



(Company number: 06972673)

Minutes of meeting of the Board of Directors held in at Gateshead Civic Centre, Regent Street, Gateshead on Thursday, 14 July 2016 at 12.30pm

Present:

Ordinary Trustees

Brian Kelly (Chair)
Joanne Carr
Anne Connolly
Linda Hitman
Peter Mole

In attendance

Amanda Gallagher (Keelman Homes Development and Investment Manager)
Natalie Porthouse (TGHC Head of Corporate Services)
Kelly Davis (Keelman Homes Finance Manager)
Julie Mason (TGHC Support Assistant)
Stuart Gibson (TGHC Governance and Risk Officer)

Apologies

Paul Foy
Ronny Harris

1 DECLARATIONS OF INTEREST

No interests were declared.

2 MINUTES

The minutes of the meeting of Keelman Homes held on 26 May 2016 were approved as a correct record.

3 MATTERS ARISING

(a) Housing Management – Properties Owned by Keelman Homes

It was agreed at the last meeting that Keelman Homes would write to the tenant whose property could not be accessed for gas service during reporting period and update tenant on the new warrant process and the new approach to charging costs. It was noted that after speaking to the company's Gas Servicing Team it was clarified that this was not a difficult

tenant and therefore instead of writing to the tenant specifically, a reminder went in the TGHC News which was circulated to all tenants.

(b) Welfare Reform

The Council's Benefits Section had confirmed that two Keelman Homes tenants would be affected by the benefits cap.

4 ANNUAL GENERAL MEETING

The Board considered arrangements for the Charity's Annual General Meeting ("AGM") and the process for the retirement of one third of the Ordinary Trustees.

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.

The AGM must be held in the calendar year 2016, not more than 15 months after the last AGM. The last AGM was held on 26 November 2015, therefore the AGM must be held no later than 31 December 2016.

The annual report of the Trustees of the company, together with the audited accounts, will be presented to the meeting on 22 September 2016 for approval by the Board of trustees. 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 2016.

The next scheduled meeting after the Board Meeting in September is on 24 November 2016. It was proposed that the AGM be held immediately before this meeting.

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.

Keelman Homes currently had a full composition of four Ordinary Trustees. It was proposed that the retiring Ordinary Trustee, if willing to act, be reappointed.

- RESOLVED –
- (i) That the information be noted.
 - (ii) That the Annual General Meeting be held immediately before the Board Meeting on 24 November 2016.
 - (iii) That the proposed arrangements for the retirement and subsequent reappointment of a third of the Ordinary Trustees be agreed.
 - (iv) That the longest serving Ordinary Trustee retire at the next AGM and if willing to act, be reappointed at that meeting.

5 REGISTER OF PERSONS WITH SIGNIFICANT INTEREST

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 was 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 would also promote good corporate behaviour..

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 Keelman Homes was submitted.

Gateshead Council had been identified as a PSC for Keelman Homes. They could appoint two Board Members onto Keelman Board, which was 28.6% of the seven members on the Board.

The Gateshead Housing Company had also been identified as a PSC for Keelman Homes due to it having the right to exercise, or actually exercise, significant influence or control over the company through the operational set up, day to day running of Keelman Homes and the management agreement.

RESOLVED – That the PSC register for Keelman Homes be approved.

6 BOARD FORWARD PLAN

Following discussions with the Chair, a Forward Plan of reports that would be brought to Keelman Homes in 2016/17 was submitted.

RESOLVED – That the Board Forward Plan 2016-17 be noted.

7 DATE AND TIME OF NEXT MEETING

The next meeting of Keelman Homes would be held on Thursday, 22 September 2016 at 12.30pm in Room S21, Gateshead Civic Centre, Regent Street, Gateshead.

8 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.