

## **DERBY HOMES LIMITED**

### **MINUTES OF THE GOVERNANCE COMMITTEE MEETING**

**Held on Thursday 29 April 2021**

The meeting started at 5.30 pm

#### **Board Members Present:**

Mike Ainsley, Charlene Bhurton, Lucy Care, Bob MacDonald, Iain MacDonald,  
Jsan Shepherd (Chair)

#### **Officers Present:**

David Enticott, Finance Director & Company Secretary  
Taran Lalria, Head of Governance & Corporate Services  
Jackie Mitchell, Governance Services Manager

#### **21/01 Apologies**

Apologies were received for absence from Alan Graves.

#### **21/02 Admission of Late Items**

There were no late items.

#### **21/03 Declarations of Interests**

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

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

#### **21/04 Minutes of Previous Meeting**

The minutes of the meeting held on the 12 November 2020 were accepted as a correct record.

## **21/05 Matters Arising**

### **Minute 20/14 Leaving Employment Policy**

An update on moving away from the statutory redundancy pay formula was not yet available. Lucy Care advised that the Council is to consider the matter following a motion by Alan Graves to full Council. The Council has requested that the Personnel Committee review the existing redundancy policy and consider whether redundancy payments for all employees should be equalised.

## **21/06 Derby Homes Governance Arrangements Review**

The Committee considered a report regarding a review of three sections of the Governance Arrangements:

1. Standing Orders for Conduct of Derby Homes Board and General Meetings
2. Appointment and Recruitment of Board Members
3. Operational Board Constitution

The Committee was advised there have been no significant changes to these arrangements. In general the changes proposed bring the documents up to date with current practice and changes previously agreed by the Board.

A number of amendments were suggested to the documents to allow for virtual meetings, disturbance and clarification of wording.

It was also suggested that consideration be given to action to be taken if person(s) causing a nuisance at a meeting refused to leave the room.

### **Agreed**

The Committee recommended that the Board adopts, subject to the agreed changes:

1. Standing Orders for Conduct of Derby Homes Board and General Meetings
2. Appointment and Recruitment of Board Members
3. Operational Board Constitution

## **21/07 Governance & Viability Compliance Statement & NFA Code of Governance 2020**

The Committee considered a report on Derby Homes compliance with the Regulator of Social Housing's (RSH) Governance Standard to which Registered Providers (RPs) must adhere and which requires the Board to

make a positive statement of its compliance with its standards on governance through a self- assessment,.

The Board adopted the National Housing Federation (NHF) Code of Governance 2015 at its meeting in September 2015. The NHF has now published a new Code of Governance 2020 and the Committee was asked to determine its approach to the potential adoption of this updated Code.

The overall conclusions of the self-assessments are that Derby Homes complies with the RSH Governance and Viability standard and complies with the NHF Code of Governance 2020, albeit with a number of declared 'non-compliances' with reasoned explanations. This is permitted by the Code itself, especially where the Constitution overrides the approach suggested by the Code.

However, the Committee, having considered the 2020 Code agreed to recommend to the Board that it adopt the 2020 Code at its meeting in September in order to allow time to close off some non-compliances or weaknesses over the Summer.

### **Agreed**

That the Governance Committee recommends to the Board:

1. the adoption of the NHF Code of Governance 2020 at the September Board meeting
2. the following statements in its 2020/21 accounts with respect to these reviews:

"In its view, Derby Homes Board complies with the RSH Governance & Viability standard" as set out in the attached detailed statement.

and

"In its view, Derby Homes Board complies with the NHF Code of Governance 2015. The Board recognises one area of declared non-compliance, with respect to its Board Membership due to our Constitution, and a second with respect to Board Member appraisals which we expect to resolve this year."

3. the role of Vice Chair includes a new item 6:

To appraise the performance of the Chair, informed by the views of all Board Members.

4. the Chair of Governance be the designated non-executive member of the Board to receive serious concerns via Whistleblowing in conjunction with the Company Secretary, and that an annual report on whistleblowing matters and actions taken in response be instituted.
5. the Chair of Derby Homes undertakes an appraisal of the Managing Director on behalf of the Board.

#### **21/08 Rule of 85 Declined Application**

At the Governance Committee meeting on 21 September 2020 it was suggested that a report should be brought back every six months of cases where applications had been declined.

The Committee was advised that no applications had been received since the meeting in September.

#### **Agreed**

The Committee noted the report.

#### **Date of next meeting**

To be confirmed.

The meeting ended at 6.25 pm

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CHAIR

Signed as true and accurate record of the meeting held on 29 April 2021