

Board meeting minutes

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

held on Thursday 14th September 2017 at 6.30 p.m.at

The Conference Room, 13 Artington Close, Farnborough, Kent, BR6 7UL

Board members in attendance Simone Bailey
Shehla Husain (Co-Vice-Chair)
Julian Miles (Chair)
Anthony Mills
Sheila Sackey
Lucy Worrall

Also present Jonathan Card, Chief Executive
Andrew Shiatis, Finance Director and Company Secretary
Vivienne Astall, Housing Services Director
Tony Coward, Property Services Director
Tracy Day, Minute Secretary
Niku Mawby, NTM Consultants

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

Minute 304/17 Julian Miles welcomed Niku Mawby from NTM Consultants. He explained that Niku Mawby was present to facilitate discussions with regards the strategy review later in the meeting.

Minute 305/17 Apologies for absence were received from Seema Jassi, Barry Luhmann and Peter Voisey.

Minute 306/17 After enquiry there were no declarations of interest.

Minute 307/17 Election of Chair, Vice Chair, Treasurer and Company Secretary. Julian Miles confirmed his willingness to continue as Chair. Shehla Husain confirmed her willingness to continue as Vice-Chair; Andrew Shiatis confirmed that he was willing to continue as Company Secretary.
Approved.

In the absence of Peter Voisey, current Vice-Chair and Barry Luhmann current Treasurer, the Board **approved** their re-appointment, subject to confirmation of their willingness to stand. Note: *Confirmation was subsequently received from both Peter Voisey and Barry Luhmann.*

Minute 308/17 Health & Safety – Tony Coward advised that the Fire Risk Assessment contract had been re-let and the programme of assessments prioritised in the light of the Grenfell Tower fire.

Agenda item 2 Minutes of the Audit Committee held on the 20 June 2017; Board meeting held 20 June 2017: matters arising and actions

- Minute 309/17 Simone Bailey asked about the likely upcoming change in the accounting treatment of the SHPS pension liability as noted in the Audit Committee minutes. Andrew Shiatis explained that currently since SHPS is a multi-employer pension scheme there was not enough information to account for the scheme as a true defined benefit scheme, and that SHPS were currently working on rectifying this. This is expected to be completed for the next year end and can be expected to lead to a larger liability within the financial statements.
- Minute 310/17 It was noted that Minute 269/17 in relation to advice from the National Fire Chief's Council on the fitting of sprinkler systems, was amended.
- Minute 311/17 The Board approved both the above minutes.

Matters Arising and Actions

- Minute 312/17 Matters arising and actions were taken as read.

Agenda item 3 Strategy review and discussion

- Minute 313/17 Niku Mawby from NTM Consultants presented her approach to supporting the strategy review. She highlighted some key current risks being faced by Housing Associations and some of the key views from the Board as to how they saw Keniston in 5 years' time expressed in the Governance Review survey, together with views from residents. She felt the Board showed good strategic foresight and leadership which had a healthy appetite for robust business planning framework and risk controls.
- Minute 314/17 It was agreed that Keniston's current aims may need some revision, although members affirmed their support for maintaining high customer satisfaction through quality, value for money services and listening to concerns; and providing more affordable homes.
- Minute 315/17 Shehla Husain stated an emerging aspect of the Grenfell Tower tragedy is that tenants had previously raised concerns regarding fire safety, which the landlord had allegedly not acted upon. She asked how Keniston gathered information from its residents regarding any concerns. It was noted that tenants can raise concerns via different means; tenant meetings, management team walkabouts, the website, phoning the office, e-mail and also text messages. Tenant meetings and management team walkabouts are minuted and concerns followed up. Jonathan Card suggested listening & responding might be explicitly considered as one of the Association's Aims.
- Minute 316/17 Members discussed whether Keniston should adopt a strapline which could be used to raise the profile of the Association. Niku Mawby will bring suggestions to the Board Away Day.
- Minute 317/17 The Association's current values were discussed. The Board agreed that they were happy to keep them as they were.
- Minute 318/17 Members agreed that the longer term vision for the Association included growth and that this would be discussed in more detail at the Board Away

Day. Members expressed views that this should not be at the expense of the high quality of its services and the value for money of these services. Growth is expected to be controlled in a manner which is within its means and not too fast, while protecting its reputation and maintaining good governance. Other general views included: to provide a choice around digitalisation, recognising that if delivered correctly digitalisation can still be a personalised service; also to be committed to environmental sustainability.

Minute 319/17 It was agreed that it would be useful for the executive team to attend the Board Away Day in order to help shape the strategy. In addition, it was agreed that Niku Mawby would provide some feedback and ideas to the Board before the Away Day.

Agenda item 4 Governance Review Initial Action Plan

Minute 320/17 Jonathan Card advised that the action plan had been put together following a review by the governance working party (Lucy Worrall, Julian Miles, Peter Voisey and Jonathan Card). Although still very much a work in progress, this was an opportunity for the Board to start implementing some of the key recommendations.

