

Board meeting minutes

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

held on Thursday 25th January 2018 at 6.15 p.m.at

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

Board members in attendance Simone Bailey
Shehla Husain (Co-Vice-Chair)
Seema Jassi
Barry Luhmann
Julian Miles (Chair)
Sheila Sackey
Peter Voisey (Co-Vice-Chair)
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 05/18 There were no apologies for absence.

Minute 06/18 After enquiry there were no declarations of interest.

Minute 07/18 Health & Safety – there were no matters to note.

Agenda item 2 Minutes of the Board meeting held 19 October 2017: matters arising and actions

Minute 08/18 The Board approved the minutes from the board meeting held on 19 October 2017.

Matters Arising and Actions

Minute 09/18 The matters arising and actions were taken as read.

Agenda item 3 Strategic Plan

Minute 10/18 Niku Mawby from NTM Consultants presented the latest version of the strategic plan to the Board. She advised that this was a working document at this stage which showed the key objectives for the next 5 years and the operational objectives for the next 2 years, and that the aim was to present a final version at the March Board meeting.

Minute 11/18 Niku Mawby apologised for not being able to attend the Board Away Day last November 2017 and advised that she had received some good feedback on strategy from the Board members, the staff of Keniston and

also the Executive Team.

- Minute 12/18 It was noted that the installation of sprinklers at Burnhill House had not specifically been included within the strategic plan. Jonathan Card advised that a feasibility study on the whole of Burnhill House needed to be commissioned first in order to ascertain what other works may be required in relation to the scheme and what could be carried out at the same time. It was also noted that the FFT fire risk assessment report would be due at the end of January 2018 and any findings from this would also need to be taken into account. It was noted that Shehla Husain wanted more immediate action on this and felt that the sprinkler system should be installed as a matter of priority. **Action: Jonathan Card to give priority to commissioning a feasibility study on Burnhill House and prepare action plan for the Board.**
- Minute 13/18 Niku Mawby advised that it would be good practice to review the strategic plan document at least annually, but that it should also be reviewed following any significant changes within Keniston and the wider environment, for example government policy changes which might affect the sector. From the strategic plan, annual work plans would be created for the Chief Executive and for the Executive Team. The Chief Executive would provide updates in relation to the longer term objectives at each Board meeting. It was agreed that the strategic plan would also be reviewed annually as part of the Board awayday.
- Minute 14/18 Jonathan Card advised once the strategic plan had been finalised and approved, either a summary copy of the strategic plan or the full version, would be published for promotional purposes and that a copy of this would be made available on the Keniston website. It was noted that Shehla Husain felt the full version of Keniston's strategic plan should be published on the website. It was agreed that a decision would be taken once the plan had been finalised. **Action: Vivienne Astall to send a questionnaire on the strategic plan to the scrutiny panel for comments before finalisation.**
- Minute 15/18 Julian Miles thanked Niku Mawby for her report.
- Agenda item 4 Development Strategy**
- Minute 16/18 Jonathan Card presented the final version of the development strategy to the Board for their approval. He advised that the document would be useful in helping Keniston promote itself to various local authorities, especially in areas where Keniston already had stock, and that contact had been made with most of the authorities already.
- Minute 17/18 Jonathan Card advised that he would continue to provide updates on development opportunities within his report to the Board and that more regular updates would be provided once a particular development is started.
- Minute 18/18 The Board approved the development strategy subject to a few minor amendments.

Agenda item 5 Chief Executive's Report

- Minute 19/18 Jonathan Card presented his report to the Board. With regards to the potential stock transfer opportunity from Lambeth, he advised that the

council had now called a residents meeting, due for next week, regarding the future of the stock. It was noted that there were now 3 potential interested parties in this stock and that Lambeth had not yet communicated how the tender process would work.

Minute 20/18 Jonathan Card advised that he was meeting with the ward councillors regarding the infill sites on the Darrick Wood Estate and that a residents meeting and survey on the future of Darrick Wood would then be arranged.

Agenda Item 6 Finance Director's Report – including Asset & Liability update

Minute 21/18 Andrew Shiatis presented his report to the Board which summarised the results for the 9 months to 31 December 2017. He explained that the current year surplus of £1,355,880 included a profit of £456,000 in relation to the sale of flat 4, 65 Elliott's Row. The underlying results, however, were still ahead of budget and last year. He explained that the cash position was extremely good and that the 36 month cash flow forecast showed a very stable and strong underlying performance.

