

## Minutes from Board meeting - Non-Confidential held 28<sup>th</sup> February 2024

Attendance	Christine Gore (CG) (Acting Chair) (Vice Chair), Martin Surl (MS) (Chair) ( <i>attended remotely</i> ), Cllr Glenn Andrews (GA), Trish Blain (TB), David Clowes (DC), Sarah Godfrey (SG), Ian Mason (IM), Cllr Richard Pineger (RP), Andrew Parfitt (AP), John Rawson (JR), Cllr Victoria Atherstone (VA), Gareth Edmundson (GE), Paul Leo (PL), Stafford Cruse (SC), Vicky Day (VD) ( <i>attended remotely</i> ), Caroline Walker (CW), Matt Ward (MWd), Mark Way (MWy) ( <i>attended remotely</i> )
Recorder	Rhian Watts (RW)
Apologies	Arthur Dzido (AD)
Quorate?	Yes

Item	Notes	Action for
1	<p>Meeting commenced at 17:30</p> <p>Apologies received from AD</p> <p>No declarations of interest.</p> <p>MS apologised for not being able to join the meeting in person and thanked CG for chairing the meeting. He noted that he had spoken to GE and PL and had been impressed with the progress that had been made to provide a clear path for the transition. MS thanked the teams at CBC and CBH for their hard work. He informed the Board that he would be standing as for the office of Police and Crime Commissioner at the election in May. MS explained that during the election period he will stand aside and CG will act as chair during his absence.</p>	
2	<p><u>Transition Update</u></p> <p>Please see confidential minutes.</p>	

3	<p><u>Review of incident at 45 Springbank and response</u></p> <p>Please see confidential minutes.</p>	
4	<p><u>CEO Briefing</u></p> <p>GE introduced the CEO briefing and updated the Board on the meetings he had held with CBH teams. He commented that these had been encouraging conversations which had provided the opportunity to answer questions and reassure colleagues. GW noted that the most common questions had been around non-contractual benefits, particularly the BUPA Health Plan so the intention is to consider possible options going forwards. GE noted that communication had increased to colleagues through the use of both videos and emails. He explained that these will be provided in the future by a mix of CBC and CBH colleagues to continue to build connections between the two organisations.</p> <p>GE highlighted that he had met with JR and discussed CBH's corporate risk register. He explained that a review would be carried out of CBH and CBC risks to re-assess and re-score them. JR confirmed that Audit &amp; Risk Committee had reviewed the risks and agreed that the establishment of a senior structure should see the likelihood score of some of the risks being reviewed and reduced. He noted that the Committee had also reviewed an early suite of transition risks which will be strengthened with controls and mitigation methods at an appropriate time. JR highlighted that the Committee have a statutory responsibility to provide assurance to Board and asked for reassurance that risk will continue to be reported to Audit &amp; Risk. GE confirmed that they would continue to be discussed with the Committee.</p> <p>GE noted that no colleague had come forward to fulfil the role of Company Secretary. He explained that there was no requirement for CBH to have a Company Secretary legally or within the CBH Articles of Association. GE confirmed that the Companies House requirements will be discharged by colleagues and consideration was ongoing on how best to provide wider support for Board members. RP asked whether</p>	

the lack of a Company Secretary would lead to Board losing a degree of independence. CG commented that Claire Hughes (CH) (Corporate Director and Monitoring Officer) had in effect acted as Company Secretary for Publica and was able to provide advice.

GE highlighted for Board that the Annual Report for Tenants had not been produced in 2023. He explained that this was a regulatory requirement and was being picked up by CW and colleagues. GE thanked them for their support for this work. TB asked whether the Annual Report for Tenants will include details of the transition. CW confirmed that it primarily focuses on providing tenants with an understanding of the previous year's performance and financial information. She noted that she was happy to discuss the provision of transition information to tenants with PL. DC asked if we were aware of any other regulatory requirements that may have been missed. GE confirmed that we will be reviewing regulatory requirements to ensure everything is in place at the point of transfer. He noted that this process will reveal anything we are missing and will ensure Board can handover CBH in the greatest possible shape, continuing the legacy of 20 years of strong delivery.

MS left the meeting due to technical issues.

GE noted that a full council election would be taking place in May which may lead to significant change. He confirmed that we would be working to ensure service continuity during any change.

CG thanked him for the helpful update. She commented that it was really encouraging to see the support for communities we are still achieving despite the uncertainty colleagues have experienced. CG thanked colleagues continuing to provide services to tenants. VA agreed that it was very positive to read the impact CBH has for communities. She asked whether there was potential to expand the school uniform collection. MWd confirmed that currently we are focused upon supporting council customers but hope in the future to provide a wider benefit for communities. TB commented that CBH colleagues have played a major role in supporting Hester's Way schools in the past,