Minute 321/17 Jonathan Card drew the Board's attention to the proposed amendments on the Delegated Authorities which were required in order to incorporate some of the governance recommendations; in particular items 46, 85, 116 and 117. Jonathan noted that further amendments would be needed to the Delegated Authorities as & when Keniston adopted the 2015 Model Rules.
Action: Jonathan Card to revisit the Delegated Authorities in order to align these to the 2015 Model Rules when/ if adopted.

Minute 322/17 Julian Miles queried whether the Board should have sight of all new policies. Jonathan Card confirmed that all new policies with an impact on delivering strategy would still come to the Board for approval. He suggested including a summary update on reviews of operational policies within his CEO report for information. All policies were always available to members to read. After discussion the Board supported this approach.

Minute 323/17 Anthony Mills stated that he was opposed to a number of the changes being proposed and in particular questioned whether the number of meetings needed to be reduced. Lucy Worrall stated that she understood his concerns but that this reduction was in line with other Housing Associations of a similar size to Keniston and also that reducing operational detail being brought to the Board would enhance the quality of Board debates. It was noted that working groups such as that on development strategy and governance were an effective way for the board to work on particular matters in more detail, and the Audit and Risk Committee also provided scrutiny. Simone Bailey noted that there was also the option to call an additional meeting if necessary.

Minute 324/17 The Board agreed that key papers for working groups would be sent to all Board members and outcomes would be reported to the next Board meeting.

Minute 325/17 Jonathan Card outlined the recommendations, to:

- Note the work being carried out by the Governance Review working party and endorse the overall approach being taken to action planning;

- Adopt a standard board meeting cycle of 5 meetings per annum together with the annual awayday;
- Agree in principle to adopting the 2015 NHF Model Rules;
- Note the intention to re-focus the attention of the Board on steering the strategic direction of Keniston and away from operational management, to include a reduction in the volume of reports, revision to the format of board reports, aligning this to revised Terms of Reference and Delegated Authorities;
- Agree the revised Delegated Authorities;
- Note the intention to revise the forward programme of agenda items for future Board meetings.

Minute 326/17 The Board **approved** the above recommendations, and authorised the working group to propose the new wording of Keniston's Rules, and to call a Special General Meeting to approve the change.

Agenda item 5 Annual Appointment of Members to the Audit Committee and Risk Committee

Minute 327/17 Seema Jassi and Peter Voisey had agreed to stand for re-election to the Audit and Risk Committee. Simone Bailey said that she also wished to stand for re-election. Re-appointment of 3 members, **approved**.

In the absence of Barry Luhmann, the current Chair of the Audit and Risk Committee, the Board **approved** his re-appointment, subject to his confirmation as willing to stand. Note: *Confirmation subsequently received.*

Agenda Item 6 Chief Executive's Update (including fire safety update)

Minute 328/17 Jonathan Card advised that updated Fire Risk Assessments had now been carried out at Burnhill House and Silver Court and minor remedial works were in hand. He advised that it was timely to look at longer term sustainability issues for these buildings. Shehla Husain stated that the safety regulations review was due to be published soon.

Minute 329/17 Anthony Mills asked about Foxley Hall being mentioned as a potential development site and said that this was the first he had heard of this. Jonathan Card stated that as previously reported, all sites had been appraised and that Foxley Hall had been identified by our development consultants as one of those worthy of further investigation. He confirmed that there were no definite programmes in place yet, and offered to share the current information with Anthony.

Minute 330/17 Jonathan Card confirmed that the Bromley Court Hotel had been booked for the Board Away Day on 10/11 November. He also advised that the management team had been invited to attend. He asked if, to firm up numbers, everyone could let Tracy Day know if they would be attending the Friday session, the Friday dinner, the Saturday sessions and whether they would be staying overnight.

Agenda item 7 Annual Declaration of Interest and Approval of Lists

Minute 331/17 Jonathan Card reminded all members that the declarations of interest should be returned by 14th September and handed to Tracy Day.

Minute 332/17 The Board **approved** the Approved List of Suppliers and Service Providers.

Agenda item 8 Company Seals

Minute 333/17 Andrew Shiatis asked for approval from the Board for the Association's seal to be affixed to the following documents:

- The new lease for Flat 4, 65 Elliott's Row
- The share certificates for the two newly elected Board members; Sheila Sackey and Lucy Worrall and,
- The JCT agreement in relation to the Kitchens at Burnhill.

Minute 334/17 It was noted that the lease for Flat 4, 65 Elliott's had already been signed in advance of a resolution by the board, as is allowed under the item 70 of the Delegated Authorities. It was also noted that the kitchen work for Burnhill was part of the approved budget for the year.

Minute 335/17 The Board **approved** these seals.

Agenda item 9 Any Other Business

Minute 336/17 Vivienne Astall asked the Board for authorisation to evict a tenant. Tenant 802197 is £2173.64 in arrears and is currently £643.25 outside of their court order. The tenant has a history of non-engagement and has failed to attend pre-arranged meetings.

Minute 337/17 The Board **approved** this eviction.

Agenda item 10 Date of next meeting

Minute 338/17 The next Board meeting will be held on Thursday 19th October 2017 starting at 6.15pm.

Minute 339/17 The meeting ended at 8.55pm