

DERBY HOMES LIMITED

MINUTES OF THE EXTRAORDINARY BOARD MEETING

Held on Tuesday 27 October 2020

The meeting started at 6.00 pm

Board Members Present:

Mike Ainsley, Lucy Care, Alan Graves, Bob MacDonald, Iain MacDonald, Sarah Russell and Jsan Shepherd

Officers Present:

Maria Murphy, Managing Director
David Enticott, Finance Director & Company Secretary
Shaun Bennett, Director of Property
Clare Mehrbani, Director of Housing Services
Jackie Mitchell, Governance Services Manager

20/147 Appointment of Chair for this meeting

The Board considered the appointment of a Chair for this extraordinary meeting which had been convened to resolve the position of Chair of Derby Homes, following a tied vote at the meeting following the AGM 2020.

The report explained that the Board collectively needed to determine who should chair this meeting and hold the casting vote or to proceed in a different way.

The Chair of Governance, Jsan Shepherd, proposed that Sarah Russell, as the previous Vice Chair, again took the role. The Chair of Audit, Iain MacDonald, proposed that it should be one of the two Board Members appointed by the Board to a role, namely the Chairs of Governance or Audit; he proposed the Chair of Governance took the role for this meeting as she had taken a lead role in the arrangements for this meeting.

Sarah Russell agreed with Iain's proposal and supported the nomination of Chair of Governance to chair the meeting.

Agreed

The Board appointed Jsan Shepherd to Chair this meeting.

20/148 Apologies

Apologies for absence were received from Jenn Layton Annable and Rachel North.

20/149 Admission of Late Items

There were no late items.

20/150 Declarations of Interests

The Council Board Members were noted as declaring their interest in matters relating to Derby City Council.

The Tenant Board Member declared their interest as a tenant (as defined in the Memorandum and Articles of Association) of Derby City Council.

20/151 Minutes of Previous Meeting

The minutes of the meeting held on the 24 September 2020 were accepted as a correct record.

20/152 Matters Arising

There were no matters arising.

20/153 Change to Standing Orders

The Board considered a report that proposed a process for the appointment of a temporary Chair of Derby Homes for the period of the election of the Chair each year in the meeting following the AGM, and changes to Standing Orders, to clarify how this will be determined where a vote for that role is tied.

The report also proposed an amendment to the Delegation of Responsibility for the Appointments Panel.

Alan Graves referred to paragraph 2.2 which proposed that an interim chair of the meeting should be appointed based on seniority. Alan proposed that the choice of the board should precede consideration of seniority.

Lucy Care asked how seniority would be measured, would previous office holders' terms be counted, for example if there was a break between holding the position of Vice Chair.

The Finance Director & Company Secretary agreed to revisit the wording and bring the matter back to the next Board meeting.

Agreed

The Board

1. Approved a change to the Articles to allow for an interim Chair of the meeting following the AGM to always be in place until any tied vote is resolved.
2. Agreed to receive a report at the next meeting on changes to the wording of Standing Order 1(a)
3. Approved an amendment to the Governance Arrangements, Part VI Delegation of Responsibilities: 3.2 Appointments Panel to read:

3.2.3 The make-up of the panel will be determined by the Board. The panel will normally include at least one of the Chair and Vice Chairs.

20/154 Appointment of Chair of Derby Homes 2020-2023

The Board considered a report proposing the appointment of a Chair of Derby Homes to resolve the position following a tie in votes for Mike Ainsley and Bob MacDonald at the first meeting following the AGM in September.

It was proposed that the same process should take place as at the last meeting, allowing the two candidates a short statement and then a vote. In the event of a tie, the Chair of the meeting would hold the casting vote.

Bob MacDonald and Mike Ainsley each made a statement to the Board.

On conclusion of the statements the process of voting took place in private. The result of the ballot was:

Mike Ainsley – 4 votes
Bob MacDonald – 3 votes.

In response to issues raised by Bob MacDonald, it was confirmed that the order of the agenda for the first meeting following the AGM in future will consider the selection of a chair for the period of the election of the Chair as the first item. It was also noted that prior to AGM next year, an Appointments Panel will determine whether Mike Ainsley's period of office is extended or not.

Iain MacDonald added that the National Housing Federation's proposal for changing the 9 year maximum term of office rule to 6 years will need to be clarified.

Agreed

The Board appointed Mike Ainsley as Chair of Derby Homes for the period 2020-2023, subject to annual confirmation.

Mike Ainsley took over as Chair for the remainder of the meeting.

20/155 Appointment of Vice Chairs 2020-21

The Board considered a report proposing the appointment of one or two Vice Chairs of Derby Homes until the AGM in 2021. This matter was postponed at the last meeting of the Board.

In accordance with Article 39(2) the Board may appoint one or two vice or deputy chairs to act in the absence of the Chair on such terms as the Board shall think fit. It has been the Board's custom and practice to appoint two Vice Chairs of Derby Homes and adopted the practice that whichever 'constituency' holds the Chair, those appointed as Vice Chairs shall be from the other 'constituencies' (Minute 2/18). This practice was reconsidered and agreed at the November 2015 Board meeting.

Bob MacDonald, Tenant Board Member and Sarah Russell, Councillor Board Member have expressed interest in continuing in these roles.

Agreed

The Board

1. agreed to appoint two Vice Chairs of Derby Homes and to continue the practice outlined in paragraph 4.2
2. appointed Bob MacDonald and Sarah Russell to serve as Vice Chair(s) of Derby Homes until the AGM in 2021.

20/156 Appointments to Operational Board

The Board considered a report proposing Board Member appointments to the Operational Board for 2020/21. This matter was postponed at the Board meeting following the AGM 2020.

In accordance with the Operational Board Constitution, three Board Members are appointed to the Operational Board:

- 1 Tenant Board Member
- 1 Council Board Member
- 1 Independent Board Member

Expressions of interest were received from Bob MacDonald (Tenant), Jsan Shepherd (Independent) and Lucy Care (Councillor), the current members, and Alan Graves (Councillor).

Alan Graves and Lucy Care each made a brief statement which was followed by a private ballot. The result was:

Lucy Care – 4 votes
Alan Graves – 3 votes

Agreed

The Board appointed Lucy Care, Bob MacDonald and Jsan Shepherd to the Operational Board for 2020/21.

20/157 Appointment of Appointments Panel

The Board was requested to appoint an Appointments Panel for the recruitment of a Tenant Board Member and for Tenant Operational Board Members.

The Board is required to select an appointments panel to shortlist and interview candidates and make a recommendation for appointment to the Board. It was proposed that in order to facilitate the speedy appointment of these positions that the Board delegates authority to the Panel to appoint the successful candidates.

Agreed

The Board appointed Lucy Care, Bob MacDonald and Jsan Shepherd to the Appointments Panel with delegated authority to recruit and appoint a Tenant Board Member and Tenant Operational Board Members.

Date of next meeting

The next meeting will be held on Thursday 26 November 2020 at 6.00 pm

The meeting ended at 6.44 pm.

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CHAIR

Signed as true and accurate record of the meeting held on 27 October 2020.