



Agenda Item No B91.19/20
Non-Confidential Board Minutes

26 November 2019 - Non-Confidential board commenced at 20:35

Present:

Members:

Nicola Somerville	Board chair
Alex Stephenson	Board vice chair
Janice Morgan	Board member
Kevin Ward	Board member
James Tarrant	Board member
Guy Stenson	Board member

In Attendance:

Ceri Doyle	Chief executive (CEO)
Rob Lynbeck	Executive director of operations (EDofOps)
Tim Jackson	Executive director of finance & resources (EDofF&R)
Matthew Davies	Executive director of development (EDofD)
Stephanie Bradley	Deputy director of finance & resources (DDofF&R)
Sharon Wilkins	Deputy director of homes & communities (DDofH&C)
Rachel George	Head of development & regeneration
Simon Andrews	Deputy director of property & place (DDofP&P)
Chris John	Strategy & Business Intelligence Manager (S&BIM)
Joanna Fairley	Head of governance and compliance (HdofG&C)
Gill Sherman	Governance & strategy team leader (G&STL)/minute clerk

Observers:

Chris Sutton	Observer
Amelia John	Observer
John Hill	Resident observer
Katrina Rigby	Governance officer (GO)
Alex Phillips	Business planning & treasury accountant (BP&TA)
Sharon Morden	Business transformation manager (BTM)
Beverley Flood	Head of human resources (HdofHR)
Richard Talbot	Health & safety manager (H&SM)

AGENDA ITEM

ACTION

16. Welcome non confidential board

16.1 The chair opened the non-confidential meeting at 20:35 and welcomed John Hill, resident observer.

16.2 Due to a number of complex and important decision making papers in the confidential board, agenda timings had moved out, subsequently

the CEO and chair reviewed the non-confidential agenda to reduce timings:

B67-B70 would be taken by exception

B71 & B72 for decision

B73 approved unless any comments

B74 – only approval of quarter 2 management accounts

Members were requested to e-mail any comments on the non-confidential integrated report to the governance team by close of play Thursday 28 November 2019, which would be answered and circulated to the board for information and comment.

Members

B75 the themed discussion on development would be rescheduled or incorporated into a future BSPD.

B76 for approval.

17. B67.19/20 - Minutes of the previous meeting held on 17 September 2019

- 17.1 Members approved the non-confidential minutes of the previous meeting held on 17 September 2019 as a true and accurate record.

Resolution: The board approved, and the chair signed the non-confidential minutes of the previous meeting held on 17 September 2019 meeting as a true and accurate record.

18. B68.19/20 – Non-confidential matters arising

- 18.1 Members noted the one ongoing and three completed non-confidential matters arising.

Resolution: The board noted the one ongoing and the three completed non-confidential matters arising.

19. B69.19/20 – Minutes of the non-confidential ARC held on 23 October 2019

- 19.1 Members noted the minutes of the non-confidential ARC meeting held on 23 October 2019.

Resolution: The board noted the non-confidential minutes of the ARC meeting held on 23 October 2019.

20. B70.19/20 – Chair & CEO Overview

- 20.1 The chair asked members to note the overview and for questions. A member raised a question on the tackling rough sleeping project and asked whether this should have been a policy decision. The DDofH&C responded that the association had a provision set aside under the

association's common housing policy to provide 5% of its housing stock if required and this approach aligned with that commitment.

- 20.2 The chair confirmed 23 January 2020 as the date for the Minister visit to the Tower blocks, to mark the completion the work undertaken, and to evidence best practice. The chair continued that the association had been invited to a number of seminars and business safety groups to share best practice and experiences.

Resolution: The board noted the chair & CEO overview.

21. B71.19/20 - Board member remuneration

- 21.1 The HdofG&C referred members to the report, which was the outcomes of a number of board workshops, discussion and debate, scenario testing and feedback from consultation. The HdofG&C continued this was the culmination of 18 months' work.
- 21.2 Members approved the introduction of board member remuneration and approved payment for all board members and co-optees, with a flexible approach to co-optees on a case-by-case basis. Members went on to approve the recommended remuneration fees and delegated authority to the RC to undertake annual benchmarking and reviewing remuneration every three years with independent support.
- 21.3 Members concluded by delegating authority to the RC to draft supporting documentation for approval by the board.

