

Keelman Homes Limited

Board of Directors

Wednesday 9 September 2009 at 3pm

To be held at Keelman Homes, Keelman House, Fifth Avenue
Business Park, Fifth Avenue, Team Valley Trading Estate,
Gateshead

Agenda

Item	Business
1.	Apologies for Absence
2.	Election of Chair
3.	Notice and Quorum
4.	Incorporation (Pages 2-3) Report of Company Secretary
5.	Keelman Homes Logo
6.	Appointment of Directors (Pages 4-5) Report of Company Secretary
7.	Accounting Reference Date (Pages 6-7) Report of Company Secretary
8.	Appointment of Auditors (Pages 8-9) Report of Company Secretary
9.	Appointment of Bankers (Pages 10-11) Report of Company Secretary
10.	Approval of Code of Conduct (Pages 12-21) Report of Company Secretary
11.	Governance Handbook (Pages 22-23) Report of Company Secretary
12.	Date and Time of Next Meeting
13.	Exclusion of the Press and Public

Contact: Stuart Gibson Tel: (0191) 433 5308 Date: 2 September 2009

**KEELMAN HOMES
LIMITED**

**Report to Board of Directors
9 September 2009**

Title: Incorporation

Report of: Company Secretary

Purpose of Report

1. To inform the Board of the incorporation of Keelman Homes Limited.

Background

2. The company was incorporated as a private limited company with the name Keelman Homes Limited on 25 July 2009 with registered number 06972673.
3. Richard Armitage, Peter Mole and Paul Foy, each of whom have indicated a willingness to act by signing Company Form 10, upon incorporation, have been appointed as the first directors of the company.
4. Jonathan Stuart Mallen-Beadle, who has indicated a willingness to act by signing Company Form 10, upon incorporation, has been appointed as the first secretary of the company.
5. The company has been incorporated with its registered office at Keelman Homes, Fifth Avenue, Team Valley Trading Estate, Gateshead, Tyne and Wear NE11 0XA.

Impact on tenants

6. Having an effective Board can ensure that services delivered to tenants are responsive to their needs.

Risk Management Implications

7. An effective Board should have a full composition of directors.

Financial Implications

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

Equality and Diversity Implications

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

Value for Money implications

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

Consultation carried out

11. It was not necessary to carry out an consultation when compiling this report.

Recommendation

12. The Board is asked to note the incorporation of Keelman Homes Limited.

**KEELMAN HOMES
LIMITED**

**Report to Board of Directors
9 September 2009**

Title: Appointment of Director

Report of: Company Secretary

Purpose of Report

1. To approve the appointment of Brian Kelly as a director of the company.

Background

2. Richard Armitage, Peter Mole and Paul Foy have been appointed as the first directors of the company.
3. It is proposed that Brian Kelly be appointed as a director of the company with immediate effect.
4. This director would be known as an "Ordinary Trustee" and in accordance with the Company's Articles of Association would be appointed by the Board to fill a casual vacancy until the company's next Annual General Meeting (Article 4.6).
5. Should the Board appoint Brian Kelly, there would be a further three ordinary trustee vacancies. A number of potential trustees have been contacted and a verbal update will be given at the meeting.

Impact on tenants

6. Having an effective Board can ensure that services delivered to tenants are responsive to their needs.

Risk Management Implications

7. An effective Board should have a full composition of directors.

Financial Implications

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

Equality and Diversity Implications

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

Value for Money implications

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

Consultation carried out

11. It was not necessary to carry out any consultation when compiling this report.

Recommendations

12. It is recommended that
- (i) Brian Kelly be appointed as an Ordinary Trustee with immediate effect and in accordance with the company's Articles of Association be appointed to fill a casual vacancy until the company's next Annual General Meeting;
 - (ii) the Company Secretary be instructed to file notification of the appointment of the new company director on form 288a with the Registrar of Companies.

**KEELMAN HOMES
LIMITED**

**Report to Board of Directors
9 September 2009**

Title: Accounting Reference Date

Report of: Company Secretary

Purpose of Report

1. To agree a change to the company's accounting reference date.

Background

2. The company's current accounting reference period ends on 31 July 2010.
3. It is proposed that the accounting reference date be changed to 31 March in every year and that the current accounting reference period be shortened to end on 31 March 2010.

Impact on tenants

4. There will be no impact on tenants as a result of this report.

Risk Management Implications

5. There are no risk management implications arising from this report.

Financial Implications

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

Equality and Diversity Implications

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

Value for Money implications

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

Consultation carried out

9. It was not necessary to carry out any consultation when compiling this report.

Recommendations

10. It is recommended that
- (i) the company's accounting reference date be changed to 31 March in every year and the company's current accounting reference period which would otherwise end on 31 July 2010 be shortened to end on 31 March 2010;
 - (ii) the Company Secretary be instructed to file the Form 225 with the Registrar of Companies.

