

DERBY HOMES LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING

Held on Thursday 28 November 2013

The meeting started at 5.00 pm

Derby City Council

Councillor Paul Bayliss on behalf of Derby City Council (as the sole member of the Company)

Board Members Present

Mike Ainsley, Tony Holme, Iain MacDonald, Tabani Ndlovu, Bob Osler (Chair), Brian Perry, Margaret Redfern, Dennis Rees, Dave Roberts, Baggy Shanker, Bob Troup, Fiona Walker, Roy Webb

Others Present

Representatives from the Leaseholder Focus Group
Representatives from OSCAR Derby Ltd
Craig Hall, Derwent Fencing

Officers Present

Cath Roff, Strategic Director for Adults, Health & Housing
Maria Murphy, Director of Derby Homes
David Enticott, Director & Company Secretary
Shaun Bennett, Director of Investment & Regeneration
Taran Lalria, Company Solicitor
Jackie Mitchell, Governance Services Manager
Sophie Bancroft, Director's PA
Annabelle Barwick, Change Manager
Jenna Jeffrey, Neighbourhood Safety Officer
Anthony Slater, Community Development Officer

13/01 Apologies

There were no apologies for absence.

13/02 Presentation of Derby Homes Awards 2013

The Lionel Massingham Partnership Award was awarded to OSCAR Derby Limited.

An additional special award was made to Craig Hall of Derwent Fencing in recognition of his personal contribution to the wellbeing of a Derby Homes tenant.

Derby Homes Bright Start of the Year Award

The Derby Homes Bright Star of the Year was awarded to Jenna Jeffery, Derby Homes Neighbourhood Safety Officer.

13/03 Minutes of Previous Meeting

The minutes of the Annual General Meeting held on the 29 October 2012 were accepted as a true and accurate record.

13/04 Matters Arising

There were no matters arising

13/05 Appointment of Board Members

The Board noted the Members of the Board and their retirement dates from this AGM onwards.

Tenant Board Members:	To retire at AGM
Fiona Walker	2014
Brian Perry	2014
Dennis Rees	2015

Independent Board Members:	
Bob Osler	2014
Mike Ainsley	2015
Iain MacDonald	2016

Council Board Members:	To retire at Council AGM 2014
Margaret Redfern	
Baggy Shanker	
Roy Webb	

Tony Holme, the current Leaseholder Board Member said he was disappointed with the Council's decision that a leaseholder would not be represented on the Board in future despite the Board's decision that they should be eligible for consideration. He said that the money saved by this decision would be small compared to the loss of relevant expertise and involvement.

13/06 Appointment of External Auditors 2013/14

The Board agreed the reappointment of the current external auditors – BDO LLP for the year 2013/14 and authorised payment of fees as follows:

- Annual audit - £17,750
- Corporation Tax (HMRC filing and advice) - £995
- IXBRL (Accounts filing with HMRC) - £850

13/07 Attendance at Board and Committee Meetings 2012/13

The attendance of Board members at Board and other meetings during the period November 2012 and October 2013 was noted.

The Chair thanked Board Members for their attendance during the year.

13/08 Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements for the year ended 31 March 2013

The Chair of Derby Homes presented the Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements, for the year ended 31 March 2013.

The Chair referred to the review of housing services and thanked officers and Board Members for the time and effort they have given. He highlighted some of Derby Homes' achievements over the past year, including estate improvements and new homes, the apprenticeship scheme and improvements in the repairs service.

13/09 Report of the Chair of the Audit Committee to Members

The Board noted the report of the Chair of the Audit Committee and accepted it as compliance with Derby Homes Scheme of Delegation in respect of:

1. the Chair of Audit Committee making an annual presentation to the Board on the Committee's activities
2. the Chair of Audit Committee's presence at the Annual General Meeting to answer questions through the Chair of the Board.

13/10 Derby City Council's response to the Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements for the year ended 31 March 2013

On behalf of the Council, Councillor Paul Bayliss, Leader of the Council, received the Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements, for the year ended 31 March 2013.

He thanked all Board Members standing down this year and those who had stood during the years. He congratulated Councillor Baggy Shanker on his appointment to the Board, adding that he will be a valuable addition to Derby Homes Board.

The Leader referred to Derby Homes' achievements in the past year and said he looked forward to working with the organisation in the coming year. In particular he congratulated Derby Homes on its apprenticeship scheme, working with other housing providers, such as the War Memorial Village, its partnership working with OSCAR and the Council itself, especially regarding the building of new homes.

He concluded by saying he was confident that together, Derby Homes and the Council will provide quality housing in the City. He wished Derby Homes' success in the year ahead and was proud to receive its Annual Report.

13/11 Any other competent business

There was no other business.

13/12 Questions from the floor

Representatives of the Leaseholders Group asked the Shareholder why he had over-ridden the Board's decision and excluded Leaseholders from eligibility to be considered as one of the Tenant representatives on the Main Board.

The Leader of the Council responded explaining the decision was made on the basis of proportionality; the number of tenants eligible to become Board Members far exceeds the number of leaseholders. He added that he believed Leaseholders can make a valuable contribution to the City Board. He noted that the opportunity for a co-opted Board Member had not been taken up.

In response to a secondary question regarding the Leaseholder Board Member's contribution and commitment, the Leader repeated that the co-opted place on the Board was not taken up but Leaseholders can apply for any Independent vacancies that arise. The decision was made with regard to principles of proportionality and reasonableness towards tenants. He added that Derby Homes' governance arrangements will be reviewed, and there will be an opportunity to review this decision.

The question of whether or not leaseholders are tenants, the Director of Derby Homes replied that the legal definition of a Tenant Board Member is divorced from the definition of secure Tenants and Leaseholders. She added that Derby Homes will value contribution from Leaseholder involvement on the City Board, which will now have greater responsibility delegated to it from the main Board; it will be a forum where services received by tenants and leaseholders will be examined and she hoped that Leaseholders will continue to contribute.

Date of next meeting

The next meeting will be held on Thursday 27 November 2014 at 5.00 pm.

The meeting ended at 5.53pm.

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On behalf of Derby City Council (sole member of the Company)

Signed as true and accurate record of the Annual General Meeting held on 28 November 2013.