

**Northwards Housing - ALMO Board Meeting  
Board Room, Hexagon Tower**

**10 November 2015 at 6:15pm**

**Chair: Robin Lawler (Items 2,3 and 4), Sue Abbott**

|                      |   |  |
|----------------------|---|--|
| <b>Present</b>       | Sue Abbott (SA)<br>Hilary Vaughan (HV)<br>Sandra Collins (SC)<br>Fiona Sharkey (FS)<br>Sharon Thomas (ST)<br>Val Edwards (VE)<br>Noel Sharpe (NS)<br>Paula Appleby (PA)<br>Olusegun Ogunbambo (OO)<br>Guy Johnson (GJ)) | Board Member (Chair)<br>Board Member (Vice Chair)<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member<br>Board Member  |
| <b>In Attendance</b> | Robin Lawler (RL)<br>Stephen Brown (SB)<br>Mike Stevens (MS)<br>Steve Finegan (SF)<br><br>Tara Kelly (TK)<br>Larry Patrick (LP)   | Chief Executive<br>Director of Business Services<br>Director of Neighbourhood Services<br>Head of Business Effectiveness and Communications<br>Governance Support Manager (Minutes)<br>Procurement Director, MCC<br>(part meeting) |

| ITEM     | SUBJECT  | ACTION |
|----------|--|--------|
|          | <b>CONFIDENTIAL ITEMS</b>  |        |
| <b>1</b> | <b>CHAIRS ITEMS</b><br><br><b>Remuneration Panel Update (Confidential – Board only)</b><br><br>Please see Board Only Confidential Minutes.   |        |
| <b>2</b> | <b>Welcome and Introductions</b><br><br>RL welcomed everyone to the meeting. TK informed members that OO was caught up in traffic and would be late to the meeting.<br><br>RL introduced PA and SC as the new Council Board Members.<br><br><b>Confirm Quorum</b><br><br>The meeting was confirmed as quorate. |        |
| <b>3</b> | <b>Apologies for Absence</b><br><br>Naeem Ul Hassan, Paul Moran, Mark Leach  |        |
| <b>4</b> | <b>Appointment of Board Chair / Vice Chair</b><br><br>RL confirmed that, in line with good governance practices, Northwards reviews the position of Board Chair and Vice Chair on  |        |

|          |  |  |
|----------|--|--|
|          | <p>an annual basis.</p> <p>RL confirmed that he sent an e-mail to all Tenant Board Members asking them to express an interest in the position of Board Chair by 30 October 2015. All Board Members were also invited to express their interest in the role of Board Vice Chair by 30 October 2015.</p> <p>RL informed the Board that as of the closing date, only Sue Abbott had expressed an interest in the role of Board Chair and Hilary Vaughan in the role of Board Vice Chair. As such, RL recommended that the Board to approve the re-appointments as recommended in the report.</p> <p><b>The Board:</b></p> <ul style="list-style-type: none"> <li>• <b>Approved the re-appointment of Sue Abbott as Board Chair</b></li> <li>• <b>Approved the re-appointment of Hilary Vaughan as Board Vice Chair</b></li> </ul> |  |
| <b>5</b> | <p><b>Declaration of Interests / Confidential Matters / Requests to un-star information items</b></p> <p>HV declared an interest in Item 7b 'R&amp;M Re-Procurement' citing a business relationship with Wates Living Space.</p>   |  |
| <b>6</b> | <p><b>MINUTES OF PREVIOUS MEETINGS</b></p> <p><b>a</b></p> <p><b>Board 15 September 2015 (Confidential)</b></p> <p>Please see confidential minutes.</p> <p><b>b</b></p> <p><b>Confidential Matters Arising</b></p> <p>Please see confidential minutes.</p>   |  |
| <b>7</b> | <p><b>RELATIONS WITH THE COUNCIL</b></p> <p><b>a</b></p> <p><b>Management Fee Negotiations</b></p> <p>Please see confidential minutes.</p> <p><b>OO joined the meeting at 7.10pm.</b></p> <p><b>b</b></p> <p><b>R&amp;M Re-Procurement Update</b></p> <p>Please see confidential minutes.</p> <p><b>LP left the meeting at 7.25 pm.</b></p>  |  |
| <b>8</b> | <p><b>GOVERNANCE</b></p> <p><b>a</b></p> <p><b>Tenant Board Member Recruitment</b></p> <p>Please see confidential minutes.</p>   |  |
|          | <b>NON CONFIDENTIAL ITEMS</b>  |  |
| <b>9</b> | <b>MINUTES OF PREVIOUS MEETINGS</b>  |  |

