

Board meeting minutes

Minutes of the meeting of the Board of Keniston Housing Association Limited

held on Thursday 15th June 2017 at 6.15 p.m.at The Conference Room,
13 Artington Close, Farnborough, Kent, BR6 7UL

Board members in attendance Simone Bailey
Seema Jassi
Barry Luhmann
Julian Miles (Chair)
Anthony Mills
Sheila Sackey
Peter Voisey (Co-Vice Chair)
Lucy Worrall

Also present Jonathan Card, Chief Executive
Tracy Day, Minute Secretary
Andrew Shiatis, Finance Director and Company Secretary
Tony Coward, Property Services Director
Stephen Bull, Campbell Tickell

Agenda Item 1 Apologies for absence, Declaration of interest and Health and Safety items to note

- Minute 188/17 Julian Miles welcomed Stephen Bull from Campbell Tickell. He explained that Stephen was at the meeting purely as an observer as part of the current ongoing governance review.
- Minute 189/17 Apologies for absence were received from Vivienne Astall and Shehla Husain.
- Minute 190/17 After enquiry there were no declarations of interest.
- Minute 191/17 Health & Safety – Jonathan Card circulated a briefing paper to the Board regarding Keniston's initial response to the Grenfell Tower Fire. Tony Coward advised he would be bringing forward next year's fire test assessments for Burnhill House and Silver Court; the Board agreed that this was a good idea. A discussion was had regarding fire doors and it was agreed that these works should go ahead subject to a review of the costings and budget. Emerging advice regarding sprinkler systems was noted. Simone Bailey supported installation of long life battery controlled smoke detectors. **Action: Tony Coward to bring forward the Burnhill House and Silver Court fire risk assessments and to go ahead with the fitting of smoke detectors and fire doors subject to a review of costings.**
- Minute 192/17 Tony Coward confirmed that leaseholders would be contacted with regards to the replacement of their front doors to fire doors. **Action: Tony Coward to contact leaseholders with regards to the fire doors.**

Agenda item 2 Minutes of the Board meeting held 11 May 2017, matters arising and actions

Minute 193/17 Lucy Worrall clarified that her comment in relation to minute 151/17 related more to considering the wider Value for Money aspects of our resident involvement activities for example, the training courses for residents which were not well attended.

Minute 194/17 The minutes of the Board meeting held on 11 May 2017 were approved.

Matters Arising and Actions

Minute 195/17 Minute 139/17 – regarding the redemption cost of Keniston's two loans, Sheila Sackey thanked Andrew Shiatis for this information and asked what his recommendation was with regards to the loans. Andrew Shiatis said that he would recommend that Keniston did not redeem the loans at present as there was little in the way of cost savings to be gained by doing this.

Agenda item 3 Introduction from Campbell Tickell

Minute 196/17 Stephen Bull from Campbell Tickell introduced himself to the Board, explaining that he was leading the governance review. He stated that he was present at this particular meeting as part of this review and purely as an observer in order to better understand the way the meeting was being conducted.

Minute 197/17 He requested everyone to complete the board effectiveness survey by 16th June. He would report his findings to Jonathan Card and Julian Miles before presenting his conclusions and recommendations at the July board meeting.

Minute 198/17 Stephen Bull stated that he was more than happy to speak individually to any members of the Board regarding this review.

Agenda item 4 CEO's update

Minute 199/17 Current potential development opportunities update:

Lambeth stock disposal – the council are expected to shortly confirm their decision on disposal of the properties.

Hurstwood Avenue – now unlikely to go ahead.

Hornsey Road – noted planning constraints as retention of retail use.

Elliotts Row – Noted that action to obtain surrender of Flat 3 lease is being taken and that flat 4 is going to auction in July 2017. Options for 44 Elliotts Row would now be reported at the July meeting.

Infill sites – Noted that Red Loft have been appointed as Keniston's development agents. Simone Bailey, Sheila Sackey, Lucy Worrall, Anthony Mills and Julian Miles all expressed an interest in assisting with formulating the development strategy.

