

Agenda Item No B32-2.20/21 Board Minutes

Virtual Board Meeting – Tuesday 8 September 2020 17:30

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 Chris Sutton Board co-optee

In Attendance:

Ceri Doyle Chief executive (CEO)

Tim Jackson Executive director of transformation (EDofT)
Matthew Davies Executive director of development (EDofD)
Robert Lynbeck Executive director of operations (EDofOps)

Stephanie Bradley Interim director of finance & resources (IDofF&R)
Simon Andrews Deputy director property and place (DDP&P)

Sharon Wilkins Deputy director of homes and communities (DDH&C)

Joanna Fairley Head of governance and compliance (HdofG&C)

Chris John Strategy & business intelligence manager (S&BIM)

Katrina Rigby Governance officer (GO)/minute clerk

Observers:

Robiu Salisu Potential Co-optee
Mike Usher Potential Co-optee
Lloyd Morgan CEO Office Manager

AGENDA ITEM ACTION

Welcome to board members and observers

- 1.1 The chair opened the virtual board meeting at 17:30, welcomed members and observers Robiu Salisu, Mike Usher and Lloyd Morgan. Members gave brief introductions and the chair explained to observers the new approach of digital approvals prior to board, highlighting the opportunity to ask questions and discuss digital approvals at board as requested.
- 1.2 The chair noted the key papers for discussion:



B22 Financing update

B27 Development & Regeneration governance framework - report and approvals

- 2. B18.20/21 Apologies for absence
- 2.1 None received.
- 3. B19.20/21 Declarations of interest
- 3.1 The CEO asked members to note the four declarations of interest, which were non-disqualifying, advising that for **B24 recruitment of new board members**, should members wish to discuss the item, the interested parties would be asked to temporarily leave the meeting.

B23.20/21 Governance effectiveness – all board members

B24.20/21 Recruitment of new board members:

- Robiu Salisu and Mike Usher co-optee recommendations
- Christian Cadwallader for appointment as vice chair of the board.
- Chris Sutton's extension of co-optee appointment for a further year.

B26.20/21 Pensions update - all staff.

B27.20/21 Appendix 7 – Riverside House (Newport Indoor Market) – Kevin Ward.

Resolutions:

- The board noted that all members had an interest in B23.20/21 Governance effectiveness.
- 2. The board noted the following declarations for agenda item B24.20/21 Recruitment of new board members:
 - Robiu Salisu and Mike Usher co-optee recommendations
 - Christian Cadwallader appointment as vice chair of the board.
 - Chris Sutton extension of co-optee appointment for a further year
- 3. The board noted that all staff had an interest in B26.20/21 pensions update.
- 4. The board noted that Kevin Ward had a previously declared and ongoing interest in B27.20/21 Appendix 7 Riverside House (Newport Indoor Market).
- 4. B20.20/21 Digital approvals
- 4.1 The chair confirmed that, following members' noting of the digital approvals already recorded, discussions could take place which would be minuted in the order they were discussed (set out at paragraph 4.2 onwards). The following resolutions were digitally approved or noted through BoardPacks and met quorum requirements of five members voting/noting:

Page 2 of 15

Conf Board Minutes



Digital resolutions:

- B20-2 The board approved applying the chair's electronic signature to the minutes of the previous meeting – 14 July 2020 as a true and accurate record.
- 2. B20-3 The board noted the six completed and two ongoing matters arising.
- 3. B20-4 The board noted the Chair/CEO overview.
- 4. B20-5 The board ratified the three chair's actions, numbers 6, 7 and 8 and noted the company seal had been used 14 times for numbers 28-42.
- 5. B20-6 The board noted the report setting out the association's response to Covid-19.
- 6. B20-6 The board approved the amendment of the trigger to "% of planned maintenance expenditure, delivered during the period", with an escalation threshold of no less than 65%.
- 7. B20-7 Confidential Q1 integrated reporting:
 - The board reviewed and noted performance for quarter one 2020/21.
 - The board approved quarter one management accounts at appendix 2 & appendices 2.1-2.10.
 - The board approved the integrated treasury report at appendix 2.11.
 - The board approved the development and regeneration management accounts at appendix 3.
 - The board noted the major issues in the association's operating and risk environment and the major risks and related controls at appendix 4.
- 8. B20-8 The board reviewed and approved the NCH Strategy 2025 at appendix 1, subject to feedback received.
- The chair invited discussion on **B20-6 Covid-19 transitioning to new ways of working** (WoW). A member queried whether local lockdowns,
 and the impact they might have on colleagues travelling for work, had
 been considered as part of the WoW project. The executive director of
 operations (EDofOps) confirmed that this had been taken into account
 and communications had been sent out earlier that day regarding the
 local lockdown in Caerphilly with advice for colleagues. The deputy
 director of homes and communities (DDH&C) added that the
 association was currently in phase 1 of WoW, with only essential
 activities permitted at selected office bases for an initial one-month
 pilot. During the pilot colleagues were required to apply for access to
 offices and only for exceptional reasons, which would be reviewed in
 October.



- 4.3 A member queried the amendment of the trigger for planned maintenance and whether this had an impact on stock condition, quality of properties, or lending powers. The deputy director of property and place (DDP&P) advised that the planned maintenance programme was currently three months behind, which would have a small impact with approximately £1 million in terms of a repairs backlog.
- 4.4 The interim director of finance and resources (IDofF&R) added that the association had a ten-year planned maintenance programme and lenders considered the first three to four years as to how stock condition might affect that work. The IDofF&R continued that the association was still looking at planned maintenance and updating buildings, but in a different way, to allow for the current operating environment.
- 4.5 A member asked whether the proposed amendment of the trigger would relate to safety of buildings and lead to work being pushed back to the following year. The DDP&P clarified that the new contracts for sprinklers, reported at **B28.20/21**, had a three-year window to deliver other improvements, which was an achievable target.
- The CEO advised that the chair of the ARC had the opportunity to meet regularly with the IDofF&R to gain assurance on health and safety (H&S) and maintenance, and the EDofOps confirmed that the three-year programme had been agreed in collaboration with South Wales Fire and Rescue (SWF&S) service.
- 4.7 The chair invited discussion of **B20-7 Integrated reporting Q1**, noting that it was an excellent paper, and proposed that some aspects could be drawn out for a board workshop or deep dive report if requested by members.
- 4.8 A member queried the timescales for service reviews, over the next three to six months, and whether it was too ambitious and therefore achievable. The executive director of transformation (EDofT) agreed that the timescales were ambitious but significant planning had gone into the proper resourcing and methodology. The DDH&C added that detailed planning put the association in a good position, with clear milestones, full time resources in place and staggered starts to the service reviews so that lessons could be learned from each stage.
- 4.9 The CEO advised that the association was just entering a second fiveyear strategy, with the latest business transformation portfolio becoming operational just after lockdown in March. The CEO continued



that data collection had been transformed through the data integrity programme (DIP) and the association's response to the pandemic, with better reporting suites that would enable delivery on targets.

- 4.10 The chair invited discussion of **B20-8 NCH Strategy 2025** and noted that it was an excellent report, well presented and captured the feelings and values from the board strategic planning days (BSPDs).
- 4.11 A member queried the use of pastel colour backgrounds with white text in some sections, and an observer seconded this point with concern about accessibility and visual needs. The strategy and business information manager (S&BIM) agreed to liaise with the communications team to address this with reference to the RNIB guidelines.
- 4.12 An observer suggested that wellbeing and diversity of staff could be referenced in the strategy and asked for enhanced content on equalities under the Strong and Effective section of the report. The S&BIM agreed to explore further content on staff wellbeing, equality and diversity.
- 5. B21.20/21 Forecasting, budget 2020/21 and business plan
- The IDofF&R referred members to the re-run of the forecast from May 2020, which had been reprofiled with nothing of significance to note. The IDofF&R concluded before taking questions that a further stress test would be presented to the November board.
- 5.2 There were no questions and members noted all the recommendations in the reports.

