**Northamptonshire Partnership Homes Limited**

Company No: 09019453 Registered Address: The Guildhall, St Giles Square Northampton NN1 1DE

**Minutes and Actions**

**16th August 2023 Board Meeting**

*Lee Room, Westbridge Depot, St James Mill Road, Northampton NN5 5JW*

*And Teams.*

**Present**

**Board Members:**

Andrew Woods (AHW) *Chair*, John Connolly (JC) *Vice Chair,* Andrew Kilbride (AK),

Bob Purser (BP), Chris Webb (CAW), Godfrey Kanengoni (GK), Nigel Hinch (NH), Rakesh Thakarar (RT), Rebecca Peck (RP)

**Officers:**

Steve Feast (SF), Dale Robertson (DR), Julie Petrie (JP), Linda Cherrington (LC), Olukunle Olujide (OO), Lisa Ellis (LE) *minutes*

**Apologies:**

Chris Deery (CD), Clare Whitehead (CLW), Jane Carr (JCa) WNC

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **Minutes and Actions** | | | | | | | | | |
| **Meeting Commenced: 18:00** | | | | | | | | | |
| **Item 1** | | **Standing Items** | | | | | **Action** | | |
| **Item 1.1: Welcome and apologies** | | | | | | | | | |
| 1.1 | | The Chair welcomed all to the meeting. Apologies were noted as above. | | | | |  | | |
| **Item 1.2: Declaration of interests** | | | | | | | | | |
| 1.2 | | None | | | | |  | | |
| **Item 1.3: Minutes of last meeting** | | | | | | | | | |
| 1.3 | | **Minutes of the Board meeting held on 21st June 2023 were approved by the Board.** | | | | |  | | |
| **Item 1.4: Matters arising** | | | | | | | | | |
| 1.4 | | None | | | | |  | | |
| **Item 1.5: Mission, Vision and Values** | | | | | | | | | |
| 1.5 | | Mission, Vision, and Values were acknowledged in the meeting. The Chair highlighted “we improve lives by sharing a common purpose” | | | | |  | | |
| **Item 2** | | **For Decision** | | | | | | | |
| **Item 2.1: Annual Review of Committee Membership** | | | | | | | | | |
| 2.1 | | The report was presented and taken as read.  It was noted that a new vice-chair will need to be appointed as the current vice-chair has reached the maximum number of terms so will stand down at the close of the AGM in October 2023.  It was confirmed that a Council appointed director can act as vice-chair. The frequency of change to Council appointed directors was noted as an issue that could affect continuity.  A number of directors expressed an interest in becoming vice-chair.  The rationale for the Audit and Risk committee appointments was discussed and it was agreed that the current membership would be reviewed in light of directors workloads.  The Board noted that the current Terms of Reference state 6 Board Members are needed for each committee and as Audit and Risk currently have 5 Board members and 1 co-optee it does not meet the requirements of the Terms of Reference. Therefore, an additional Board member has been added effective from the October AGM. There are an equal number of Independent, Tenant and Council Appointed Board Members on each committee.  A discussion was held on whether the committee Terms of Reference and committee membership should be amended.  It was noted that the assessment by an external specialist against the chosen code of governance will include a review of the committees.  **The Board:**   * **Confirmed membership for committees and appointments of Committee Chairs.** * **Agreed that a Vice Chair to the Board would be appointed at the October 2023 Board Meeting** | | | | |  | | |
| **Item 2.2: NPH Code of Governance** | | | | | | | | | |
| 2.2 | | | The report was taken as read.  The rationale for adopting a code of governance was discussed.  The Board noted that as an organisation that is funded by public sector funding, NPH should be demonstrating a high standard of service and it is therefore recommended that NPH adopt an appropriate code of governance.  The Board discussed the different options and agreed that the National Housing Federation (NHF) Code of Governance 2020 would be the most suitable.  The need to appoint an external consultant or use internal resources to conduct a gap analysis against the chosen code and formulate an action plan were discussed. The benefits of both were considered and it was agreed that an external consultant would provide a fresh review of NPH governance and bring a different perspective than an internal person or audit would do.  The Board agreed that aspiring to a higher standard would fit in with the increasing regulation standards requirements from April 2024. It was acknowledged that NPH will need to provide assurance to West Northamptonshire Council (WNC) that it is meeting the relevant parts of the new standards and that good governance is essential to ensure compliance.  **Action:** SF to lead on the appointment of an external consultant to undertake the assessment of NPH’s governance against the NHF code and develop a Board Development Plan.  **The Board:**   * **Approved the adoption of the NHF Code of Governance 2020, subject to,** * **Engagement of an external specialist to undertake an assessment of NPH’s governance against the NHF code and develop a Board Development Plan.** | | | |  | | |
