



BOARD OF DIRECTORS

14 July 2016

PRESENT:

Directors

Paul Foy (Chair)
Elizabeth Bird
Sheila Bouitieh
Robert Buckley
Joanne Carr
Mick Davison
Pauline Dillon
Eileen Gill
Helen Hall
Tracy Harrison
Michael Hood
Peter Mole
Joachim Moussanda Mouanda
Liz Twist

Advisers

Jon Mallen-Beadle	Managing Director
Neil Bouch	Director of Customers and Communities
Kevin Johnson	Head of Customer Services
Natalie Hewitt	Head of Corporate Services
Julie McCartney	Head of Neighbourhood Services
Phil Gallagher	Head of Investment and Development
Victoria Beattie	Service Director, Construction Services
Lisa Philliskirk	Housing Services Manager
Stuart Gibson	Governance and Risk Officer

Apologies

George Clark

20 NEW DIRECTORS

Michael Hood and Liz Twist were welcomed to their first meeting of the Board following their appointment by the Council as Council Representatives.

21 MINUTES

The minutes of the Board Meeting held on 26 May 2016 were approved as a correct record.

22 MATTERS ARISING – HOUSING AND PLANNING ACT

The Board was informed that a Members Seminar was held on 5 July 2016 on the Housing and Planning Act.

23 REPORT ON THE STATEMENT OF INTERNAL CONTROL – 2015/16

The statement of internal control was considered by Audit Committee on 6 July 2016 who recommended that it be approved by the Board.

RESOLVED – That the Statement of Internal Control contained within the Financial Statements for the year ended 31 March 2016 be approved.

24 DRAFT DIRECTORS' REPORT AND FINANCIAL STATEMENTS – 2015/16

The draft Directors' Report and Financial Statements and associated management report for the year ended 31 March 2016 were considered by Audit Committee on 6 July 2016 who recommended approval by the Board.

RESOLVED – That the draft Directors' Report and Financial Statements for the year ended 31 March 2016 be approved.

25 KPMG REPRESENTATION LETTER – YEAR ENDED 31 MARCH 2016

The company's external auditors KPMG carried out an audit of the report and financial statements for 2015/16. A report presenting their findings was approved by Audit Committee at its meeting on 6 July 2016.

As part of the audit, KPMG required the letter to be signed by the Chair and the Company Secretary on behalf of the Board. Audit Committee, at its meeting on 6 July 2016, recommended that the Board authorise this.

RESOLVED – That the Chair and the Company Secretary be authorised to sign the management representation letter on behalf of the Board.

26 PERFORMANCE REPORTING FOR HOUSING SUPPORT SERVICES

Following the transfer of various Council Housing and Housing Support Services from the Council to TGHC, the functions have been reviewed in terms of performance indicators and performance reporting to align with TGHC's current quarterly reporting structure to the relevant Committees and the TGHC Board.

Of the 11 Housing Support Services that have transferred to TGHC, the review identified seven KPI's that were appropriate and measurable. It was proposed that all seven KPI's would be reported to Customers and Communities Committee, with a summarised report being brought to Board.

As part of the annual TGHC target setting process that would take place in January 2017, it was proposed to use performance results gathered in 2016/17 to develop targets for 2017/18.

In relation to the remaining five Housing Support Services, it was proposed that Activity Reports would be produced which would provide a detailed account of service provision, service delivery, the challenges faced and outcomes for clients and customers.

It was proposed that in year one the following five services present a six month progress report in November 2016 to Customers and Communities Committee, followed by an Annual Report: -

- Leaving Care
- Housing and Mental Health
- Occupational Health
- Disabled Facility Grant Management
- Syrian Refugee Programme

RESOLVED – (i) That the introduction of Housing Support Services Key Performance Indicators and their reporting to Customers and Communities Committee, with a summarised version to the Board be approved.

(ii) That the submission of six monthly activity reports to Customers and Communities Committee be approved.

27 REGISTER OF PERSONS WITH SIGNIFICANT CONTROL

From 6 April 2016, UK companies needed to keep a company register giving details of all people who have significant control (PSCs) over the company.

This was a new statutory requirement and is designed to “increase transparency around who ultimately owns and controls UK companies. It would deter, identify and sanction those who hide their interest in UK companies to facilitate illegal activities. Enhanced transparency will also promote good corporate behaviour”.

The information contained in the PSC Register should be filed at Companies House.

A PSC was an individual who meets one or more of the following five conditions in relation to the company:

- they hold, directly or indirectly, more than 25% of the shares in the company;
- they hold, directly or indirectly, more than 25% of the voting rights in the company;
- they hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company;
- they have the right to exercise, or actually exercise, significant influence or control over the company;
- they have the right to exercise, or actually exercise, significant influence or control over the activities of a trust or firm and the trustees of the trust or members of the firm meet one of the first four conditions.

A PSC Register for TGHC was submitted. As TGHC was a subsidiary undertaking of Gateshead Council, they had been identified as a PSC for TGHC. No other PSCs had been identified.

RESOLVED – That the Register of Persons with Significant Control be approved.

28 MINUTES OF AUDIT COMMITTEE HELD ON 6 JULY 2016

The minutes of the meeting of Audit Committee held on 6 July 2016 were submitted.

RESOLVED – (i) That the minutes be noted.

(ii) That the ICT Security Policy be approved.

29 ANNUAL ACTIVITY REPORT – 2015/16

The Board received statistical and other information relating to key activities carried out across the company during 2015/16.

The Board made the point that despite everything that was currently happening externally, it was very encouraging that the company was still performing so well.

RESOLVED – (i) That the information be noted.

(ii) That the Board place on record its appreciation to all employees for continuing to perform so well despite everything that was currently happening externally.

30 MINUTES OF KEELMAN HOMES HELD ON 26 MAY 2016

The minutes of the meeting of Keelman Homes held on 26 May 2016 were submitted.

RESOLVED – That the minutes be noted.

31 ITEMS FOR INFORMATION

The following item was posted on the Company's website for information: -

- Forward Plan

RESOLVED – That the information be noted.

32 FEEDBACK FROM OUTSIDE BODIES AND EVENTS

The following feedback from outside bodies and events was reported: -

- A number of TGHC representatives including the Chair and Managing Director attended the CIH Conference on 28-30 June 2016. The Chair

reported that it was more useful in terms of networking but felt that the company should continue to have a presence at the event.

- The Managing Director was meeting with Lord Freud on 19 July 2016 along with a representative from other authorities regarding their concerns about the Local Housing Allowance cap.
- A Board Briefing was submitted on the implications of the Housing and Planning Act on the Council stock. In particular, the report focused on the following housing management: -
 - Rents for Higher Income Social Tenants (HIST) 'Pay to Stay'
 - Sale levy on higher value assets
 - The introduction of fixed term tenancies

It was noted that other local authorities were also considering setting up a vehicle to purchase higher value properties to avoid the risk of diluting the housing market and to ensure that the money was available to pay the levy.

In terms of the secondary legislation, nothing would be laid before Parliament before 5 September. It had been suggested that this could be as late as October now.

The Board felt that it would not be possible to implement by the original timescales. It was also felt that the TGHC needed to be making the strongest representations through the local MPs.

RESOLVED – That the feedback from outside bodies and events be noted.

33 EXCLUSION OF THE PRESS AND PUBLIC

RESOLVED – That the press and public be excluded from the meeting during consideration of the remaining business in accordance with the indicated categories of the Company's Access to Information Rules.