**KEELMAN HOMES
LIMITED**

**Report to Board of Directors
9 September 2009**

Title: Appointment of Auditors

Report of: Company Secretary

Purpose of Report

1. To approve the appointment of the company's auditors.

Background

2. KPMG LLP were appointed as The Gateshead Housing Company's Auditors following competitive tender.
3. It is proposed that KPMG be appointed as auditors to Keelman Homes Limited until the end of their current contract with The Gateshead Housing Company at a remuneration to be agreed.

Impact on tenants

4. There will be no impact on tenants as a result of this report.

Risk Management Implications

5. There are no risk management implications arising from this report.

Financial Implications

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

Equality and Diversity Implications

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

Value for Money implications

8. This will provide value for money if the audit is carried out at the same time as The Gateshead Housing Company's audit. This will also ensure that the services can be tendered for during the same process which will enable efficiencies to be realised.

Consultation carried out

9. It was not necessary to carry out any consultation when compiling this report.

Recommendation

10. It is recommended that KPMG LLP be appointed as auditors to the company until the end of their current contract with The Gateshead Housing Company at a remuneration to be agreed.

Contact: Stuart Gibson, Company Administrator

Tel No: (0191) 433 5308

**KEELMAN
HOMES LIMITED**

**Report to Board of Directors
9 September 2009**

Title: Appointment of Bankers

Report of: Company Secretary

Purpose of Report

1. To approve the appointment of the company's bankers.

Background

2. Gateshead Council currently uses the Co-operative Bank as its bankers. Although The Gateshead Housing Company do not have their own direct bank account they have use of the Co-operative Bank through their use of the Council's bank account and they have also set up two sub accounts of the Council's main accounts with the Co-operative Bank.
3. It is proposed that the Co-operative Bank be appointed bankers to the company and that a Business Account Application is completed and the Bank's standard form of mandate be approved.

Impact on tenants

4. There will be no impact on tenants as a result of this report.

Risk Management Implications

5. There are no risk management implications arising from this report.

Financial Implications

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

Equality and Diversity Implications

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

Value for Money implications

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

Consultation carried out

9. It was not necessary to carry out any consultation when compiling this report.

Recommendation

10. It is recommended that the Co-operative Bank be appointed bankers to the company and that the Bank's standard form of mandate be approved.

Contact: Stuart Gibson, Company Administrator

Tel No: (0191) 433 5308

**KEELMAN HOMES
LIMITED**

**Report to Board of Directors
9 September 2009**

Title: Code of Conduct for Trustees

Report of: Company Secretary

Purpose of Report

1. To adopt a Code of Conduct for Trustees.

Background

2. The Gateshead Housing Company adopted a Code of Conduct for Directors in July 2008 that was drawn up by Housing Quality Network in line with best practice.
3. That Code of Conduct has been adapted for Trustees of Keelman Homes and is attached as an Appendix to this report. It is proposed that the Code of Conduct be adopted by the Board.

Impact on tenants

4. There will be no impact on tenants as a result of this report.

Risk Management Implications

5. A robust Code of Conduct will control conduct at meetings and ensure constructive debates and clear decision making.

Financial Implications

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

Equality and Diversity Implications

7. The Code of Conduct acknowledges the company's commitment to equality and diversity.

Value for Money implications

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

Consultation carried out

9. It was not necessary to carry out any consultation when compiling this report.

Recommendation

10. It is recommended that the attached Code of Conduct for Trustees is adopted.

Contact: Stuart Gibson, Company Administrator

Tel No: (0191) 433 5308

KEELMAN HOMES LIMITED

CODE OF CONDUCT FOR TRUSTEES

This code of conduct applies to all Trustees of Keelman Homes Limited (the **Charity**) who agree at all times to comply with its terms (as may be amended from time to time) .

The Trustees are expected to make themselves aware of its contents.

1 Introduction

1.1 The Trustees of the Charity, collectively, have ultimate responsibility for the management and administration of the Charity. This responsibility encompasses trusteeship of large sums of money and the building of homes for a large number of people. Therefore this code of conduct should give confidence to residents, partners, stakeholders and funders that the Trustees, as representatives of the Charity, at all times show integrity and professionalism which allows them to avoid any suggestion of influence by improper or biased motives.