Minute 22/18 Andrew Shiatis advised the Board that discussions had been concluded with Dexia with regards to whether the current loan covenants needed to be amended or reworded to allow for the effects of significant FRS 102 adjustments which could potentially cause the organisation to inadvertently breach one or more of the existing loan covenants. It was noted that it had been agreed with Dexia that the covenants did not currently need changing but that they would be kept under review following any further significant accounting changes.

Minute 23/18 It was noted that John Flatman, one of Keniston's Finance Officers, who had been with the organisation for over 17 years, had now left and that Joanne Rooney had joined as his replacement.

Minute 24/18 Andrew Shiatis explained that the Asset and Liability register had been reviewed and updated as part of an annual exercise. He also advised the Board of the main changes made to the register as detailed in his paper.

Minute 25/18 Andrew Shiatis stated that the proposed purchase of the leasehold of 3 Nethewode Court had not been included in the 36 month cash flow due to timing differences between his report being written and Keniston's offer being accepted by the leaseholder. He explained that this purchase would not have a significant effect on the cash flow.

Agenda item 7 Housing Services Director's Report

Minute 26/18 Vivienne Astall presented her report to the Board. She advised that arrears had unfortunately increased over the Christmas period. She advised that it was now taking significantly more time to get eviction dates as several courts were merging or had merged and that this was causing a huge backlog of cases being heard. The Board enquired as to what more could be done to help reduce the arrears, Vivienne Astall advised that she was monitoring resources carefully on an ongoing basis. She stated that a review had recently been carried out regarding the income recovery procedures and processes and staff responsibilities had all been tightened up to ensure that actions were being taken quicker. Several tenants have

been advised to speak to a debt councillor but most seemed reluctant to do so.

Minute 27/18 Vivienne Astall advised that 6 tenants had attended a recent surgery run about the impact of Universal Credit and that several courses were being run in the next few weeks on budgeting and completion of Universal Credit forms. It was noted that a key concern from tenants was the potential lack of access to a computer.

Minute 28/18 It was noted that the downsizing incentive policy has now been written in line with feedback from residents and suggestions from the Board, and that this had been approved by the Management Team.

Minute 29/18 It was also noted that the scrutiny panel currently only has two members and that Vivienne Astall was actively looking for another resident to join.

Minute 30/18 Vivienne Astall presented papers to the Board detailing the circumstances around the rent arrears for 3 former tenants. After discussion it was agreed to write these arrears off.

Agenda item 8 Property Services Director's Report

Minute 31/18 Tony Coward presented his report to the Board. He advised that the stock reinvestment programme was proceeding in line with the plan. Any remaining stock reinvestment projects which had not yet been started would begin by the end of February 2018 and as such were expected to complete by the end of March 2018.

Minute 32/18 He advised that the resident satisfaction surveys were now also being sent out quicker using paper versions and text messaging and that this was resulting in some very positive feedback. In particular, results regarding cyclical decorations have seen a marked improvement.

Minute 33/18 Tony Coward thanked Simone Bailey for her input regarding the replacement of the communal lighting at Tarling Close to a LED system. This was significantly reducing electricity bills and had received good feedback from residents. TC would be looking to expand this to other schemes at Keniston.

Minute 34/18 Tony Coward advised that he had now received the completed feasibility study for the installation of a sprinkler system at Burnhill House. The consultants have confirmed that it is possible to specify a system that will extend to communal landings and individual flats. It was noted that the management team believed that this expenditure should form part of a wider consideration of the longer term investment needs for the building and that it was proposed to consider the need to install a sprinkler system in conjunction with emerging changes to building regulations and the Grenfell enquiry findings. This could then be included as part of a wider works delivery programme scope.

Minute 35/18 Tony Coward advised that unfortunately over the last year some properties had been vacated by residents in a very poor overall condition and as such Keniston's average void cost was currently quite high. It was noted that this did not reflect an overall trend in void costs. It was also noted that the year to date number of voids were down on last year and that total void costs were still within budget.