Resolutions:

- The board discussed and noted the reforecasting of the revenue budget and capital programme for 2020/21- appendices 1-5.
- 2. The board discussed and noted the forecasting outcomes of the 30-year business plan that was approved in March 2020 appendices 6-9.

b .	B22.20/21 - Confidential - financing update	
6.1	The IDofF&R informed members of the successful drawdown of the	IDofF&R
	private placement of in July, which led to a short-term	
	breach of the treasury policy. A deposit account is now open with	
	This will be resolved once the money market funds	
	are in place , and the IDofF&R will confirm this at	
	the 17 November 2020 board.	

Signed. N Sameull



Conf Board Minutes

6.2	The IDofF&R reported that the association had been awarded a private Moody credit rating which was better than predicted, and allowed the transfer of funds to the product, The IDofF&R continued that credit approval for legal documentation would be presented to board for approval at a special board meeting scheduled for 5 October prior to the rent workshop, which, subject to approval, would allow transfer of funds at the earliest opportunity and avoid any change in the price that might result from the US election or Brexit. The IDofF&R asked for any questions or comments on the report.
6.3	A member commented that the rating was an outstanding achievement, placing the association in a strong position, and queried whether this was a private rating linked exclusively to the application. The IDofF&R confirmed that the rating was contained within the product.
6.4	A member queried why the rating was private rather than public. The IDoff&R advised that the association had paid a reduced rate for the rating, compared to an independent private rating that could cost approximately and was unable to make it public, however other ratings could be considered going forward.
6.5	Members noted and approved all recommendations.
1. 2. 3. 4. 5.	The board noted the successful drawdown of the deferred, referred to in paragraph 2.2. The board noted the short-term breach of the treasury policy, while awaiting the opening of MMFs with which would be resolved once the accounts were in place., The board noted that NCH achieved a Moody 'private' credit rating of and was eligible for the product. The board noted the switch from to the product. The board noted the security work for the would continue in readiness of raising funds via The board noted the special board meeting on 5 October* prior to the rent setting workshop already scheduled on that date, to consider the draft loan documentation and to receive the summarised key points presented by the lead advisor from Trowers and Hamlins.
7.	The board approved the change from allowed the credit rating for the .

Page 6 of 15



- 8. The board approved to delegate to the IDofF&R, acting on the advice of authority to explore the option of deferring for twelve months with to agree the appropriate and the timing of issuing to achieve the best rates.
 - * Post meeting note: Special board rescheduled for 13 October 2020.
- 7. B23.20/21 Governance effectiveness
- 7.1 The head of governance and compliance (HdofG&C) referred members to the report which detailed feedback from member appraisals and a skills analysis, and invited questions.
- 7.2 The chair noted that the report provided a good overview which would assist the board when undertaking board member recruitment and looking at skills gaps. There were no questions or comments and members noted the recommendations.

Resolutions:

- The board noted the 2020 governance effectiveness report.
- 2. The board noted the proposed governance improvement actions at paragraph 7 of the report.
- 3. The board noted the combined board member self-evaluation, The Right Stuff, at appendix 1.
- 4. The board noted the 2020 skills matrix at appendix 1-1 and identified skills gaps at paragraph 5.3.
- 8. B24.20/21 Recruitment of new board members update
- 8.1 Before taking the item, the chair asked if any members would like to debate the proposals, and if so, interested parties could temporarily leave the meeting. Members confirmed there were no significant matters for debate and all parties could remain in the meeting.
- 8.2 The HdofG&C advised of the previous decision, made at May 2020 board, to postpone the board recruitment campaign due to Covid-19 restrictions, and referred members to the new timetable and recommendations in the report.
- 8.3 A member queried the timing of the recruitment campaign and whether there was a risk of losing several board members when their terms came to an end in 2021. The HdofG&C advised that while some members would be standing down in September 2021, the recruitment campaign would allow early consideration of numbers, as well as identification of potential new co-optees, who could potentially apply to become board members as a result of the next recruitment cycle.



8.4 Members approved all recommendations and the chair welcomed Robiu and Mike as new co-optees to the board and congratulated Christian Cadwallader on his appointment as board vice chair.