1.2 This code of conduct respects the seven principles of public life adopted by the Nolan Committee on Standards in Public Life, includes the legal requirements in relation to conflicts of interest for trustees of charitable companies and take account of the charities' regulator's relevant guidance ("A Guide to Conflicts of Interest for Charity Trustees" and "Trustee Expenses and Payments"). This code of conduct also reflects the relevant provisions of the Charity's constitution.

2. The principles of public life:

The seven principles as identified by the Nolan Committee and how the Trustees will uphold their spirit are set out below:

Selflessness

To take decisions solely in terms of the Charity's values and purpose and not in order to gain financial or other material benefits for family, friends or ourselves.

Integrity

Not to place ourselves under any financial or other obligation to outside individuals or organisations that might influence the performance of our duties.

Objectivity

To ensure impartiality in the delivery of services, the appointment of staff, or the awarding of contracts and that choices are made on merit alone.

Accountability

To accept accountability for our decisions and actions towards our residents, the providers of public funds and other stakeholders and to submit ourselves to whatever scrutiny is appropriate.

Openness

To be as open as possible about all the decisions and actions that we take. We should give reasons for our decisions and restrict information only when individual or commercial confidentiality demands.

Honesty

To declare any private interests relating to duties and to take steps to resolve any conflicts arising in a way that is lawful and protects the Charity's reputation, values and purpose.

Leadership

To promote and support these principles by leadership and example.

3 Acting in the best interests of the Charity

The Trustees shall be required to act in the best interests of the Charity at all times. Any Trustees appointed or nominated by an outside body or group of persons shall not be delegates of such body or group and each Trustee shall owe a direct duty to the Charity to act in its best interests and not the body or group it may be deemed to be representing.

4 Disclosure of interest

4.1 The Trustees must ensure that their private or personal interests do not influence their decisions and that they do not use their position to obtain personal gain. Therefore, the Trustees must declare any direct or indirect interest as required under Articles 6-13 of the Charity's Articles of Association.

4.2 The main examples where a benefit interest could occur are::

- **Duality of interest:** where circumstances could potentially bring about some personal or business gain interest
- **Conflicts of interest:** where both the Charity's interest and a personal/business interest do actually occur
- **Family interest:** any interest of any kind whether financial or non-financial where the Charity and you, or a close member of your family, (including partners and their families) are involved or connected in any way
- **Business interest:** any relationship with a business, company or organisation that, to your knowledge, has contracted with the Charity or are on the Charity's contractors or consultants lists.

4.3 All types of the above interests must be declared (by completing an appropriate declaration of interest form) and could include the following:

- An interest in any property being purchased by the Charity
- An interest in any company selling or acting as agent for any property being purchased by the Charity

- A business or a personal relationship with any person or firm earning fees from work placed by the Charity
- A business or personal relationship with any person or firm entering into a contract to carry out work for the Charity.

4.4 Declarations of interest shall be recorded in a register, kept by the company secretary, which shall be open to public scrutiny.

5 Relationships with residents

Trustees should be especially careful of relationships with residents. Any personal relationship must not conflict with the best interest of the resident concerned, or bring undue pressure to bear in matters concerning their rights as residents:

- Trustees must never allow themselves to be compromised by, nor take advantage of, their relationships with residents. The relationship of trust must never be abused
- Handling money belonging to residents should be avoided whenever possible. If there is no alternative, extreme care should be taken and any transaction must be properly receipted and recorded in accordance with policies and procedures.

6 Gifts

6.1 Giving and receiving gifts creates a relationship that can be seen to influence the Charity's judgement. Therefore, Trustees should always avoid gifts except in the very limited circumstances below: -

- The giving and receiving of other than normal gifts should be avoided and gifts of cash must never be accepted. Staff must not put themselves in a position that may influence them or be perceived to influence them in the conduct of their duties
- Personal gifts must not be solicited under any circumstances. Anyone offering gifts should be asked to donate them for residents' benefit or should be pooled for donation, raffled or gifted to an external charity.

6.2 Exceptions and how to deal with gifts: -

- Only small personal gifts with a value of under £25 (e.g., diaries, calendars, stationery, flowers, and chocolates) may be accepted when refusal would offend
- Any other gifts received should be pooled and used for residents or other charitable benefit. No personal benefit to individuals or groups of staff or Trustees is permitted
- Modest gifts to another individual or organisation may be made only in exceptional circumstances and with the prior approval of an executive director or chair
- It is particularly important Trustees do not accept gifts of value from residents or potential residents, although birthday cards or a small gift of modest value may be accepted.