|                                  |  |   |
|----------------------------------|--|---|
| <p><b>a</b></p>                  | <p><b>Board 15 September 2015</b></p> <p>HV pointed out an error on Item 10e 'Welfare Reform' – the date should read Qtr 1 2015/16. TK to amend.</p> <p>The minutes of the meeting held on 15 September 2015 were approved.</p>  | <p><b>TK</b></p>                        |
| <p><b>b</b></p>                  | <p><b>Northwards AGM 13 October 2015</b></p> <p>The Board noted the minutes of Northwards AGM held on 13 October 2015. TK confirmed that the Member will be asked to approve the minutes at Northwards' AGM 2016.</p> <p><b>Matters Arising</b></p> <p>There were no matters arising.</p>  |   |
| <p><b>10</b></p> <p><b>a</b></p> | <p><b>CHAIRS ITEMS</b></p> <p><b>NFA Chairs and Board Members Event</b></p> <p>SA and HV provided feedback on the conference they attended on 5 November 2015.</p> <p>SA said the key points they picked up were around involving your MP, and making Away Days more discussion based. RL said this will be considered in February when planning the agenda for the Away Day in April 2016.</p> <p>HV suggested invited Northwards local MPs to the Northwards Birthday Party. TK to action.</p> <p>HV said that it was also recommended to engage with tenants in discussions on ways to make savings, and suggested this is something Tenants' View could be involved in. RL said that Northwards has previously used the Annual Business Planning events for this, but in recent years this has been difficult due to the late settlement of the Management Fee.</p> <p>SA and HV will send the slides from the conference to TK to share with all Board Members.</p> | <p><b>TK</b></p> <p><b>SA/HV/TK</b></p> |
| <p><b>b</b></p>                  | <p><b>Investors In People (IIP) Accreditation</b></p> <p>SA confirmed that Northwards had achieved Gold in Investors In People.</p>  |   |
| <p><b>c</b></p>                  | <p><b>Northwards' 10<sup>th</sup> Birthday Party – 9 December 2015</b></p> <p>SA informed the Board that Northwards is having a party for tenants to celebrate its 10<sup>th</sup> Birthday. The party is being held from 6-9pm at the Irish Centre, Queen's Road on Wednesday 9 December.</p>   |   |

|           |  |  |
|-----------|--|--|
|           | TK shared flyers with details of the event and confirmed that all Members were invited to attend.  |  |
| <b>11</b> | <b>STRATEGIC AND PERFORMANCE</b>   |  |
| <b>a</b>  | <p><b>Quarter 2 Corporate Performance</b></p> <p>SF presented the corporate performance update for Qtr 2 2015/16.</p> <p>SF confirmed that performance continued to be good. He asked members to note that the new internal auditors, TIAA, recommended that CGAS01 'Gas Safety % of Homes with Valid Safety Certificate' should come to every Board meeting as well as Operations Sub-Committee.</p> <p>SF also highlighted that the auditors ask Northwards to make it clear that NHL203 'Customer Service Centre Satisfaction' is reporting figures based on a small sample of tenants. However, SF confirmed that satisfaction figures are consistent with rates reported through Northwards biennial customer satisfaction surveys.</p> <p>SC asked what the definition of a 'non-decent' home would be. SF advised that it is a term used in relation to the decent homes standard, a government initiative which funded the installation of new kitchens, bathrooms, windows etc for social housing properties. RL confirmed that non-decent relates to the need to replace components at the end of their life cycle.</p> <p>PA asked whether there are detailed analyses of complaints received to determine trends. MS confirmed that complaints are monitored by Operations Sub-Committee and that managers provide more detailed reports on the nature of complaints.</p> <p><b>The Board noted the Corporate Performance Qtr 2 2015/16.</b></p> |  |
| <b>b</b>  | <p><b>Digital First Strategy</b></p> <p>SF presented Northwards' new Digital First Strategy. SF explained that the strategy replaces Northwards' Digital Inclusion Strategy, and that a report on the findings of work carried out as part of Northwards' action around digital inclusion will be presented to the Board in 2016.</p> <p>SF explained that the Digital First Strategy extends the focus across the whole business, with emphasis on the development of on-line services. SF commented that the strategy can only be successful if work is integrated across all areas of Northwards.</p> <p>SF gave an overview of the four main elements of the Digital First Strategy. SF asked the Board to note that encouraging channel shift is not just about reducing costs, but also providing the best possible customer service.</p>  |  |