Minute 200/17 It was agreed that a new three year strategic plan would be developed for

the period 2018-21. Seema Jassi requested that priorities be identified within the plan as it is developed together with clarity around items omitted from the existing plan. It was noted that this would be discussed further during the closed session. **Action: Jonathan Card to draft a strategic plan scoping and discussion document and circulate to the board prior to the away day in November 2017.**

Agenda item 5 Annual Value for Money review

- Minute 201/17 Jonathan presented this review to the Board.
- Minute 202/17 Jonathan Card highlighted some of the key points being raised within the report, in particular the high level of overall resident satisfaction, repairs satisfaction, estate service satisfaction, and turnaround of void properties.
- Minute 203/17 Spend on stock reinvestment and cyclical decorations was high compared to the benchmark figures. Keniston's sickness levels were also high. Jonathan Card confirmed that these matters would be considered further by the management team.
- Minute 204/17 Sheila Sackey queried leaseholder satisfaction levels. Jonathan Card agreed that currently little feedback specific to leaseholders was currently available but this would be addressed going forward.
- Minute 205/17 Members queried scope to enhance performance regarding repairs completed in a single visit. **Action: Tony Coward to determine whether the repairs fixed on first visit indicator can be analysed between what could and couldn't be completed in one visit.**
- Minute 206/17 Seema Jassi queried recommended actions regarding sickness levels. Jonathan Card advised that he would report progress with the HR review at the July meeting.
- Minute 207/17 Members queried whether Keniston's repair spend on communal areas is different to that of others in the peer group. Jonathan Card undertook to look at this further.
- Minute 208/17 Simone Bailey queried progress with LED light installation to improve energy consumption.
- Minute 209/17 Jonathan Card advised that green energy suppliers were not used at present but would be included as part of the next price comparison exercise.
- Minute 210/17 In response to Peter Voisey's query, Jonathan Card advised that the increase in higher arrears related to the impact of Welfare reform.
- Minute 211/17 Peter Voisey queried reduction in the contract hours for the London Fire Brigade. Tony Coward advised that all the required work could be done in 30 hours a year.
- Minute 212/17 Lucy Worrall asked about sector scorecard comparison data. Jonathan Card advised that he would add recently uploaded comparisons to the report if meaningful. **Action: Jonathan Card to include peer group comparisons for sector scorecard figures within the VfM report.**

- Minute 213/17 Lucy Worrall asked if more detail could be included in future years to show how stock condition survey and SAP rating data drives the reinvestment programme. **Action: Tony Coward to show links between stock data and the reinvestment programme in future.**
- Minute 214/17 Seema Jassi asked whether elements from the resident involvement report could be included within the VFM report to highlight Keniston's achievements with regards tenant engagement, identifying those that deliver the most impact. **Action: Jonathan Card to consider the inclusion of points from the Resident Impact Statement within the 2018 Vfm Report.**
- Minute 215/17 It was agreed that action points arising from the Vfm report would be included as part of the quarterly strategic updates. **Action: Updates on the identified Vfm 2017/18 priorities to be included in the quarterly strategy update.**
- Agenda Item 6 Policy Review: Asset Management Policy**
- Minute 216/17 Tony Coward presented the updated policy to the Board for approval. Simone Bailey highlighted a need to clarify residents' duty to provide access. She also suggested that Tony Coward considered the use of vesting certificates as a way of protecting part payments made by Keniston for work done. She offered to share details on this with Tony Coward.
- Minute 217/17 It was clarified that there were no regulatory concerns regarding a small number of properties not achieving the Decent Homes Standard where the reason was tenant refusal to allow the works to proceed.
- Minute 218/17 The policy was unanimously agreed.
- Agenda item 7 Authorisation for Tenant Evictions**
- Minute 219/17 In Vivienne Astall's absence Jonathan Card presented the cases for the authorisation for tenant evictions to the Board. After discussion the board approved the evictions of all three cases referenced: 801935, 802198 and 802148.
- Agenda item 8 Annual report on internal controls**
- Minute 220/17 Jonathan Card presented this report to the Board. He advised that a summary of this report would be included in the financial statements.
- Minute 221/17 The board discussed the areas of non-compliance with the Code of Governance. Stephen Bull confirmed that the issue relating to the role of company secretary being carried out by more than one individual was just a technicality and this was not a significant issue.
- Minute 222/17 Seema Jassi suggested that details of other external reviews, such as the HR and Governance review could be included within the report going forward as these reviews provided the board with additional assurance over internal controls.

Minute 223/17 Seema Jassi proposed that the report on internal controls be approved by the Board; this was seconded by Simone Bailey and unanimously agreed.