Resolutions:

- The board approved the appointment of Christian Cadwallader as board vice chair.
- 2. The board approved the extension of Chris Sutton's co-optee appointment for a further year.
- The board approved the appointment of Robiu Salisu and Mike Usher as cooptees for a period of one year with immediate effect.
- 4. The board approved the revised 23 September 2020 AGM notice.
- 5. The board noted the commencement of the November 2020 recruitment campaign.
- 9. B25.20/21 Performance standards compliance statement
- 9.1 The HdofG&C advised members that the compliance statement was an annual requirement of the Welsh Government (WG) regulator, and while that process was currently suspended due to ongoing restrictions, the report was being provided to board as assurance that the association had remained compliant throughout the Covid-19 period.
- 9.2 There were no questions or comments and members approved the compliance statement, noting that it would be shared with the WG regulator upon request.

Resolution: The board approved the draft performance standard compliance statement for 2020 at appendix 1 and noted it would be formally shared with the WG RM to inform the association's regulatory judgement when the process recommenced.

10. B26.20/21 - R&R - pensions update

The EDofT referred members to the report, advising that it built upon the previous recognition and reward (R&R) work which had reviewed the association's pension offer and was approved by board to maintain the LGPS offer and review the DC offer. The EDofT went on to highlight the new proposals which aligned with good practice in the housing sector and the wider public and private sectors, offering up to 5% employee contribution, 5% employer contribution, and the option to pay into an ISA account alongside the pension fund. The EDofT also referred members to the request to delegate authority to the remuneration committee (RC) to appoint the preferred pension provider.



10.2	A member queried the	contribution	on rate for the LGP	S and whether
	this had reduced since the	previous I	R&R report to boa	rd. The EDofT
	confirmed that the contribu	tion rat <u>e ha</u>	d previously been	, reducing
	to at last valuation, of	which	covered pensions	earned in the
	year and the remaining	covered th	ne previous deficit.	

- 10.3 A member raised that the DC offer had been intended to provide an option for those who did not want to make contributions at the level of LGPS and asked how an ISA option would differ in terms of what could be done with the money. The EDofT advised that employees paying into the LGPS could contribute up to 11%, while the new DC offer would allow up to 5% employee contribution, matched by the association, with the option of paying a further 5% into an ISA with the same provider. The EDofT continued that the ISA would be accessible at any time and could provide savings for other living costs such as the deposit to buy a house, which many younger colleagues may prefer to a traditional pension scheme.
- 10.4 The EDofT added that whilst NCH could not provide pensions advice, colleagues who were currently contributing into the LGPS could transfer to the new product which may provide a broader offer and meet a wider range of needs and circumstances.
- 10.5 A member queried the total contributions that the association would be making per colleague, in terms of the DC and ISA offer. The EDofT confirmed that the DC provider would take contributions for both the pension and savings scheme, with the association contributing 5% into the pension and up to 5% matched for savings.
- 10.6 A member noted that the ISA offer was very generous and might be difficult to withdraw once in place, querying what the tax implications were for colleagues. The EDofT confirmed that contributions from the employee to the ISA would be after tax whereas the investment gains are not taxed, as opposed to pension schemes where the contributions were gross of tax and the gains were taxed.
- A member asked whether the new offer would be unusual in terms of what other housing associations (HA) offered. The EDofT advised that the offer was quite unusual in the sector, but has been asked to review across the wider employment world and had advised that this type of offer was quite common outside the housing sector. The EDofT added that having a strong offer alongside the LGPS would allow the association to



