

# **DERBY HOMES LIMITED**

## **MINUTES OF THE ANNUAL GENERAL MEETING**

**Held on Thursday 29 November 2012**

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, Mark Menzies, Tabani Ndlovu, Bob Osler (Chair), Brian Perry, Margaret Redfern, Dennis Rees, Fiona Walker, Roy Webb, Ken Whitehead

### **Officers Present**

Chris Langstaff, Interim Chief Executive  
David Enticott, Director & Company Secretary  
Maria Murphy, Director of Housing & Customer Service  
Shaun Bennett, Director of Investment & Regeneration  
Jackie Mitchell, Governance Services Manager  
Andrew McNeil, Head of Development

### **Observers**

City Board Members: Jim Elks, Wendy Jessop, Janice Platt, Ian Veitch  
Derby City Council: Councillor Bob Troup, Ian Fullagar  
Oscar: Anthony Slater  
Resident: Bryan Balser

### **12/01 Apologies**

Apologies for absence were received from Alison Martin, John Keith and Linda Winter

### **12/02 Admission of Late Items**

There were no late items.

### **12/03 Declarations of Interests**

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

The Tenant and Leaseholder Board Members declared their interests as tenants (as defined in the Memorandum and Articles of Association) of Derby City Council.

**12/04 Minutes of Previous Meeting**

The minutes of the Annual General Meeting held on the 27 October 2011 were accepted as a true and accurate record.

**12/05 Matters Arising**

There were no matters arising.

**12/06 Confirmation of Tenant Board Member Appointments for the North East, South West and Leaseholder**

The following appointments to the Board were confirmed:

Dennis Rees as the tenant Board Member North East for the period 29 November 2012 until the AGM in 2015

Fiona Walker as the tenant Board Member representing the South West area of Derby for the period 29 November 2012 until the AGM in 2013 was confirmed.

Tony Holme as the Leaseholder Board Member for the period 29 November 2012 until the AGM in 2015.

**12/07 Confirmation of City Board Member Appointments for the North East, South West, South East and Leaseholder**

The following appointments to the City Board were confirmed:

Peter Simpson, as City Board Member North East for the period 29 November 2012 until the AGM in 2015

Jolanta Szatkowska, as City Board Member South West for the period 29 November 2012 until the AGM in 2013

Michael Waplington as City Board Member South West for the period 29 November 2012 until the AGM in 2013

Susan Boon as South East City Board Member for the period 29 November 2012 until the AGM in 2014.

Winifred Buchan as Leaseholder City Board Member for the period 29 November 2012 until the AGM in 2015.

## **12/08 Reappointment of Independent Board Members**

The reappointment of Mike Ainsley and Tabani Ndlovu as Independent Board Members was confirmed.

Tabani Ndlovu's membership of the Board was extended, beyond the Maximum Period of Office for a further 3 years.

## **12/09 Appointment of External Auditors 2012/13**

The reappointment of the current external auditor PKF was approved on a three year contract extension to March 2015, with termination issues clearly written in the contract in the event of Derby Homes ceasing to trade.

A waiver of Procurement Standing Orders was also agreed to allow a contract extension of over one year on the grounds that it was in the interest of business operation or best value.

## **12/10 Attendance at Board and Committee Meetings 2011/12**

The attendance of Board members at Board and other meetings during the period October 2001 and October 2012 was noted.

The Chair congratulated Board Members for their excellent attendance during the year.

## **12/11 Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements for the year ended 31 March 2012**

The Council received Derby Homes' Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements, for the year ended 31 March 2012.

The Chair highlighted aspects of the Report of the Board of Directors, in particular, he referred to Employee Involvement (page 5), Operating and Financial Review (page 15) and the Balance Sheet surplus (page 24) which showed net assets of £3.6m before pension liability. He added that with a pension fund deficit of £11.5m, if it wasn't for the Council's support Derby Homes wouldn't function as a business and he thanked the Council for their continued support.

He thanked tenants for their help and support; Oscar, for giving Derby Homes the opportunity to work in partnership with them, the Council for having trust in us to bring in top quartile performance results, and staff for their 'can do' attitude in delivering the services and he thanked Phil Davies for getting us here. In conclusion he thanked the Board and those Board members who retired this last year, Paul Bayliss, Bob Troup and John Bloxsom.

**12/13 Report of the Chair of the Audit Committee to Members**

The Council accepted the report of the Chair of the Audit Committee on the activities of the Committee during the financial year 2011/12 in compliance with Derby Homes Scheme of Delegation.

**12/14 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 2012**

In receiving the Annual Report of the Board of Directors, Auditor's Report to Members and Financial Statements, for the year ended 31 March 2012 on behalf of the Council, Councillor Paul Bayliss praised Derby Homes for the improvements made in customer service, success in rent collection, preparations for the new welfare reforms and universal credit and the efficiencies made to the repairs service. He added that the Council needs to review all its services, including Derby Homes, because £60m savings have to be made. He confirmed the Council's commitment to tenant consultation and the delivery of excellent service.

**12/15 Any other competent business**

There was no other business.

**12/16 Questions from the floor**

Anthony Slater of Oscar, referred to the partnership between Derby Homes and Oscar and felt this was something the Council should be doing with Derby Homes, working in partnership like other partners in City.

Councillor Bayliss responded to the question saying the relationship between Derby Homes and the Council is that the Council is the only shareholder in the organisation and has always worked in partnership. The reason the Council originally set up Derby Homes was to achieve £100m Decent Homes funding and it now needed to look at the organisation 10 years on and how it can deliver services. He said he would make no apology for how the Council can make savings; he is duty bound to look at all opportunities and he understood Anthony's point but the Council needs to look at how it can operate in a different way. He said the Council will work in partnership whatever happens.

The Chair added that Derby Homes is working with members of the Council – including Councillor Baggy Shanker and Cath Roff, through a steering group, which he believes is transparent. The Board would like Derby Homes to stay but he said the Council is absolutely right and we need to look at this. If the decision is not in the best interest of tenants Derby Homes will have to consider what it can do.

Janice Platt added that Derby Homes has done a good job and as a tenant she would rather stay with Derby Homes.

Councillor Bayliss replied that prior to Derby Homes, the Housing Department was a best performing service. Derby Homes was used as mechanism to access £100m through Decent Homes. The Council owns the houses and it also owns Derby Homes.

Bryan Besler, a resident of the Boulton ward raised the issue of Derby Homes' proposal to erect bowtop fencing on Boulton Lane under Estates Pride funding. He appealed to the Board to consider other options which would be of mutual benefit to residents and Derby Homes; he circulated a leaflet and letter to Board Members.

The Chair thanked Mr Besler and asked Maria Murphy to respond and to investigate the matter and to get back to Mr Besler.

Maria Murphy advised she had attended the Housing Focus Group where the proposal had been discussed. The local manager had reassured her there had been lots of consultation with residents, and additional consultation had just begun. Maria Murphy assured Mr Besler that she will personally oversee this consultation. The Board requested a report back to a future Board meeting.

### **Date of next meeting**

**The next meeting will be held on Thursday 28 November 2013 at 5.00 pm.**

The meeting ended at 17.30 pm.

.....

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

Signed as true and accurate record of the Annual General Meeting held on 29 November 2012.