|                 |   |                                   |
|-----------------|---|-----------------------------------|
|                 | <p>HV asked what Northwards aims to achieve from the strategy, and whether there would be an accompanying action plan. SF said that there are ways to demonstrate the impact of the strategy, for example through Call Centre performance and access to on-line services. SF stressed that the change to on-line services can only be done when the service is excellent. Northwards is currently waiting on implementation of Phase 2 of the website before this can be fully developed.</p> <p>FS echoed concerns about the need to measure success, and for the Board to have a full understanding of the costs/benefits when changing the ways tenants access our services. NS agreed and said it would be useful to know costs per head etc. SF said he would include this in the feedback report from the Digital Inclusion Strategy.</p> <p>NS also suggested that Northwards could use the 'extra' resources within the Call Centre to survey tenants on their experiences and gather more intelligence.</p> <p>VE agreed that Northwards must make the option for going on-line the best service, otherwise people will continue to use the telephone as the service at present is highly rated.</p> <p><b>The Board approved the implementation of the Digital First Strategy 2015-17, and requested a report on progress during 2016.</b></p> <p><b>c Risk Management Report</b></p> <p>SF presented the Risk Management report, explaining that the last regular update to the Board was in May 2015.</p> <p>SF gave an overview of how risks are reported for the benefits of the new Board Members, and undertook to e-mail them the Risk Management Guidance.</p> <p>SF commented that, unsurprisingly, the high risk areas at present are financial. SF said that ICT also remains high risk as a result of the re-procurement of systems.</p> <p>HV asked whether succession planning should be covered in RR08 Governance. SF confirmed that this would be one of the underlying risks. HV also noted that the Board is due to have a training exercise on Business Continuity. RL confirmed that TK is drawing up the Board Training Plan for 2016 and that this will be included.</p> <p><b>The Board noted the update.</b></p> |                                   |
| <p><b>d</b></p> | <p><b>Welfare Reform Update</b></p> <p>SB presented an update on behalf of Tracy Langton. SB confirmed that there had been no significant changes since the last update to</p>  | <p><b>SF</b></p> <p><b>TK</b></p> |

|                                  |   |  |
|----------------------------------|---|--|
|                                  | <p>the Board, and that the problems with DWP referencing payments still persists.</p> <p>RL commented that a big resourcing issue remains in relation to managing demands of support to negotiate Universal Credit and delayed payments. RL confirmed that the Council has built in more debt provision within their business plan.</p> <p>SB said that, while Northwards has been successful in helping tenants access Discretionary Housing Payments, this is now in a downward trend due to the amount of money that is now available to be recouped. SB asked the Board to note that this is a risk going forward.</p> <p>SC asked about the Council's capacity to help resource Money Advice surgeries. RL confirmed that places such as the Citizens Advice are currently receiving funding cuts, and Northwards can only respond to an increased demand if the Council provides more resources to do so.</p> <p><b>The Board noted the update.</b></p> |  |
| <p><b>12</b></p> <p><b>a</b></p> | <p><b>FINANCIAL</b></p> <p><b>Yes Annual Accounts</b></p> <p>RL presented Yes Annual Accounts to the Board. RL confirmed that as a wholly owned subsidiary, Northwards is responsible for approving Yes' accounts.</p> <p>RL informed the Board that he attended the Yes AGM on Thursday 10 September 2015 to represent Northwards as Member. RL said that he approved the Yes accounts, subject to the final Tax Computation.</p> <p>RL asked the Board to note that the Yes accounts have not been through formal auditing procedures as there is no requirement to do so due to the level of turnover. RL confirmed that the Tax Computation has now been finalised and submitted by Grant Thornton LLP.</p> <p>RL asked the Board to note that he had approved the Yes accounts on behalf of Northwards as member.</p> <p><b>The Board noted the approval of Yes Annual Accounts.</b></p>   |  |
| <p><b>13</b></p> <p><b>a</b></p> | <p><b>RELATIONS WITH THE COUNCIL</b></p> <p><b>CIVICA Replacement Update</b></p> <p>SB confirmed that a decision on the tender is expected within the next two weeks. SB said that, if it is the current frontrunner that is successful, then Northwards will be reasonably content with the decision.</p>  |  |