| **Item 2.3: NPH Risk Management Strategy Review 2023-26** | | | | | | | | | |
| 2.3 | | The report was taken as read.  The Board considered the Risk Management Strategy including the amendments, changes to approach and action plan.  The Board asked how the new policy will be communicated across the organisation. It was confirmed that the new policy will be uploaded to the intranet and an internal communication sent to staff. It will also be available on the strategy bookcase and on the Convene document library for Board.  **The Board approved the updated Risk Management Strategy 2023-26** | | | | |  | | |
| **Item 2.4: Contract for Garage Infill Sites (Lot 2)** | | | | | | | | | |
| 2.4 | | The report was taken as read.  The Board discussed the recommendation to approve the award of a JCT 2016 Design and Build Contract to A. Ainge & Sons Ltd for the construction of 18 new homes at Garage Infill Sites across Northampton.  The Board queried what the mix of house types would be for these developments.  The following mix was advised:  Montague Crescent – 3 x 2 bed 3 person Bungalows/ 3 x 4 bed 6 person Houses/ 2 x 3 bed 5 person Houses = 8 properties  Ringway – 6 x 4 bed 6 person Houses = 6 properties  Stanley Road – 3 x 3 bed 5 person houses – 3 properties  Wessex Way – 1 x 4 bed 6 person houses = 1 property  Total = 18 properties over 4 development sites    The Board queried whether the lead in period of 8 weeks is achievable and noted that the contractor is local.  It was confirmed that the contractor will take 8 weeks to mobilise once the contract has been signed and that NPH endeavour to support local businesses.  The Board queried if electric car charge points and Photovoltaic panels will be included in these developments.  It was confirmed that electric car charge points will be included.  **Action:** OO to confirm if Photovoltaic panels will be included in the Garage Infill Sites (Lot 2) developments.  The Board queried whether there is enough head room built into the budget to accommodate future cost increases. It was confirmed that there is a contingency of between 5% and 10% to allow for construction cost increases. The Design and Build contract mitigates cost increases as the risk sits with the contractor rather than NPH. A robust set of requirements have been built into the contract and it is not expected that there will be major variations.  A discussion was held on the density of houses that are achievable for different types of sites. It was noted that the Local Authority Planning Policy is key as this drives the density and type of development allowed for each individual site. It is impossible to give a definitive number as each piece of land has many variables attached.  **The Board** **approved use of the common seal and delegated authority to two Board members to sign a JCT 2016 Design and Build Contract for the design and construction of 18 homes with A Ainge & Sons Ltd, for the sum of £4,581,487.** | | | | |  | | |
| **Item 2.5** | | **Modern Slavery Statement 2023-2024** *annual review* | | | | | | | |
| 2.5 | | The report was taken as read.  The Board noted that the Home Office have changed the parameters on reporting, now requiring the statement to align to the financial year of the organisation.  **The Board approved the NPH Modern Slavery Statement 2023/2024** | | | | |  | | |
| **Item 3** | | **For Decision**  **Recommended by Committee** | | | | | | | |
| **Item 3.1: Final Consolidated Financial Statements & Going Concern Review** | | | | | | | | | |
| 3.1 | | The Board were presented with the final consolidated statements for the year ended 31 March 2023, together with the Going Concern Review and Letter of Representation.  The Board were advised that the external audit has now been concluded and the audit completion report from Mazars was presented. The Board noted the treatment of the recorded pension asset following the triennial valuation.  The pension asset has been removed showing a nil value in the balance sheet (liability and reserves). Additional information has been provided in the accounting policies, reserves and retirement benefits note in addition to the narrative in the Directors report.  The Board noted the adjustment for the Westbridge lease under IFRS 16 as the consolidated accounts reflect the prior year adjustment for the recognition of the full 9-year lease for Westbridge as of 31 March 2022. The in-year acceleration of depreciation included in the 2022/23 financial statements reflects the impact on the original lease conditions relating to alternative premises being sought for NPH by the leaseholder, West Northamptonshire Council (WNC).  The Letter of Representation lists Andrew Weatherill under the Directors’ emoluments but does not stipulate that he is a Co-Optee not a Board director.  **Action**: LC to raise with the auditors whether Andrew Weatherill should be listed as a Co-Optee in the Letter of Representation as he is not a member of the Board.    **The Board:**   * **Noted the performance for the year and the Going Concern position** * **Approved the Consolidated Financial Statements** * **Delegated authority to the Chair to sign the accounts on behalf of the Board** * **Delegated authority to the Chair to sign the Letter of Representation on behalf of the Board** | | | | |  | | |
