

GOVERNANCE SERVICES COMMITTEE REVIEW UPDATE

1. Meeting held on 8 January 2007

1.1 Local Housing Boards Constitution and Terms of Reference

The Committee agreed the current membership and delegations made from the Board to the Local Housing Boards were satisfactory. However, they felt some of the matters delegated had not yet been brought to the Local Boards, and the Committee recommended that a draft framework agenda be prepared for the next meetings of the Local Housing Boards to agree, that included matters delegated to the Local Boards.

The Local Housing Boards considered and agreed the draft framework agenda at their meetings in February 2007. The revised agenda will be introduced at their next meetings in April.

1.2 Appointment Process for Board Members

A report on the recruitment process for Board Members can be found elsewhere on the agenda.

1.3 Governance Action Plan Progress

Many of the issues discussed by the Committee are actions contained in the Governance Action Plan. The Plan, which was formulated from actions arising from the Governance Away Day in 2006, is monitored and updated at each Committee meeting. Please contact Jackie Mitchell, Governance Services Manager, if you would like a copy of the plan.

1.4 The minutes of this meeting were attached at Item B1 on the agenda of the 25 January Board meeting.

2. Meeting held on 19 February 2007

2.1 Review of Board Members Obligations

2.1.1 The various obligations were discussed in depth. These included obligations contained in the Articles of Association, Governance Rules and Companies House requirements

- declaration of acceptance of responsibilities Board Members sign up to at induction with the Director & Company Secretary
- declaration of interest and the obligation to inform the Director & Company Secretary of any changes in circumstances and also declarations made at meetings
- rules for the disqualification and removal of Board Members
- declaration of eligibility to be a Board Member – tenant and leaseholder and independent Board Members have to declare their eligibility as part of the recruitment process
- notification of non-attendance at meetings

- conduct of business
- Board Members Code of Conduct
- Protocol on Member/Officer Relationships

2.1.2 The Committee also considered

- Board Members responsibility to accept collective responsibility for decisions taken by the Board
- ability to abstain from casting a vote
- the minuting of Board Members opposition to Board decisions
- compulsory attendance at training events, participation in Board evaluation and supporting and mentoring inexperienced/less confident Board Members.

2.1.3 The Committee agreed to recommend to the Board for inclusion in the Governance Arrangements

- Board Members' should only be allowed to abstain from casting votes as a last option
- Board Members should keep up to date on housing issues and attend compulsory training and development events
- Board Members should be obliged to participate in Board evaluation and support and mentor inexperienced/less confident Board Members.

2.1.4 The Committee also asked the Director & Company Secretary to

- check that in respect of Councillor Board Members, the eligibility criteria for Board Members is covered in the Council's criteria for councillors.
- remind Board Members when sending apologies for absence, they can submit their views or comments on reports to the Chief Executive
- include the report on Board Members Obligation in the induction pack for new Board Members
- include Board Members declarations forms in the review of the Governance Arrangements by Anthony Collins.

2.2 Strategic Board Meetings

2.2.1 The Committee considered the option to hold two strategic Board meetings every year in May and September. This was in addition to the Board Away Day in January/February.

2.2.2 If approved, strategic meetings could include

- review of progress against the organisation's eight strategic aims
- discussion on our relationship with the Council and compliance with the Services Agreement
- the future of Derby Homes – the way forward as agreed at the 2007 Away Day
- the outcome of the self financing pilots (if available)
- a guest speaker to give presentations on a topical issue – for example
 - Michael Foote, Derby City Council Director of Corporate and Adult Services who has now taken on the lead strategic housing role
 - the new Director of Finance (when in post) who will take over from Paul Dransfield
 - Andy Thomas, of the Derby Community Safety Partnership on neighbourhood management and anti-social behaviour
 - local MP on Government housing policy.

- 2.2.3 The Committee also agreed that 30 minutes at the beginning of each meeting should be dedicated for minutes/matters arising and any ordinary or urgent board decisions.
- 2.2.4 Strategic discussions will be confidential on the basis that it is likely to involve the discussion of future sensitive business or contracts negotiations.
- 2.2.5 The Committee agreed to recommend this proposal to the Board. If agreed the strategic Board meetings in 2007 will be on 31 May and 27 September from 6.00 pm until 8.00 pm at Cardinal Square.

2.3 Revised Board Report Template

The Committee was provided with a small selection of report templates used by the City Council and other ALMOs to compare against Derby Homes current report template.

The Committee agreed to continue with the existing template but recommended that in future reports should

- contain clear, definite recommendations
- include other options considered where it is appropriate to do so.

The Committee requested that these practices be included in the report writing guide being produced for employees.

2.4 Resources & Remuneration Committee Delegations and Terms of Reference

The review of the Resources & Remuneration Committee's delegations and terms of reference was commenced. However, further information was requested on details of the delegations to the Committee and therefore the review was carried forward to the next meeting.

2.5 Development & Regeneration Committee Terms of Reference

As this Committee was relatively new it was felt no amendment to its terms of reference was necessary at this stage.

2.6 Governance Action Plan

- 2.6.1 The Committee reviewed the action plan. There was discussion on disqualification of Board Members from the Board and particularly the rules around attendance at meetings. The Committee felt that the rules should be amended so that disqualification should apply for absences with or without apologies.
- 2.6.2 Since the Committee's meeting in February, Anthony Collins Solicitors, within their review of the Governance Arrangements, has recommended that the rule be amended in accordance with best practice. This issue is covered in the report on this agenda on the Review of the Governance Arrangements.

- 2.7 The draft minutes of this meeting are attached at Item B1 on the agenda.