



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

4 February 2020 - Non-confidential board commenced at 18:45

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
Christian Cadwallader	Board member
Amelia John	Board co-optee
Chris Sutton	Board co-optee

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)
Beverley Flood	Head of human resources (HdofHR)
Joanna Fairley	Head of governance and compliance (HdofG&C)
Gill Sherman	Governance & strategy team leader (G&STL)/minute clerk

Observers:

Katrina Rigby	Governance officer (GO) – minute shadowing
Dave Johnson	Corporate Community Investment Manager (CCIM)

AGENDA ITEM

ACTION

16. Welcome non-confidential board

16.1 The chair opened the non-confidential meeting at 18:45.

17. B91.19/20 - Minutes of the previous meeting held on 26 November 2019

17.1 Members digitally approved the non-confidential minutes of the previous meeting held on 26 November 2019 as a true and accurate record.

Resolution: The board digitally approved, and the chair signed the non-confidential minutes of the previous meeting held on 26 November 2019 meeting as a true and accurate record.



18. B92.19/20 – Non-confidential matters arising

- 18.1 Members digitally noted the two completed, and one ongoing, non-confidential matters arising.

Resolution: The board digitally noted the non-confidential matters arising.

19. B93.19/20 – Minutes of the 10 December 2019 ARC meeting and top risks

- 19.1 The board digitally noted the minutes of the non-confidential ARC meeting held on 10 December 2019 and the top risks.

Resolution: The board digitally noted the non-confidential minutes of the ARC meeting held on 10 December 2019 and top risks.

20. B94.9/20 – Chair & CEO Overview

- 20.1 Members digitally noted the Chair and CEO overview. The CEO reported to members that the Executive Director of Operations (EDofOps), after 43 years in the housing profession has advised the leadership team that he would be retiring later in the year. The CEO wanted to formally thank Rob for his support over the last five years and continued that options for the future directorate structure were being considered with individual members of the leadership team and the board chair to ensure an optimum structure for the future.

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- 20.2 The CEO went on to take feedback on themed discussions, which had been incorporated into agendas with a varying degree of success, following feedback from the one to one process last year. The CEO continued by proposing, with members' permission, to remove themed discussions from the board agenda and incorporate them into the three board workshops and board strategic planning days. Members were content for themed discussions to be removed,

Resolution: The board digitally noted the chair & CEO overview.

21. B95.19/20 – Governance – share membership

- 21.1 The board digitally approved share membership of James Tarrant and noted share membership numbers.

Resolutions: The board digitally approved share membership of James Tarrant and noted the share membership numbers.

Kevin Ward left at 18:59



22. B96.19/20 – Scrutiny partnership covering statement to board and self-evaluation assurance statement

- 22.1 The DDofH&C referred members to the scrutiny partnership (SP) mid-year review of the self-evaluation assurance statement. The DDofH&C continued the statement was produced by the SP and additional support and information would be explored and discussed at future SP meetings. The DDofH&C concluded, before taking questions, that the ARC would receive, at its June 2020 meeting, the SP's 'resident at the heart' annual report which was an assessment of the previous year's activities and engagement with residents.
- 22.2 A member asked whether the SP was choosing its own subjects to scrutinise, the DDofH&C confirmed this was the case, with support from officers. The DDofH&C also confirmed that the ARC chair would be attending a future SP meeting. The DDofH&C confirmed the SP had three new members and that the recruitment process had mirrored that of the board.
- 22.3 The chair highlighted one of the statements from SP which asked for more assurance, asking whether this related to the way in which information was being communicated.
- 22.4 The DDofH&C responded that it was possible the association's presentation of information was not pitched at the right level for the SP, adding that at the last check in with the SP this had not been raised but a further opportunity to check in with the SP had been scheduled. The DDofH&C continued that as with board members, annual meetings were undertaken with individual SP members where additional development and training needs were identified if required. The ARC chair commented that the SP representative fully participated at ARC meetings as any other ARC member and, over a period of time, the SP was growing in confidence and contribution.
- 22.5 The DDofH&C introduced the new Corporate Community Investment Manager (CCIM), who would be holding his first meeting with the SP on 12 February 2020 to better understand their support and facilitation requirements. Members went on to discuss how the SP representative fed back from the ARC to the SP, discussing the SP role in future deep dives and testing controls to enable SP to provide board with assurance on service improvement.
- 22.6 The CEO commented that corporate governance was the responsibility of the board and the CEO, and the SP's role was that of transactional participation and understanding. Members noted the SP mid-year assurance statement.



Resolution: The board noted the scrutiny partnership mid-year assurance statement.

23. B97.19/20 – Gender pay annual reporting

23.1 The HdofHR referred members to the annual gender pay report which would be published on the gov.uk website and highlighted the slight movement from last year due to the expanding DLO who had moved from quartile 2 to quartile 3 though the implementation of a market rate pay approach (agreed through R&R). The DLO is traditionally male dominated and continues to be despite an inclusive recruitment process. The HdofHR concluded before taking questions, asking members to note

- The gender pay gap data analysis which would be submitted to the gov.uk website
- The commissioning of an independent equal pay audit; and
- The publishing of the chief executive's statement in support of the data presented.

23.2 There being no comments or questions members noted the gender pay gap.

Resolution: The board noted the gender pay gap which would be submitted to the gov.uk website, the commissioning of an independent equal pay audit and the publishing of the chief executive's statement in support of the data.

24. Any other non-confidential business

24.1 The CEO asked members to approve changes to the September board and AGM dates, in bringing forward the board from 29 September 2020 to 8 September 2020 and putting back the AGM from 16 September 2020 to 23 September 2020. Members were content to approve the changes which the governance team would publish.

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24.2 There being no any other non-confidential business, the chair closed the non-confidential meeting at 19:15 thanking members and observers for attending.

Date of next meeting 24 March 2020