



BOARD OF DIRECTORS
21 May 2020
Delivered via Microsoft Teams

PRESENT:

Directors

Jim Coulter (Chair)
John Adams
Elizabeth Bird
Sheila Bouitieh
George Clark
Brenda Clelland
Michael Hood
Eileen Gill
Alan Guest
Helen Hall
Tracy Harrison
Ian McKenzie
Jim Turnbull

Advisers

Neil Bouch	Interim Managing Director
Ian Price	Director of Property and Assets
Marie John	Head of Business and Development
Ian McLackland	Compliance and Business Assurance Manager
Sandra Watson	Service Director, Housing, Compliance and Traded Services, Gateshead Council
Kevin Scarlett	Service Director, Strategic Housing, Gateshead Council
Stuart Gibson	Governance and Risk Lead

Apologies

Leigh Kirton

1 MINUTES

The minutes of the Board Meeting held on 2d6 March 2020 were approved as a correct record.

2 REVIEW OF HOUSING DELIVERY MODEL

The Board received a presentation from Kevin Scarlett, Gateshead Council Service Director, Strategic Housing on the review of the housing delivery Model.

Kevin gave an overview of the challenges and opportunities, how the review would be conducted including engagement with the Board and customers, the timetable and key milestones, and the outcomes.

A project plan, including a timetable for engagement and reporting mechanisms would be agreed in the next few weeks. New financial modelling software would enable much better forecasting of the long-term sustainability of the HRA.

It was acknowledged that the Board would be a key stakeholder in getting those assurances that the long term HRA delivery model was sustainable and that agreed outcomes were achieved. The Council did not want to lose the skills of the current Board, both during the review and after the company reintegrated back into the Council. It was agreed that a Board Workshop would be held later as part of the consultation process.

The current situation meant that engagement with all the key stakeholders, particularly customers would be a challenge. The appropriate methods of communication would be agreed with the Council and TGHC, including the Board. It was acknowledged though that should it prove too difficult to complete comprehensive engagement within the timescales, then they would be extended, which was welcomed by the Board.

It was also important that employees were ambassadors of the review as they might be asked questions and need to give feedback. They needed to be able give customers that reassurance.

RESOLVED – That the presentation by Kevin Scarlett on the review of housing delivery model be noted and that a Board Workshop be held as part of the consultation process.

3 AMENDMENT TO ARTICLES OF ASSOCIATION

The Board received a report noting amendments to the Articles of Association that had been approved by the Council Representative.

The Board passed a special resolution at the beginning of the current pandemic to amend the Articles to allow board and committee meetings to be delivered electronically. A copy of the changes had been sent to Companies House.

Using the powers delegated to it to take urgent decisions, Executive Overview Committee agreed a special resolution on 5 May 2020 to amend the Articles to allow the appointment of up to two co-optees onto the Board.

A point was made that the current Articles were not gender neutral. It was agreed that they be amended before being sent to Companies House.

RESOLVED – (i) That the amendment made to the Articles of Association to allow board and committee meetings to be delivered digitally be noted.

- (ii) That the amendment to the Articles of Association to allow the appointment of up to two co-optees onto the Board be noted, but that further amendments be made to the Articles so that they are gender neutral before they are sent to Companies House.

4 EXTENSION OF TERM OF OFFICE OF INDEPENDENT DIRECTOR

The Board received a report proposing that in accordance with Article 13(10), George Clark be reappointed as a board member beyond the maximum 10 years term of office until the company had been successfully reintegrated back into Gateshead Council.

The application had already been discussed at Executive Overview Committee on 5 May 2020 who agreed unanimously that given the experience and knowledge that would be lost during this period if George stepped down at the next AGM, the Board be recommended to extend George's term office.

RESOLVED – That the term of office of George Clark as an Independent Director be extended at the next Annual General Meeting in September 2020 until the company has successfully reintegrated back into Gateshead Council.

(Note: George Clark declared an interest in this item and did not take part in the discussion or decision)

5 ANNUAL GENERAL MEETING

The Board received a report proposing the arrangements for the next Annual General Meeting (AGM) and the process for the retirement of a tenant and independent director at that meeting.

It was proposed that the next AGM be held immediately before the Board Meeting on 24 September 2020.

Given that two tenant directors were only appointed at the last AGM and that the existing three tenant directors have at least another three years before they have reached the maximum 10 years term of office, the Council Member has agreed that, for this year, no direct or indirect elections should take place and the Tenant Director retiring at the next AGM, if willing to act, be appointed at that meeting.