- 10.8 A member asked if those who put savings into the ISA would be locked into it or able to opt out if needed. The EDofT advised that ISA savings would most likely be locked for 12 months and subject to review. The EDofT concluded that the exact terms of the offer would be discussed with prospective providers.
- 10.9 A member advised that communications to colleagues, about the new offer, would need to be carefully worded to avoid any liability for the financial decisions made. The EDofT confirmed that the association would not be giving any financial advice, but would signpost colleagues to independent financial advice, as with current pension offers.
- 10.10 A member asked where the new offer might place the association in terms of staff retention and as an employer of choice in the local area. The EDofT advised that not many HAs were making this type of offer and it was closer to the pension offers of the private sector, which could give the association a competitive advantage.
- 10.11 The CEO noted that the R&R programme had been reviewed over the last three years, leading to the new 'Your NCH' package of employment benefits, and a future challenge would be to ascertain which part of the offer was most important to potential colleagues. The EDofT added that the association had also responded to feedback from staff, which highlighted that while advancing annual leave and maternity leave entitlement could benefit new starters, a stronger pension offer would benefit long term colleagues.
- 10.12 A member suggested that feedback to the RC should cover the full R&R package of work undertaken over the last few years, and an observer added that the recommendations in the report could specify a formal review point for RC monitoring. The EDofT agreed to take this to the next RC meeting, for the committee to agree a review point for the whole R&R package.
- 10.13 Members approved and noted all recommendations in the pension update report.

Resolutions:

- 1. The board approved the pension scheme/savings offer as set out in paragraph 5.2.
- The board approved adopting a sole master trust arrangement for the DC/savings offer.
- The board noted the tendering proposals and selection criteria.



- 4. The board delegated authority to the RC to approve the appointment of a provider following tendering subject to there being no material changes to the scheme as outlined in the board report, with board to ratify the decision.
- 5. The board approved a budget contingency of £15k plus VAT for any assessment and set up costs.
- 6. The board noted that the RC would monitor the implementation of the scheme following appointment of the provider.
- 7. The board noted the RC would agree review points for the R&R package and subsequent reporting to board.

11. B27.20/21 Development & regeneration framework

- 11.1 The executive director of development (EDofD) referred members to the reports and asked for any questions on the development programme tables at appendices 1 and 2.
- 11.2 A member queried where the Rogerstone development was recorded on the tables and whether it would include consultation with local residents. The EDofD referred members to appendix 2 where it was listed under schemes being worked up and confirmed that local consultation would take place as standard.
- 11.3 A member queried whether the association was meeting its targets in terms of land banking. The EDofD advised that current acquisitions were at appendix 2 and further larger schemes may be added but were still at an early stage.
- 11.4 Members briefly discussed and the following points were raised:
 - There may be opportunities for smaller acquisitions of empty properties which could be demolished to build new.
 - There could be opportunities to acquire further land, possibly adjacent to local authority land.
 - The association could be more aggressive in its approach to acquisitions and land banking.
 - It could be useful for the board to have sight of opportunities that were not taken forward, to understand the reasoning.
 - Whilst the residential market was bouncing back post lockdown, there may be further impacts over the next three-six months in terms of retail and leisure in the city centre, and properties may become available.
 - Availability of social housing grant (SHG) was very important and a key area for WG but budgets were under pressure with less money available for services which may impact upon availability of grant next year.



- Evidence so far post-lockdown was that smaller city centres were recovering more quickly than larger cities due to less reliance on office workers coming into the centres.
- 11.5 The EDofD responded to the discussion with confirmation that the development team was looking at opportunities for empty properties and land acquisitions with both the local authority and with consultants but was mindful these needed to be the right decisions for the association. The EDofD agreed to look at ways to provide information to board on opportunities that were not taken forward.
- 11.6 The EDofD advised that a key factor in decision-making would continue to be availability of SHG and ensuring that development opportunities were financially viable.
- 11.7 There being no further questions on appendices 1 & 2, the EDofD presented the tender approvals for and and invited questions.
- A member queried the tender scores for the two schemes, where the successful contractor for quality on this tender than for the advised that a previous evaluation tool had been used for the tender, with a 70/30 split on costs and quality, whereas the new framework had been used for the with an 80/20 split for those elements, which had led to different scores for the same contractor.
- 11.9 A member requested further information on community benefits and local supply chains for the two successful tenders. The EDofD advised that the successful tenders would include substantial investment in community benefits, with and work placements at a currently identifying offers for the scheme.
- 11.10 Before taking questions on the thru approval, the EDofD advised that this scheme would deliver the association's first zero-carbon facility and still meet the parameters of expected return and net present value (NPV).
- in that locality during current circumstances. The EDofD assured members that was confident there was demand and was committing to a 15-year lease agreement. The EDofD went on to confirm that rental income would be per annum on the lease.