|  |   |  |
|--|---|--|
|  | <p>SB confirmed that a detailed report will be presented to Resources Sub-Committee.</p> <p><b>The Board noted the update.</b></p> <p><b>b PV Programme</b></p> <p>RL presented a report on the installation of solar photovoltaic (PV) systems on Northwards' properties.</p> <p>RL explained that Northwards has been in discussion with the Council for about a year to agree a way forward for the installation of more PV panels. RL informed Members that proposed reductions to FiT in January 2016 could mean that installations after this time would be financially unviable.</p> <p>Northwards, in consultation with Procure Plus, submitted a proposal to the Council in September 2015, and it was agreed that panels should be installed on up to 1,400 properties by the end of December 2015. RL said, however, that if FiT reductions do not occur there is still potential to complete a further 3,000 installations.</p> <p>RL informed Members that following a 'mini competition' by Procure Plus, orders were placed with five companies to deliver the works. In order to maximise the number and systems installed, a set of criteria was drawn to select properties to be included in the scheme.</p> <p>RL confirmed that the first panels had been successfully installed in week commencing 2 November 2015, and that Northwards has entered into an initial 12 month contract for an on-line metering facility to monitor how the systems are working.</p> <p><b>The Board noted the update.</b></p> |  |
| <p><b>14</b></p> <p><b>a</b></p> <p><b>b</b></p> | <p><b>GOVERNANCE</b></p> <p><b>Memorandum and Articles</b></p> <p>SB informed the Board that the written resolution seeking approval for updates to Northwards' Memorandum and Articles of Association has now been signed by Sir Howard Bernstein.</p> <p>SB said that the Memorandum and Articles have now been sent to Northwards' solicitors who will submit them with Companies House.</p> <p><b>The Board noted the update.</b></p> <p><b>Board Pay Review</b></p> <p>SB commented that, in line with good governance practices, the Board should review its approach to the remuneration of its Members at least every three years. SB said that the last review was in 2012, and that the Board is therefore asked to consider this matter again.</p>   |  |

|   |   |    |
|---|---|----|
|   | <p>NS said that, considering the trend in the sector for paying Board Members, it is timely for Northwards to consider this and make an informed decision on its approach. VE agreed and said that, while she has no desire to see Board Members being paid, she would like Northwards to consider the payment of the Board Chair.</p> <p>RL said that he will meet with SB and TK to scope out the review, and that TK would assist the Board to establish a panel to consider this further.</p> <p><b>The Board agreed to explore the payment of its Members and the Board Chair, and asked the Governance Support Manager to assist them to establish a remuneration panel to carry out the review.</b></p> <p><b>Review of Standing Orders / Board Member and Chair Role Descriptions</b></p> <p>TK reminded Members that the Standing Orders, the Board Member Role Description and the Board Chair Role Description had been reviewed as part of the Board Governance Session in August 2015. TK said that this report was to seek formal approval for the suggested amends and additions to these documents.</p> <p>HV queried whether the Board had previously agreed to a set membership for the Remuneration panel. TK agreed to investigate and amend as appropriate.</p> <p>TK advised the Board that at present urgent actions require approval from both the Chair and one other Board Member. TK asked whether the Board wish to amend this to allow Chair's only actions. The Board agreed.</p> <p><b>The Board approved the updated Standing Orders, subject to the suggested amendment on the membership of the Remuneration Panel and the inclusion of a 'Chairs Action'. The Board also approved the updates to the Board Member and Board Chair Role Descriptions.</b></p> | TK |
| c | <p><b>Board Appraisals and Skills Matrix</b></p> <p>TK confirmed that all Board Member and Co-optee appraisals had been completed for 2015. TK informed members that she has reviewed the learning and development needs of each member, and that she will be contacting everyone individually to agree their personal development plans.</p> <p>TK also presented the Board Skills Matrix which had been compiled following this year's appraisals exercise. The Matrix highlighted that the Board is skilled in most of the key skills and knowledge areas. Some areas, such as Risk Appraisal and Finance, were identified as potential areas for further development. TK confirmed that new</p>   | TK |
| d |   |    |