6.3 All gifts received must be declared and recorded in a register held by the company secretary.

7 Entertainment and hospitality

Entertainment and hospitality should be avoided except in the limited circumstances set out below: -

- Trustees may not solicit hospitality and may not give or receive repeated or lavish hospitality or entertainment. Occasional and modest hospitality is permitted with a manager's approval
- An exception must have prior approval from the chair
- Hospitality must always be recorded in the register held by the company secretary
- Business lunches are permissible but must have the consent of an executive director and must be recorded in the hospitality book.

8 Permitted payments

8.1 A Trustee may not receive any payment or benefit (whether directly or indirectly) from the Charity except as provided in Clause 5 of the Charity's Memorandum of Association and set out below.

8.2 The following payments are permitted:

- Reimbursement of reasonable travel, hotel and other out of pocket expenses actually incurred in the administration of the Charity
- Payments of interest at a reasonable rate on money lent to the Charity
- Payments of reasonable rent or hiring fee for property or equipment let or hired to the Charity
- Payment to a company in which a Trustee has no more than 1% shareholding

8.3 The following benefits are permitted:

- indemnity by the Charity against any liability incurred by the Trustee in that capacity to the extent permitted by the Companies Act 1985 (as may be amended or replaced by the Companies Act 2006 and any future legislation)

8.4 Other benefits and payments may be permitted in exceptional circumstances but only with the prior written approval of the Charity Commission.

9 Provision of housing and other benefits

Trustees must not receive housing or other benefits from the Charity except if such benefits are received in the capacity of a Charity's beneficiary.

10 Financial grants and loans

Trustees must keep personal money totally separate from the Charity's money to help avoid problems

- Trustees and their close relatives may not receive loans from residents and may not give loans from their personal money to residents
- Trustees should not in any way involve or mix their personal money with the Charity's funds except in an emergency. In such cases, the chief executive must be notified as soon as possible and a record made.

11 Confidentiality and 'whistle blowing'

11.1 The Charity is committed to working openly, however its work involves confidential information about customers and the Charity's business and that confidentiality must be respected. With the obvious exception of personal information, the business will only be confidential if this is unavoidable. It is the Charity's policy to publish performance information and to make available for inspection the agenda and papers for meetings of the Trustees. These will be available on the website. In addition, the Trustees will meet in public session at all its meetings, where members of the public will be welcome to attend.

11.2 However, Trustees must treat the following as confidential: -

- Information concerning people, e.g., residents, staff, applicants or people associated with the Charity
- Those matters of the Charity's commercial business which are defined as confidential
- Matters relating to the Charity's funders, agents or partner organisations
- Any information covered by the relevant data protection and similar legislation.

11.3 Where it is essential that information is released outside the Charity, this must be with the express consent of the individual concerned, except in meeting overriding legal requirements. If in doubt, an executive director, the chief executive, the company secretary or the chair must be consulted.

11.4 'Whistleblowing'

- Trustees who become aware of any breach of this code of conduct, or other procedures, or any impropriety, have a duty to draw this to the attention of the chair, vice chair or the company secretary
- In matters of serious concern or sensitivity, Trustees have the right to take reasonable, independent legal advice at the Charity's expense. This should be done after consultation with the chair, vice chair or company secretary
- As a final step, Trustees may make their concerns known to the Audit Commission
- In no circumstances will anyone raising legitimate concerns by following these procedures be penalised in any way for doing so. Equally, abusing this process by raising unfounded or malicious allegations is a serious disciplinary matter.

12 Outside activities

12.1 Trustees may well be involved in political activities and may be nominees of the local authority. However, they must be aware that the Charity is non-political and ensure that it cannot be brought into the political arena or its reputation or status damaged by the personal political activities of individual Trustees.

12.2 Trustees should declare interest if they are a member of any organisation not open to the public that has secrecy about its rules or conduct.

13 Equality and diversity

The Charity is committed to attaining equalities and diversity in all of its work. Trustees must through their actions seek to uphold the Charity's equality and diversity policy and ensure that discrimination does not occur. They must also be aware of the scope for discrimination in the granting of tenancies, contracts of employment and contracts for goods and services. The Charity monitors the ethnic origin, gender and disability of Trustees. Trustees are encouraged to supply this information to ensure the Charity reflects the communities it serves.

14 Purchasing

Trustees must avoid suspicion of preferential treatment of suppliers by separating their private purchases from the Charity's.

14.1 In order to avoid any suspicion that a supplier may give or receive favourable treatment, Trustees must try to achieve separation between their personal purchasing decisions and those for the Charity.