11.12	There being no further questions on the EDofD presented the proposal for a package deal on the former. The proposal had first been outlined to board in November 2019, and approval was now being sought to enter into a contract with for a mixed scheme of commercial and residential units in the city centre. There were no questions from members.	
11.13	The EDofD presented the previously been included in the but was now broken down into two phases, with The EDofD requested approval for a package deal with apartments, which was supported by Newport City Council (NCC), with inclusion within the PDP for this financial year and further SHG forthcoming.	
11.14	A member noted that there had been some negative media coverage regarding the, but worth monitoring in terms of potential reputational risk to the association. The EDofD advised there had been discussion with	
11.15	There being no further questions on the the EDofD referred members to the scheme, which had been approved by board in November 2019 but, due to the impact of Covid-19 on working practices and further requirements to achieve an EPC-A rated scheme, had seen an uplift in costs totalling addition, a new contractor, the development.	
11.16	In respect of the scheme, a member queried whether the scheme would be a remodelling of the existing buildings or a new build. The EDofD confirmed that the scheme would involve demolition of the and NCC have an ambition for a landmark building on the site, which could present further opportunities for mixed uses in the future.	
11.17	The CEO requested that the IDofF&R and HdofG&C look at revising the financial delegations so that small uplifts of funding could be signed off by the executive for schemes already approved by board.	IDofF&F HdofG8

reports.

11.18 Members approved all recommendations in the contract approval



Resolutions:

1.	The board approved the association entering into contract with at a contract , detailed
2	at appendix 2, and to delegate authority to the CEO and executive directors to sign and seal all contract associated documents. The board approved the association entering into contract with
	at a contract at detailed at appendix 4, and to delegate authority to the CEO and
3.	executive directors to sign and seal all contract associated documents. The board approved the association entering into contract with at a maximum contract to provide a
	, detailed at appendix 5. and to delegate authority to the CEO and executive directors to sign and seal all contract associated documents.
4.	The board approved the association entering into a conditional package deal contract with at a total scheme as outlined in appendix 6 - and to delegate authority to the CEO and
5.	executive directors to sign and seal all contract associated documents. The board approved the association entering into a conditional package deal with
	as detailed in appendix 7 - and to delegate authority to the CEO and executive directors to sign and seal all
6.	contract associated documents. The board noted the changes to the scheme previously approved for and for the association to enter into a conditional contract with
	at a as detailed in appendix 8, and to delegate authority to the CEO and executive directors to sign and seal all contract associated documents.
7.	The board approved the purchase by the association of a for the , and for the property to be held in the land bank to
	enable further design development to take place, as outlined in appendix 9, and to delegate authority to the CEO and executive directors to sign and seal all contract associated documents.
12. 12.1	B28.20/21 – Contract approvals –General Needs sprinkler system The DDP&P referred members to the report asking for approval to
	award contracts to for the two sprinkler contracts and invited questions. Members had no questions and approved the award of the contracts.
Resolut	tion: The board approved the award of three contracts for the installation of category 2 sprinklers and associated works, at an
	to for geographical Lots 1 and for geographical Lot 2

Signed. N Sameuull Page 14 of 15



13. B29.20/21 – Any other business

- 13.1 The chair took the opportunity to wish the EDofOps all the best for the future, as he retired later this month, and thanked him for all his work with the association and his support to the board. The EDofOps thanked the board for the leaving gift that he had received that day, and, having enjoyed a fantastic career over the last 40 years in housing, wished the board all the very best for the future.
- 13.2 The chair also thanked Alex Stephenson (AS), who would be standing down at the upcoming AGM, for the time, commitment and insight that he had given to the board during his time with the association and wished him well in his new role. AS thanked the board and the association for a very enjoyable three years and noted how much the board had achieved during that time. The CEO thanked AS on behalf of the executive team and expressed gratitude for his input and challenge as a member of the board.
- 13.3 The chair went on to thank Mike Usher and Robiu Salisu for attending the meeting and hoped to meet them both in person once the Covid-19 restrictions eased.
- 13.4 With no further business to discuss, the chair thanked members and observers and closed the meeting at 19:31.