Agenda item 9 Governance Report

Minute 36/18 Jonathan Card presented the Governance report to the Board. He advised that the new rules for the Association, which had been approved at the Special General Meeting preceding this Board meeting, now needed to be formally registered with the FCA. He also highlighted various specific clauses within the rules for the Board's attention, for example it was noted that Board members would, going forward, be required to attend a minimum of 4 out of the 5 meetings a year unless granted permission for special leave. **Action: Jonathan Card to review options to help facilitate attendance at meetings, including conference calling for emergency purposes and also whether alternative venues might help.**

Minute 37/18 It was noted that arrangements were being made so that all Board appraisals could be completed by the end of March 2018.

Minute 38/18 Jonathan Card advised that the Board would need to think about recruiting up to 2 new members to the Board, particularly with skills in development and finance. It was agreed that this would be carried out with help from a recruitment agency. Simone Bailey, Shehla Husain, Julian Miles, Peter Voisey and Lucy Worrall, all volunteered to be a part of the recruitment panel subject to availability. It was also noted that since Julian Miles' board term was due to come to an end no later than September 2019, members should start to consider the succession process for the Chair.

Minute 39/18 Jonathan Card presented the following documents for approval by the Board:

- The revised Board Terms of Reference
- The revised Complaints Panel Terms of Reference
- The revised role profiles for the Chair, Chair of Audit & Risk, and Board members

The documents were reviewed and approved.

Minute 40/18 It was noted that the delegated authorities had previously been reviewed and amended at the September 2017 Board meeting. Jonathan Card advised the Board that the Governance working group at its meeting in December gave more consideration to delegations in relation to approval of policies. Some policies including those related to governance, delegations, finance, treasury and risk would still be reserved for Board approval. In relation to operational policies the group proposed that the appropriate role for the Board would be to agree the principles of the policy but not the detailed wording. Updating of other existing policies did not require Board approval unless there was a significant change in policy direction. This approach would be set out in the next review of the Delegated Authorities policy. Directors' reports would provide summary updates on what policies had been reviewed and approved by the management team.

Agenda item 10 Data Protection Update & Policy

Minute 41/18 Andrew Shiatis presented his report to the Board, which set out a summary of the work which had been done and was continuing in order to help bring the Association towards compliance with the new GDPR. He highlighted some of the key risks and issues which the Association currently faced and the work which had been done around this. It was noted that Andrew Shiatis would act as the Data Protection Officer for the Association and that the

Internal Auditors had been asked to include a review Data Protection compliance as part of their 2018/19 audit programme.

Minute 42/18 Andrew Shiatis explained that as part of the work done, the Data Protection policy had been updated and agreed by the Management Team. This was presented for Board approval.

Minute 43/18 Subject to a few noted amendments and additional comments which Andrew Shiatis would ensure were being captured with the Data Protection procedures, including timeframes for staff to report data breaches to the DPO and for the DPO to report to the ICO within the policy and also to amend staff training to include refresher training, the policy was approved by the Board.

Agenda item 11 Ratification of Urgency Panel decisions
- Internal Audit contract
- Purchase of 3 Nethewode Court

Minute 44/18 Jonathan Card presented this report to the Board. He advised that new internal auditors, TIAA, the Internal Audit Association, had now been appointed to replace Service Matters for 2018/19 and that the purchase of 3 Nethewode Court had been agreed in principal.

Agenda item 12 Company Seals

Minute 45/18 Andrew Shiatis presented a copy of the new rules for the Association, which had been approved by the Shareholders at the Special General Meeting held prior to this Board meeting. It was agreed that these rules would be signed under seal and registered with the FCA.

Agenda item 13 Any Other Business

Minute 46/18 Jonathan Card present his paper on the available options for flat 3, Elliott's Row, advising that Southwark council would be returning the keys for the flat to Keniston within the next few days. It was noted that the 3 other flats within the building were all leasehold. After discussion, the Board agreed that the best option for the Association was to sell the leasehold for the flat and look towards selling the freehold for the property.

Agenda item 14 Date of next meetings

Minute 48/18 The next Audit & Risk Committee meeting will be held on Thursday 22nd February 2018 at 6.15pm.

Minute 49/18 The next Board meeting will be held on Thursday 22nd March 2018 starting at 6.15pm.

Minute 50/18 The meeting ended at 9.08pm