Agenda item 9 Audit Committee – Terms of Reference update

Minute 224/17 Andrew Shiaty presented the updated Audit Committee Terms of Reference explaining that this needed to be approved by the board annually and that there were two main recommendations:

- The Chair of the board not having the right to vote on the Audit Committee, a point which had only recently been picked up from this year's review of the NHF's Code of Governance but had previously been overlooked. It was noted that this point would be disclosed within this year's financial statements.
- Risk management to be included as part of the Audit Committee's remit and the Committee's name and Terms of Reference be updated accordingly.

Minute 225/17 Peter Voisey asked whether the committee should only be considering financial risks rather than all risks. Andrew Shiaty explained that as the risk register closely linked into the Internal Audit plan, this remit should relate to all risks. He suggested that the main review of risks could be done at the February Audit and Risk Committee meeting, with an annual update of the business critical risks taken to the October Board meeting.

Minute 226/17 Peter Voisey asked about the timing of the July committee meeting, stating that he felt that this should be a separate meeting to allow time to make amendments and deal with any issues before the July board meeting. It was noted that this had previously been discussed and could be changed for next year.

Minute 227/17 After discussion, Simone Bailey proposed that the updated Terms of Reference for the Audit and Risk Committee be approved subject to agreed amendments. This was seconded by Seema Jassi and unanimously agreed.

Minute 228/17 Seema Jassi provisionally volunteered herself for the committee subject to first checking her other commitments.

Agenda item 10 Annual Diversity Review

Minute 229/17 Jonathan Card presented this review to the Board; he stated that historically the review was used to set targets on diversity.

Minute 230/17 It was agreed not to commission an external review of diversity for the time being.

Minute 231/17 Lucy Worrall stated that Keniston could perhaps look at ways of making its services more accessible to all of its tenants, for example using things such as BrowseAloud on its website. **Action: Jonathan Card to look at ways of making Keniston's services more accessible to all its tenants.**

Agenda item 11 Regulatory and Statistical return

Minute 232/17 Andrew Shiatis presented this return to the Board. The return was noted.

Agenda item 12 Confirmation of remaining Board meeting dates 2017, Provisional Board meeting dates for 2018

Minute 233/17 In response to a request to bring forward the July meetings, Andrew Shiatis agreed to look at the timings but would need to bear in mind any outcome from the governance review, the board's proposal to have an earlier and separate audit and risk committee meeting from the main board meeting in July and also the completion process for the external audit. **Action: Andrew Shiatis to look at the timings of the July audit and risk committee meeting and the July board meeting.**

Agenda item 13 Company seals

Minute 234/17 There were no company seals.

Agenda item 14 Any other business

Minute 235/17 There were no further items to discuss

Agenda item 15 Board closed session (without staff)

Minute 236/17 Julian Miles explained the purpose behind the closed sessions to new Board members. Board members stated that they would be happy to receive feedback from the Management Team.

Minute 237/17 The Board asked to receive more advanced notice of any external reviews which required their input. It was suggested that Jonathan Card sends out a short monthly briefing email to board members to keep them updated of any pertinent matters which may arise between meetings.

Minute 238/17 The Board believed that there is still a balance to find between operational and strategic papers and the discussions / questions that are had at board meetings. They looked forward to receiving the findings from the current governance review. **Action: Each board paper to include the author's email address on the front page so that non-strategic matters such as typos can be covered outside of the board meeting.**

Minute 239/17 The Board felt that too many policies were coming to the board meetings for approval. They would welcome the thoughts from the Chief Executive and also the findings from the governance review as to whether or not the policy review schedule is apposite.

Minute 240/17 Lucy Worrall briefly talked through the election update report which she had co-written with other members of Altair, mentioning, inter alia, the opportunities for Housing Associations to supply new homes, the possibility that welfare reforms may be revisited, also the possibility of a softer Brexit, which government policies may be side-lined with the lessening of the government's majority, what may happen with Right to Buy, the rent-to-buy

product, affordable rent (up to 80%) and the impact of a new Housing minister.

Agenda item 16 Date of next meeting

Minute 237/17 Audit Committee: Thursday 20 July 2017 starting at 5.15pm

Minute 238/17 Board Meeting: Thursday 20 July starting at 6.15pm

Other dates to note:

Minute 239/17 Introductory Training for Audit Committees Thursday 20 July 2017 at 2.00pm