|          |  |                                      |
|----------|--|--------------------------------------|
| <p>e</p> | <p>Board Members will be asked to complete the Skills Analysis Questionnaire and the overall Skills Matrix will be updated accordingly.</p> <p>RL said that areas identified for all Member development will be included in the Board Training Plan for next year, and that TK will present this for approval at the Board meeting in January 2016.</p> <p><b>The Board noted the learning and development needs highlighted through the Board appraisals for 2015, and in the Board Skills Matrix.</b></p> <p><b>Sub-Committee Membership Review</b></p> <p>RL and SA presented the proposed membership for sub-committees following Northwards' AGM 2015.</p> <p>FS said she was happy to join Resources Sub-Committee, but requested that the meeting was held on a Wednesday rather than a Tuesday. NS said that Wednesday's would also be more suitable for her to attend. The Board agreed to move the day of Resources meetings.</p> <p><b>The Board approved the Sub-Committee Membership.</b></p> | <p><b>OO/PA/SC</b></p>               |
| <p>f</p> | <p><b>Meeting Dates 2016</b></p> <p>TK presented the proposed meeting dates for Board and Sub-Committees in 2016. TK agreed to amend the dates of the Resources Sub-Committee so that it meets on a Wednesday.</p> <p>TK asked members to note that the dates for Horizons Group have not as yet been confirmed. These will be agreed once Greig Lees returns to work. HV expressed concern the Horizons had not meet in several months. RL confirmed that a meeting will be organised early in the new year.</p> <p><b>The Board approved the meeting dates for 2016.</b></p>   | <p><b>TK</b></p> <p><b>RL/GL</b></p> |
| <p>g</p> | <p><b>Board Leads Review</b></p> <p>TK reminded members that the Board reviews its Board Lead roles on an annual basis. TK said that there are Board Leads for Value for Money, Health and Safety, Equality and Diversity, and Safeguarding.</p> <p><b>The Board asked TK to email members to seek interest in the roles, and to confirm the new leads at January Board.</b></p>   | <p><b>TK</b></p>                     |
| <p>h</p> | <p><b>Register of Interests – Annual Return</b></p> <p>TK tabled the declaration of interest forms and asked all Members to complete them and return them to her.</p>  | <p><b>ALL</b></p>                    |

|           |  |            |
|-----------|--|------------|
| <b>I</b>  | <b>E&amp;D Monitoring – Annual Return</b><br><br>TK tabled Equality and Diversity monitoring forms and asked all Members to complete them and return them to her.  | <b>ALL</b> |
| <b>15</b> | <b>INVOLVEMENT OF RESIDENTS</b>  |            |
| <b>a</b>  | <b>Tenants’ View Update</b><br><br>SB informed the Board that Tenants’ View has recently commenced a scrutiny exercise on the effectiveness of surveying service inspections. A report is expected to be presented to the Board in March 2016.<br><br><b>The Board noted the update.</b> |            |
| <b>16</b> | <b>RESOURCES</b><br><br>No meetings since last Board.  |            |
| <b>17</b> | <b>OPERATIONS</b><br><br><b>16 September 2015</b><br><br>The Board approved the minutes of the meeting held on 16 September 2015, subject to Sub-Committee approval.   |            |
| <b>18</b> | <b>AUDIT</b><br><br>No meetings since last Board.  |            |
| <b>19</b> | <b>HORIZONS GROUP</b><br><br>No meetings since last Board.   |            |
| <b>20</b> | <b>BOARD ROLLING AGENDA</b><br><br>Tenants’ View Scrutiny on the effectiveness of surveying service inspection – March 2016.   |            |
| <b>21</b> | <b>AOB</b><br><br>There were no other items of business.   |            |
|           | <b>Date of Next Meeting</b><br><br>Tuesday 8 December 2015, Carbon Literacy Training, Hexagon Tower Board Room, 6.00pm – 8.00pm<br><br>Tuesday 26 January 2016, Hexagon Tower Board Room, 6.30pm – 8.30pm  |            |
|           | <b>End of Meeting</b><br>SA thanked everyone and closed the meeting at 8.45pm  |            |