George Clark and Joanne Carr would exceed their maximum 10-year period of office in 2020. A decision had been taken earlier in this meeting to extend George Clark's term of office beyond the maximum 10 years. It was proposed that a recruitment exercise be carried out to fill the vacancy for one Independent Director when Joanne Carr steps down at the next AGM.

Executive Overview Committee discussed the results of the board skills self-assessments on 5 March 2020 and agreed a set of skills that the Board should focus on when recruiting new board members to successfully reintegrate back into the Council. The Committee agreed an amendment to the Articles of Association

that allowed the appointment of up to two co-optees onto the Board and this amendment was approved by the Council Representative.

This would allow two people with the skills and experience required for the service transition needed to be appointed onto the Board as soon as possible. A timetable for carrying out this recruitment exercise was submitted. One of these appointments would replace the retiring independent director at the next AGM.

- RESOLVED –
- (i) That the next Annual General Meeting be held immediately before the Board Meeting on 24 September 2020.
 - (ii) That the longest serving Tenant Director retire at the AGM and if willing to act, be reappointed at that meeting;
 - (iii) That the proposed arrangements for the appointment of at least one Independent Director at the AGM be noted.
 - (iv) That the decision taken by Executive Overview Committee under its delegated powers to recommend an amendment to the Articles of Association to appoint up to two co-optees onto the Board.
 - (v) That the timetable for recruiting the new additions onto the Board be noted.

6 MINUTES OF RESOURCES, AUDIT AND PERFORMANCE COMMITTEE HELD ON 6 MAY 2020

The Board received the minutes of Resources, Audit and Performance Committee held on 6 May 2020.

The Board noted that the Chief Internal Auditor had given the committee an assurance the service was still able to carry out its audits under the current circumstances and that the Internal Audit Plan would still be completed.

Assessments of tenanted properties are undertaken to ensure that they remain safe but when a property does become vacant this does provide an opportunity to undertake any structural repairs. This approach limits the amount of disruption it would cause if a customer was still living in the property.

- RESOLVED –
- (i) That the minutes be noted.
 - (ii) That the Health and Safety Policy Statement be approved.

7 KEY PERFORMANCE INDICATORS AND SERVICE STANDARDS – FINAL QUARTER 2019/20

The Board received the Key Performance Indicator and Service Standard (KPI) results for the final quarter of 2019/20.

There were currently 38 Key Performance and Service Standard Indicators reported to Board on a quarterly basis. At the final quarter 2019/20: -

- 13 indicators were traffic lighted green, which showed that the annual targets for these indicators had been achieved.
- One indicator was traffic lighted amber, which showed that the target set had not been met but performance had increased on the previous year
- Nine indicators were traffic lighted red, which showed that the target set had not been met and performance had decreased compared to the previous year
- 15 indicators were not measurable.

The Board was updated on the decrease in satisfaction with Caretaking Service and Concierge Services. Dissatisfaction with the Caretaking Service related to reports of cleanliness of the blocks and the lack of adequate recycling facilities. Dissatisfaction with the Concierge Service mainly related to it no longer being a 24/7 service, the concern about smoking in communal areas by tenants and the fact that concierge is not able to accept parcel deliveries on behalf of residents.

The Board noted that the one anti-social behaviour high priority case not on target was a hate related incident reported via Police. Officers did attempt to contact within the one-day target however there was a language barrier they had not been aware of and therefore needed to organise interpreting services.

A new format for presenting the quarterly performance results in future reports was proposed and an example using the year end rent collection results was submitted.

- RESOLVED –
- (i) That the Key Performance and Service Standard Indicator summary results at the end of the final quarter 2019/20 be noted.
 - (ii) That the proposed new format for presenting future quarterly results be agreed.

8 VETERANS EMERGENCY FUND

The Board received an overview and details of a bid to the Veterans Emergency Fund for funding to support Veterans affected by the Covid-19 pandemic that would enhance the activity in Gateshead as part of the commitment to Armed Forces Covenant work with the Council.

Given the need to submit the bid by a 30 April 2020 deadline, the TGHC bid was endorsed by Executive Overview Committee using the powers delegated to it to take urgent decisions.

The Board was informed that notification had recently been received that the bid had been unsuccessful. Further information would be provided to the Board when more information was available.

RESOLVED – That the information be noted.

9 MINUTES OF KEELMAN HOMES HELD ON 19 MARCH 2020

The minutes of the meeting of Keelman Homes held on 19 March 2020 were submitted.

RESOLVED – That the minutes be noted.

10 ITEMS FOR INFORMATION

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

- Forward Plan

11 DATE AND TIME OF NEXT MEETING

The next Board Meeting would take place on Thursday, 16 July 2020 at 10am.

12 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.