| **Item 3.2: Appointment of External Auditors** | | | | | | | | | |
| 3.2 | | The report was taken as read.  The formal tender was processed through the Constellia framework, and seven local and national audit providers were approached and encouraged to submit tenders. For various reasons detailed in the report, only one provider completed a submission, however this was still processed fully with scoring and moderation. The appointment by Mazars of a new Audit Manager and Audit Partner ensures independence is maintained.  **The Board:**   * **Approved the recommendation to appoint Mazars as external Audit service providers for an initial term of 3 years, with a potential extension for a further 2 years, with a start date of 01 November 2023. This appointment will also be confirmed with the member at the AGM on 13 October 2023** | | | | |  | | |
| **Item 3.3: VFM Statement** | | | | | | | | | |
| 3.3 | | The report was taken as read.  The Board noted how the impending changes from the RSH would impact the recording of VfM in the future in future. NPH continue to experience delays in securing financial information used to support metric calculations as the statutory accounts for WNC remain outstanding. It is planned that both 2021/22 and 2022/23 accounts will be completed this financial year, removing this issue in the future.  **The Board:**   * **Noted the content of the report, discussed the proposed VfM statement and approved for publication via the NPH website** | | | | |  | | |
| **Item 3.4: Health, Safety and Wellbeing Policy** | | | | | | | | | |
| 3.4 | | The report was taken as read.  The Board noted that minor changes have been made to update the policy including renaming to Northamptonshire Partnership Homes and the change of Chief Executive.    **The Board:**   * **Noted the contents of the report** * **Approved the NPH Health and Safety Policy** * **Approved moving to a two-year cycle of review** | | | | | | |  |
| **Item 3.5: Q1 Strategic Risk Register Review and Sources of Assurance** | | | | | | | | | |
| 3.5 | | The report was taken as read.  The Board discussed the implications of the new ‘cost of living increases’ risk. The Board noted the mitigating actions and controls and reflected that the report contains a good level of detail.  **The Board:**   * **Noted the updates to the strategic risks and approved the recommendation from Committee to approve the addition of a new Strategic Risk Strategic Risk *2a ‘Cost of living increases (NPH)’*** * **Were assured that the current Strategic Risks identified are being appropriately managed, where possible and where within NPH’s control** | | | | | |  | |
| **Item 3.6: Q1 Performance Report** | | | | | | | | | |
| 3.6 | | The report was taken as read.  The Board were updated on the proposed change to TRAV02 ‘Percentage of Service Charge collected for traveller site’ that was introduced to the measure set for 2023/24. Following a review of the data collection methodology, it is proposed that this is discontinued as the existing TRAV01 ‘Percentage of Rent collected for traveller sites’ is a measure of rent and service charges collected as a percentage of rent and service charges due. It is further proposed to change the name of TRAV01 to reflect this to % Rent and service charges collected for traveller sites (ex arrears b/f).  A discussion was held on the reasons for the increase in rent arrears, including system issues, cost of living impact and staff vacancies. Work is on-going with WNC to ensure all payments received are posted efficiently in the system. A recruitment process is in place to recruit to the vacant posts.  **The Board:**   * **Noted the contents of the report detailing performance for this period and associated actions and,** * **Noted that a Performance Management Framework Review will be carried out that will result in a change to the measures currently reported to Board from the current corporate KPI measures set, to reflect the needs of the business and ensure accountability and oversight by the appropriate levels of NPH’s Governance structure.** * **Approved the discontinuation of the measure TRAV02 and for NPH to liaise with WNC to agree its removal from the Management Agreement KPI suite.** | | | | |  | | |