14.2 Trustees may not normally use for personal or private business any of the Charity's professional advisors, consultants, contractors or suppliers of goods or services (except monopolies, or near monopolies such as utilities, e.g., gas, water, BT). Where this is unavoidable, Trustees must obtain the approval of the chair confirming that no financial advantage will be secured.

15 Conduct at Trustee and internal meetings

15.1 Trustees are expected to attend the Trustee's meetings and to notify the company secretary if they need to give their apologies for absence from a particular meeting. Trustees who are unable to attend meetings regularly should contact the chair in order to explore a way forward which is acceptable to all parties.

15.2 If a Trustee is present at a meeting that is discussing any matter in which the Trustee is directly interested he/she must declare the interest and must not vote on that matter. The Trustee is also required to leave the room during the other Trustees' discussion of such matter unless required to stay by the chair.

15.3 In the event of a conflict of interest which arose because of a duty of loyalty owed to another organisation or person, such conflict may be authorised as provided in Article 8 of the Charity's Articles of Association.

15.4 All meetings including those of the Trustees should be polite, professional and business like. At all meetings the chair will preside over the proceedings. Swear

words, racist or sexist remarks or disruptive behaviour must never be used. Abuse of staff or Trustees will not be tolerated.

15.5 Trustees must accept collective responsibility for all decisions taken at Trustees' meetings. From time to time, individual Trustees may privately disagree with the decisions taken by the majority of the Trustees. However, it is essential that they do not dissent from the corporate decision at any subsequent public occasion.

16 Special provisions for Trustees

16.1 Trustees carry special duties of accountability and, as a consequence, their conduct and personal integrity must always be beyond reproach.

16.2 Any Trustee who becomes subject to legal proceedings brought against him/her by the Charity or brings legal proceedings against the Charity, or becomes subject to any criminal or civil proceedings, the nature of which could compromise his/her position as a member shall immediately be suspended from membership of the Trustee upon which they serve. Upon conclusion of any proceedings, the Trustees will decide whether to reinstate or seek removal of a Trustee in accordance with the Charity's Memorandum and Articles of Association.

17 Contact with media

Trustees who are approached by the media must not respond directly and must contact the chief executive or another senior member of staff immediately. Trustees must not use the media to undermine the Charity in any way. Any leaking, releasing or distribution of confidential information will be viewed as a serious breach of this code of conduct.

18 General

In all cases where the personal conduct of Trustees might be viewed as conflicting with their work for the Charity, they are required to disclose details to the chief executive or chair of the Trustees as appropriate and enter details in the register held by the company secretary.

- In any case of uncertainty, Trustees should always make an entry in the disclosure of interest register
- When representing the Charity, Trustees will at all times be courteous and fair to tenants, customers and everyone with whom they come into contact
- Trustees should carry out their responsibilities in accordance with the Charity's policies and procedures
- Trustees who represent the Charity are expected to dress and conduct themselves in a way appropriate for the duty or function they are carrying out or attending
- Trustees must observe and be aware of the Charity's financial regulations.

19 Failure to comply

Trustees should recognise that failure to follow this code of conduct may damage the Charity and will normally be viewed as a disciplinary matter and action will be considered

in accordance with the current rules and standing orders.

20 Review

The Trustees shall aim to review this code of conduct regularly to ensure that the principles set out here are workable, address any issues arising from practical experience and that its provisions comply with the current constitution of the Charity, any relevant legislation and the relevant guidance issued by the Charity Commission.

**KEELMAN HOMES
LIMITED****Report to Board of Directors
9 September 2009**

Title: Governance Handbook**Report of:** Company Secretary

Purpose of Report

1. To agree the production of a Governance Handbook for Keelman Homes.

Background

2. The Gateshead Housing Company has produced a Governance Handbook which documents the company's corporate structure and core values, delegations, policies, procedures and protocols.
3. It is proposed that those documents within the Handbook that apply to Keelman Homes be adopted and a Governance Handbook for Keelman Homes be produced accordingly.

Impact on tenants

4. There will be no impact on tenants as a result of this report.

Risk Management Implications

5. The adoption of documents outlined in the Governance Handbook will significantly reduce any potential risks to the company.

Financial Implications

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

Equality and Diversity Implications

7. The production of a Governance Handbook acknowledges the company's commitment to equality and diversity.

Value for Money implications

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

Consultation carried out

9. It was not necessary to carry out any consultation when compiling this report.

Recommendations

10. It is recommended that
- (i) those documents within The Gateshead Housing Company's Governance Handbook that apply to Keelman Homes be adopted and a Governance Handbook for Keelman Homes be produced accordingly;
 - (ii) a further report be submitted at the next meeting with details of those documents to be adopted.