



Board of Directors

Thursday 8 July 2010 at 12.30pm

To be held in Meeting Room 5, Keelman Homes, Keelman House,
Fifth Avenue Business Park, Fifth Avenue, Team Valley Trading
Estate, Gateshead

Agenda

Item	Business
1.	Apologies for Absence
2.	Appointment of Chair
3.	Declarations of Interest
4.	Notes of Meeting of Keelman Homes held on 12 May 2010 (Pages 2-5) Attached
5.	Matters Arising
6.	Annual General Meeting (Pages 6-8) Report of Company Secretary
7.	Date and Time of Next Meeting Thursday 23 September 2010 at 12.30pm
8.	Exclusion of the Press and Public

Contact: Stuart Gibson Tel: (0191) 433 5308 Date: 2 July 2010



(Company number: 06972673)

Minutes of meeting of the Board of Directors held at Keelman House, Team Valley, Fifth Avenue, Gateshead on Wednesday 12 May 2010 at 12.30pm

Present:

Directors

Richard Armitage
Paul Foy
Peter Mole

Ordinary Trustee

Linda Hitman

In attendance:

Jon Mallen-Beadle (Company Secretary)
Bill Fullen (Chief Executive, The Gateshead Housing Company)
Neil Bouch (Director of Housing Management, The Gateshead Housing Company)
Peter Smith (New Build and Regeneration Manager, The Gateshead Housing Company)
Stuart Gibson (Company Administrator, The Gateshead Housing Company)

Also present:

Anne Connolly
Hannah Hoskins

1 CHAIR

RESOLVED – That Jon Mallen-Beadle be elected as Chair of this meeting and he accordingly took the Chair.

2 MINUTES

The minutes of the Board Meeting of Keelman Homes held on 21 January 2010 were approved as a correct record.

3 APPOINTMENT OF DIRECTOR

The Board considered a report proposing the appointments of Hannah Hoskins and Anne Connolly as directors of the company. These directors would be known as “Ordinary Trustees” and in accordance with the Company’s Articles of Association would be appointed by the Board to fill casual vacancies until the company’s next Annual General Meeting.

Should the Board appoint Hannah Hoskins and Anne Connolly, there would be no further vacancies on the Board.

In addition, the Board considered a proposal for Bob Harrison, Chair of Lamesley Parish Council to be co-opted onto the Board on relevant subject matters specifically regarding Kibblesworth.

- RESOLVED – (i) That Hannah Hoskins and Anne Connolly be appointed as Ordinary Trustees with immediate effect and in accordance with the company’s Articles of Association be appointed to fill casual vacancies until the company’s next Annual General Meeting.
- (ii) That the Company Secretary be instructed to file notification of the appointment of the new company director on form 288a with the Registrar of Companies.
- (iii) That Bob Harrison be co-opted onto the Board on relevant subject matters specifically regarding Kibblesworth.

4 RENT AND SERVICE CHARGE SETTING POLICY AND RENTS

The rent setting policy was approved by the Board at its meeting on 21 January 2010. Following this meeting, it was discovered that there would also potentially be service charges which would be charged on some of the properties owned by Keelman Homes. Therefore, the rent setting policy was updated to include the information in relation to service charges so that the information was all available in one document.

A number of changes have been made to the rent setting policy to ensure that it incorporates the service charges. The updated policy was submitted.

The rent and service charge setting policy has been used to set the rents and any service charges attached to the properties within Kibblesworth. Details of how these were calculated were reported.

The Rent and Service Charge Setting Policy has financial implications in relation to the income to be received by Keelman Homes. The rents have been set initially at a level that will ensure

it can cover the costs of the loan and also to ensure that these are not substantially higher than current rents paid for similar properties in the Gateshead area.

- RESOLVED – (i) That the updates to the Rent and Service Charge Setting Policy be approved.
- (ii) That the initial rent, intermediate rent and service charges to be implemented in 2010/11 be approved.

5 KIBBLESWORTH REGENERATION UPDATE

The Board received a presentation from Peter Smith, New Build and Regeneration Manager on the regeneration of Kibblesworth. In particular, the following were highlighted: -

- Background
- Community / Resident Involvement
- Funding
- Standards
- Tendering
- The Partnership
- The Programme
- Planning
- Decanting and managing tenant expectations
- The New Build Team
- Build new homes
- The press.

- RESOLVED – (i) That the Kibblesworth Regeneration update be noted.
- (ii) That discussions be held with Keepmoat about building a requirement into the final contract that houses are not sold to private landlords and the Board receive an update at its next meeting.
- (iii) That Kibblesworth newsletters and details of Keelman Homes be publicised on the TGHC website.
- (iv) That a Kibblesworth Local Lettings Plan be developed.