| **Item 4** | | **For Information** | | | | | | | |
| **Item 4.1: Gender Pay Gap 2023** | | | | | | | | | |
| 4.1 | | The report was taken as read.  The Board noted that the results demonstrate that there is not a gender pay gap at NPH.  **The Board noted the contents of the report.** | | | | |  | | |
| **Item 4.2: Q1 Finance Report** | | | | | | | | | |
| 4.2 | | The report was taken as read.  The Board discussed the major and minor voids and acknowledged the active management of these areas.  LC left meeting at 18:45  **The Board noted the contents of the report.** | | | | |  | | |
| **Item 4.3: Complaints Annual Review** | | | | | | | | | |
| 4.3 | | The report was taken as read.  The Board discussed the changes to the policy that have had the impact of removing the pre-complaint stage of the process, which has meant the previous NPH Quick Win stage was removed. This resulted in an increase from 49 to 505 complaints year on year.  **The Board noted the annual review of complaints.** | | | | |  | | |
| **Item 4.4: Q1 Corporate Plan Progress Report** | | | | | | | | | |
| 4.4 | | The report was taken as read.  The Board were provided with a progress update on the achievement of NPH Corporate Plan objectives and actions.  **The Board noted the contents of the report and the categorisation and update against actions.** | | |  | | | | |
| **Item 4.5: CEO Update** | | | | | | | | | |
| 4.5 | | The report was taken as read.  The Board discussed the current position with office accommodation and noted that discussions are on-going with WNC to find a solution that is acceptable to all parties.  The development programme was discussed including the consideration of alternative options for the Avenue Campus development. Viable alternative options are being explored with WNC that can be supported by Homes England including the potential disposal of the site to private developers.  The Board asked for specific information around the timeline from the start of the project to the decision to discontinue.  The changes to the allocation policy were discussed. The Board noted the key changes and the potential impacts on NPH  The Board welcomed the opportunity to consider the RSH Consumer Standards Consultation and sessions will be set-up in September to get feedback from the Board.  **The Board noted the contents of the report.** | |  | | | | | |
| **Item 4.6: Chairs Update** *verbal* | | | | | | | | | |
| 4.6 | | The Chair updated the Board on his current activities including ongoing dialogue with WNC to improve the working relationship. This seems to be working better and feedback has been very positive.  The Chair gave an update on a recent issue that business insurance was refused for him personally as NPH were subject to a County Court Judgement (CCJ). NPH have applied to have the CCJ removed as they had paid the debt. It is clear that this should not have been attached to an individual director.  The Chair noted the information from the RSH new standards workshop and commented that there are some implications for the board to make sure duties are carried out properly.  The Chair gave thanks to the two outgoing directors for all their hard work and dedication. | | |  | | | | |
| **Item 4.7: Committee Reports** | | | | | | | | | |
| 4.7 | | **Audit and Risk Committee**  The report was taken as read.  **The Board noted the contents of the report.**  **Additional Audit and Risk Committee**  The report was taken as read.  **The Board noted the contents of the report.**  **Finance Committee**  The report was taken as read.  **The Board noted the contents of the report.**  **Operations and Resources Committee**  The report was taken as read.  **The Board noted the contents of the report.** | | | | |  | | |
| **Item 4.8: Happy To Help CIC Report** | | | | | | | | | |
|  | The report was taken as read.  **The Board received the 21/07/2023 Happy to Help CIC report.** | | | | |  | | | |
| **Date of next meeting: AGM – Friday 13th October 2023, time TBC**  **Board – Friday 13th October 2023, time TBC**  **Board – Wednesday 1st November 2023, 18:00** | | | | | | | | | |
| **Close of meeting: 20:45** | | | | | | | | | |

|  |  |  |
| --- | --- | --- |
| **Action Summary** | | |
| Action 1  (item 2.2) | SF to lead on the appointment of an external consultant to undertake the assessment of NPH’s governance against the NHF code and develop a Board Development Plan. | SF |
| Action 2  (item 2.4) | OO to confirm if Photovoltaic panels will be included in the Garage Infill Sites (Lot 2) developments. | OO |
| Action 3  (item 3.1) | LC to raise with the auditors whether Andrew Weatherill should be listed as a Co-Optee in the Letter of Representation as he is not a member of the Board. | LC |