arising and the rent settlement written procedure being formally noted in the confidential board.

6. B115.18/19 – Governance: Share membership

6.1 The head of governance & compliance (HdofG&C) asked members to note no share membership applications had been received since the last board, and to note the total membership of 2,246 with a live share membership of 201.

6.2 The HdofG&C requested and received board approval to report share membership going forward by exception only.

Resolutions:

1. The board noted the total share membership of 2,246 and a live share membership of 201.
2. The board approved the reporting of share membership going forward by exception only.

7. B116.18/19 – Chair & CEO Overview

- 7.1 The chair reported that, following discussions with the chairs of ARC and RC, to provide greater resilience to the committees, it was decided that Sheila Davies would move from the ARC to the RC and James Tarrant would take up a position on the ARC. Members were asked, and agreed to note the change in committee membership. The chair thanked both members for supporting the change.
- 7.2 The chair referred members to the chair and CEO overview and asked for any questions, there being no comments or questions, the board noted the overview.
- 7.3 The EDofF&R provided members with an update on refinancing, which had been slightly delayed due to the recent rent settlement which required a revised business plan. The EDofF&R continued that work was in hand with the four lenders:
- RBS - waiting on credit committee approval
 - Barclays – had gone through credit committee and officers were now working through the draft legal documents
 - THFC - waiting credit committee approval, scheduled for early April 2019
 - Private placement – documents being lined up to go out to investors.
- 7.4 The EDofF&R continued before taking questions, that security for the investors was in hand and a number of security and legal documents would be completed by end of April, early May, for board approval. The final stage of raising funds at the roadshow was estimated to be completed by end of May 2019. Members had no questions and noted the update.
- 7.5 The chair asked Sheila Davies to provide a summary of the CHC governance conference, which was attended by three board members. The member reported it was a well-attended conference with a number of excellent speakers and workshops, the most notable being North Star housing collaboration and L&Q funding affordable housing. A member highlighted the Alistair McIntosh bounce back ability workshop which provided information on one English housing association (HA) who had been unable to make the total shared ownership model work. Slides were available on the CHC website and a link to the site would be loaded on BoardPack knowledge area for members. **Gov team**
- 7.6 Before moving to the next item the CEO stated she was happy to speak with members separately to take questions on the overview topics.

Resolution: The board noted the chair & CEO overview.

8. B117.18/19 – Procurement strategy

8.1 The deputy director of finance and resources (DDofF&R) presented the report for member's approval, having taken the opportunity to refresh the strategy with the new procurement approach and asked for any comments or questions.

8.2 The chair noted the strategy was easier to follow and looked forward to seeing the performance as a result of it, especially in respect of community benefits. Members went on to discuss the improvements it would make to the DLO in the procurement of parts and equipment and discussed the overall £1.4m a year savings, which was largely due to the DLO, insurance tenders and other contracts. The chair requested that wellbeing and future generations act be added to the procurement strategy and the board approved subject to the additions. **DDF&R**

Resolution: The board approved, subject to the addition of the wellbeing and future generations act, the revised procurement strategy.

9. B118.18/19 – Gender pay annual reporting

9.1 The head of human resources (HdofHR) referred members to the report and statement from the CEO, highlighting, for the second year running, an even gender split across the association and before taking questions asked the board to note it would be submitted to the gov.uk website, and the CEO's statement published on the Newport City Homes (NCH) website.

9.2 Members noted the positive gender report, adding that it should be celebrated and promoted to demonstrate NCH as a model organisation.

Resolutions:

1. The board noted the annual gender pay report
2. The board noted that the gender pay submission would be posted to the gov.uk website
3. The board noted that the CEO's statement would be published on the associations website

10. B119.18/19 – Any other non-confidential business

10.1 There being no any other business, the chair closed the non-confidential meeting at 17:56 and thanked observers for attending.

The chair closed the non-confidential meeting at 17:56 and thanked observers for attending.