Resolutions:

1. The board noted the impact analysis of board member remuneration.
2. The board approved the previous boards in principle decision to introduce board remuneration.
3. The board approved to pay all board members and co-optees, with a flexible approach to co-optees on a case-by-case basis.
4. The board approved remuneration fees of:
 - Board chair - £10k
 - Vice chair, chair of committees - £7k
 - Board members & co-optees - £5k.
5. The board approved to delegate authority to the RC to review benchmark board member remuneration annually and at every three years with independent support.
6. The board approved delegations to the RC to draft supporting documentation and policies for approval at the February 2020 board meeting.

Amelia John and Chris Sutton left the meeting for the next item

22. B72.19/20 - Board member succession planning

22.1 The HdofG&C referred members to the succession planning report, requesting approval for the appointment of Amelia John as a board and ARC co-optee for the period of one year. The HdofG&C went on to request board approval for the appointment of Chris Sutton as a board co-optee for one year commencing 6 January 2020.

22.2 The HdofG&C concluded, before taking questions, by requesting the board approve the appointment of James Tarrant as ARC vice chair with immediate effect.

22.3 The HdofG&C responded to a question on skills, confirming that an updated skills matrix would be provided at the February 2020 board, at which board will consider recruitment. The HdofG&C confirmed that co-optees and members due to stand down would have the opportunity to be considered in that recruitment process in the spring of 2020.

22.4 Members discussed and agreed that the ARC chair invite Chris Sutton to observe at 10 December 2019 ARC, with the ARC chair reporting to the chair after the meeting. **ARC Chair**

Amelia John and Chris Sutton re-joined the meeting

22.5 The chair welcomed Amelia and Chris to the board as co-optees and the ARC chair invited Chris to observe at the 10 December 2019 ARC. **Gov team**

Resolutions:

1. **The board approved the appointment of Amelia John as a board and ARC co-optee for a period of one year.**
2. **The board approved the appointment of Chris Sutton as a board co-optee for one year commencing 6 January 2020.**
3. **The board approved the appointment of James Tarrant as the ARC vice chair with immediate effect.**

23. B73.19/20 – Board & committee meeting matrix

23.1 Members reviewed the 2020-21 meetings matrix at appendix 1 and were content to approve.

Resolutions: The board approved the meeting matrix for 2020-21.

24. B74.19/20 - Non-confidential integrated reporting – quarter 2

24.1 The DDofF&R asked members for questions and to approve the quarter 2 management accounts at appendix 2 and appendices 2.1-2.9.



- 24.2 The DDofF&R asked members to note the major issues in the operating and risk environment and the major risks and related controls at appendix 4.
- 24.3 Members discussed the accuracy of forecasting of actual against budget and whether this could be tracked going forward. The DDofF&R confirmed that forecasting/tracking from Q2 would be considered. **DDofF&R**

Resolutions:

- 1. **The board noted the information on the refuse and waste services.**
 - 2. **The board approved the quarter two management accounts.**
 - 3. **The board noted the major issues in our operating and risk environment and the major risks and related controls.**
 - 4. **The board will use written procedure for approval of the non-confidential integrated report.**
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- 25. **B75.19/20 – strategic themed discussion - development**
 - 25.1 Members agreed to defer the strategic themed discussion on development to a later date.
 - 26. **B76.19/20 – Health, Safety & Welfare Policy**
 - 26.1 The health & safety manager referred members to the Health, Safety & Welfare Policy, which had been recommended by the 23 October 2019 ARC for board approval and asked for any questions.
 - 26.2 Members were content to approve the policy adding they were particularly pleased with the welfare aspects, and the wellbeing pilots, which were having a positive impact across the association.

Resolution: The board approved the Health, Safety & Welfare Policy.

- 27. **Any other non-confidential business**
 - 27.1 There being no any other non-confidential business, the chair closed the non-confidential meeting at 21:02, thanking members and observers for attending and wishing all a Merry Christmas and Happy New Year.

The meeting closed at 21:02