6 DATE AND TIME OF NEXT MEETING

The next meeting of the Board of Keelman Homes will be held on Thursday 8 July 2010 at the conclusion of TGHC Board Meeting.

7 EXCLUSION OF THE PRESS AND PUBLIC

RESOLVED – That the press and public be excluded from the meeting during consideration of the remaining business.

8 MINUTES

The minutes of the Board Meeting of Keelman Homes held on 21 January 2010 were approved as a correct record.

9 CLOSE OF BUSINESS

There being no further business the Chair declared the meeting closed.



Title: Annual General Meeting

Report of: Company Secretary

Purpose of Report

1. To agree arrangements for the Charity's first Annual General Meeting ("AGM") and the process for the retirement of one third of the Ordinary Trustees.

Background

2. The requirements for the Charity's AGM are governed largely by the provisions of the Companies Act 2005 and the Charity's Articles of Association.
3. The Gateshead Housing Company (TGHC) is the sole member of Keelman Homes. As such it has the right to attend general meetings (including the AGM) and exercise all the rights which are reserved to the general members of a company. Since TGHC is a corporate entity, it will need to rely on authorised individuals carrying out these functions on its behalf. The TGHC Chair of Board has been nominated as the representative to act on its behalf for this purpose.

Timetable

4. The Charity must hold an AGM in every year. The first AGM must be held within 18 months after the Charity's incorporation.
5. The Charity was incorporated on 25 July 2009. Therefore the first AGM must be held no later than 24 January 2011.

Business to be transacted

6. At the AGM, the members: -
 - receive the accounts of the Charity for the previous financial year;
 - receive the Trustees' report on the Charity's activities since the previous AGM;
 - accept the retirement of those Ordinary Trustees who wish to retire or who are retiring by rotation;
 - appoint or if appropriate elect Ordinary Trustees to fill the vacancies arising;
 - appoint auditors for the Charity;
 - may discuss and determine any issues of policy or deal with any other business put before them by the Trustees.

Annual General Meeting

7. The annual report of the Trustees of the company, together with the audited accounts, will be presented to the Board for approval at its meeting scheduled to take place on 23 September 2010.
8. 21 clear days' notice of the AGM must be given to TGHC, calling the AGM. Therefore, it would need to be held no earlier than 14 October 2010. It is proposed that the AGM be held immediately before the Board Meeting on 11 November 2010.
9. The normal company practice is for the Chair of Keelman Homes Board to preside.
10. The accounts are not to be approved by the TGHC Member. The requirement is merely that they be laid before the meeting.

Proposed Process for Retirement/Election of Ordinary Trustees

11. One third (or the number nearest to one third) of the Ordinary Trustees must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
12. If the members of the Charity, at the meeting at which a Trustee retires in the above manner, do not fill the vacancy, the Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is expressly resolved on to fill the vacancy.
13. The Trustees have the power at any time to appoint any person to be an Ordinary Trustee, either to fill a casual vacancy or as an addition to the existing Trustees but so that the total number of Ordinary Trustees shall not at any time exceed the maximum number which in accordance with the Articles is fixed at four.
14. Keelman Homes currently has a full composition of four Ordinary Trustees. Given that the longest serving Trustee has only served on the Board since September 2009, the TGHC Member has agreed that the retiring Ordinary Trustee, if will to act, be reappointed.

Equality and Diversity Implications

15. There are no equality and diversity implications directly arising from this report.

Financial Implications

16. There are no financial implications directly arising from this report.

Impact on Customers

17. There was no impact on customers as a result of compiling this report.

Risk Management Implications

18. Appropriate controls are in place to mitigate any inability to fill positions on the Board.

Value for Money Implications

19. There are no value for money implications directly arising from this report.

Health Implications

20. There are no health implications directly arising from this report.

Environmental Implications

21. There are no environmental implications directly arising from this report.

Consultation Carried Out

22. The TGHC Member has agreed that the retiring Ordinary Trustee, if willing to act, be reappointed.

Recommendations

23. It is recommended that: -
- (i) the report be noted;
 - (ii) the first Annual General Meeting be held immediately before the Board Meeting on 12 November 2010.
 - (iii) the proposed arrangements for the retirement and subsequent reappointment of a third of the Ordinary Trustees be noted;
 - (iv) the longest serving Ordinary Trustee retire at the next AGM and if willing to act, be reappointed at that meeting.