	<p>providing PE kits and coats in the past. She highlighted that this support has been greatly appreciated by the community and has had an incredible impact.</p> <p>RP commented that he appreciated the new format for the CEO Briefing, with the housing sector updates provided in a separate briefing note. He noted that this provided a lot more detail. DC commented that it was important that Board continued to pay sufficient attention to the sector insight provided by the briefing note and raise any questions or comments they may have with the senior leadership.</p> <p>The Board noted the content of the report.</p>	
5	<p><u>Feedback from the Audit &amp; Risk Committee</u></p> <p>JR updated the Board on the Audit &amp; Risk Committee meeting on the 15 February 2024. He highlighted that they had recommended the Internal Audit Plan and Damp, Mould and Condensation Policy to Board for approval. JR noted that they had reviewed five completed internal audits, all of which had received satisfactory results.</p> <p>VA noted that the Committee had discussed the limitations of QL for compliance monitoring. She asked whether other platforms were available and being considered. VD explained that there are some functions that QL can't deliver which are currently managed through alternative mechanisms, such as Excel. She noted that we have recently reviewed an alternative product that could match our needs and have discussed this with the CBC management group. VD confirmed that there is appetite to introduce this product but that the timing would need to be balanced against other priorities.</p> <p>The Board noted the content of the report.</p> <p>VD, MWd and MWy left the meeting</p>	
6	<p><u>Agree non-confidential minutes of the 31.01.24 meeting and to note progress on current action points</u></p>	

	<p>The Board agreed the non-confidential minutes of the 31.01.24 meeting as a true record and noted progress on current action points.</p>	
<p>7</p>	<p><u>Appointments to CBH and CBH Services</u></p> <p>AP left the meeting.</p> <p>The Board agreed to appoint AP as a full Non-Executive Director to CBH Board with pay backdated to January 1 2024.</p> <p>AP joined the meeting.</p> <p>The Board agreed to appoint GE and IM as directors of CBH Services for ratification at a CBH Services meeting on the 29 February 2024.</p> <p>DC noted that whilst the CBH Articles of Association and company law do not require a private company to appoint a Company Secretary, Section 270 of the Companies Act does require that duties and responsibilities a Company Secretary must still be undertaken by a director or authorised person.</p> <p>The Board:</p> <ol style="list-style-type: none"> <li>1. Appointed Andrew Parfitt as a full Non-Executive Director to CBH Board with pay backdated to January 1 2024</li> <li>2. Appointed Gareth Edmundson and Ian Mason as directors of CBH Services for ratification at a CBH Services meeting on the 29 February 2024</li> </ol>	
<p>8</p>	<p><u>Approve Internal Audit Plan 2024 – 2025</u></p> <p>SC introduced the Internal Audit Plan for 2024 to 2025 and noted that this had been reviewed by the Audit &amp; Risk Committee and Board. He explained that a full plan had been presented but only quarters 1 and 2 had been scheduled. SC highlighted that these focused on operational matters including compliance and complaints.</p>	

	<p>VA noted that the tenant and leaseholder consultation had identified anti-social behaviour (ASB) as a key priority. She asked whether this was an area that internal audit could review. SC confirmed that SWAP had reviewed the processes and controls in place for managing ASB in the past to ensure they are appropriate and followed. He agreed that we might want to look at these processes again in conjunction with CBC.</p> <p>The Board approved the 2024-25 Internal Audit Annual Plan for Q1 and Q2.</p>	
<p>9</p>	<p><u>Update on Matters Reserved for Board and Scheme of Delegations</u></p> <p>RW introduced the updated Matters Reserved for Board and Scheme of Delegations. She noted that this was a light touch review, primarily focused on updating role titles in line with the interim senior leadership arrangements approved by Board on the 30 January 2024.</p> <p>RP noted that there were outstanding allocations to the Company Secretary within the Scheme of Delegations. RW apologised for the oversight and confirmed that these would be appropriately re-allocated in conversation with GE.</p> <p><b>ACTION</b> – Identify appropriate re-allocation for the Company Secretary roles identified in the Scheme of Delegations.</p> <p>The Board approved the Matters Reserved for Board and Scheme of Delegations subject to the changes noted in the minutes.</p>	<p>RW/GE</p>
<p>10</p>	<p><u>Approve Meeting Schedule and Workplan from April to September 2024</u></p> <p>RW introduced the meeting schedule and workplan for April to September 2024. She highlighted that an additional meeting had been scheduled for August. RW noted that this item would be re-visited in August if required to confirm the meeting schedule and workplan past September.</p> <p>IM commented that members of the Overview &amp; Scrutiny working group have expressed an interest in sitting in on Board and Audit &amp; Risk</p>	

	<p>meetings. He asked whether there would be any objections to their attendance. CG confirmed that as all non-confidential items are open to the public they would be welcome to attend as observers.</p> <p>JR commented that it was unlikely that Board would be closed before the signing of the 2023-2024 Financial Statements but asked if the signing would be devolved to CBC in those circumstances. GE agreed that it is unlikely that CBH will be wound up before the signing. He noted that all due diligence will be carried out post-transfer to ensure Board has fulfilled all its responsibilities. SC confirmed that responsibility for the signing of the Financial Statements would remain with CBH Board. He noted that if this could be a different form of Board established by CBC.</p> <p>The Board approved the Workplan and Meeting Schedule from April to September 2024.</p>	
11	<p><u>Agree confidential minutes of the 31.01.24 meeting</u></p> <p>Please see confidential minutes.</p>	
	<p><u>Additional Item</u></p> <p>GE recorded his thanks to AD for all the work he has done on behalf of CBH and his professionalism over the last few months. CG echoes his words and sentiments and added her gratitude on behalf of the Board.</p>	

Meeting Closed at 19:00

Signed.....*Christine Goe*.....  
 Chair of Cheltenham Borough Homes

Date.....*27/3/24*.....

