

# **DERBY HOMES LIMITED**

## **MINUTES OF THE BOARD MEETING**

**Held on 26 September 2013**

The meeting started at 6.00 pm

### **Board Members Present:**

Mike Ainsley, Tony Holme, Iain MacDonald, Alison Martin, Tabani Ndlovu, Bob Osler (Chair), Dennis Rees, Bob Troup, Fiona Walker, Roy Webb

### **Officers Present:**

Maria Murphy, Acting Chief Executive  
David Enticott, Director & Company Secretary  
Shaun Bennett, Director of Investment & Regeneration  
Taran Lalria, Company Solicitor  
Jackie Mitchell, Governance Services Manager

### **13/102 Apologies**

Apologies for absence were received from Margaret Redfern and Brian Perry.

### **13/103 Admission of Late Items**

The Chair advised there would be a late item, discussed after Item A5.

### **13/104 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.

Roy Webb declared an interest in Item A5.

### **13/105 Minutes of Previous Meeting**

The minutes of the meeting held on the 25 July 2013 were accepted as a true and accurate record.

**13/106 Matters Arising**

The Board was updated on the following items from the previous meeting

Minute 13/87 Chief Executive's Update  
Minute 13/89 Medium Term Finance Strategy  
Minute 13/91 Urgent Approval – Mickleover Flats

**13/107 Announcements from the Chair**

The Chair updated the Board on the progress made to reduce the Board size, following Council Cabinet's decision of 15 May.

**13/108 Statements from Members of the Board**

There were no statements from Members of the Board.

**13/109 Questions from members of the public**

There were no questions from members of the public.

**13/110 Committee Chairs' Feedback**

The Committee Chairs provided feedback from recent meetings:

City Board – 22 August 2013  
Governance Services – 12 September 2013

**Agreed**

The Board noted the feedback from recent meetings.

**13/111 Confidential Business**

**Agreed**

The Board agreed, under Part IV of Derby Homes Governance Arrangements, to exclude members of the public from the meeting during discussion of the following items on grounds that it involved the likely disclosure of confidential information as defined in Standing Order 20.2 (b, g, h, n)".

All staff left the room during discussion of the following item.

### **13/112 Appointment of Director of Derby Homes**

The Board received a report advising the Board of the appointment of Maria Murphy to the post of Director of Derby Homes with effect from the 1 October 2013.

#### **Agreed**

The Board ratified the appointment of Maria Murphy as Director of Derby Homes with effect from the 1 October 2013.

The staff returned to the meeting.

### **13/113 Chief Executive's Update**

The Board received a report providing a general overview on strategic issues affecting Derby Homes. It concentrated on the current review of the future provision of support services for Derby Homes and updated the Board on the current discussions prior to preferred options being presented by the Council.

The report also provided the Board with information on the Council's current consultation with employees on 'Pay and Reward' proposals.

#### **Agreed**

The Board

1. Noted the current position in relation to the review of the future provision of support services for Derby Homes.
2. Agreed to receive recommendations from Resources, Remuneration & Regeneration Committee on changes to employees' terms and conditions.

### **13/114 Financial Update**

The Board received a report tabling the 2013/14 management accounts for Derby Homes as at July 2013.

#### **Agreed**

The Board noted the current estimated forecast for 2013/14.

### **13/115 Investment & Regeneration Update**

The Board received an update on current issues within the Investment & Regeneration directorate.

**Agreed**

The Board

1. Noted the update
2. Approved a donation as outlined in the report.

### **13/116 Extension of Maximum Term of Office**

The Board was asked to consider extending the Maximum Terms of Office for Bob Osler and Iain MacDonald.

**Agreed**

The Board agreed to extend the Maximum Term of Office in respect of Bob Osler for 1 year and Iain MacDonald for 3 years from the 2013 AGM.

### **13/117 Selection of Board Members**

The Board considered a report detailing the process to reduce Board membership recommended by Governance Services Committee on 12 September 2013 and invited further discussion and input from the Board.

**Agreed**

The Board

1. agreed the selection of Board Members from November 2013 in accordance with the determination of the Council to change Derby Homes' Articles, as outlined in the report.
2. Noted the terms of offices for Independent Board Members
  - Bob Osler – 2014
  - Mike Ainsley – 2015
  - Iain MacDonald - 2016
3. Agreed to allow Leaseholders to apply for Tenant Board Membership, but that the maximum number of places on the Board for Leaseholders should be limited to one.

**13/118 Standing Order 12**

**Agreed**

The Board agreed to waive Standing Order 12 to allow the meeting to continue after 8.00 pm.

**13/119 Derby Homes Memorandum & Articles of Association**

The Board considered a draft of the Memorandum and Articles (M&As) prepared to incorporate the objectives in the Council Cabinet report "The Future Arrangements for Council Housing" dated 15 May 2013.

**Agreed**

The Board agreed to delegate authority to

1. the Company Solicitor to make the changes agreed by the Board (Minute 13/117) regarding Leaseholder Board Membership and to submit the revised Memorandum & Articles of Association to the Council for approval;
2. the Chair of Derby Homes and Director & Company Secretary to agree any further significant changes to the Memorandum & Articles of Association prior to submitting to the Council.

**13/120 Governance Changes**

The Board was advised that in addition to the changes to the Memorandum and Articles (M&As) required, a series of other changes to governance arrangements will also be required. The changes were detailed in a track changes document and the main changes mentioned in the report. Not all consequent changes were detailed at that point and further updates may be required depending on the outcome of further discussion with the Council.

**Agreed**

The Board

1. approved the changes to the Governance Arrangements from the AGM, in line with the document attached at Appendix 1.
2. approved the Partnership Agreement attached at Appendix 2.

**End of Confidential Business**

**13/121 To agree any items from Part B to be discussed.**

**Agreed**

The Board did not wish to discuss any items from Part C.

**13/122 Health & Safety Update**

The Board considered details of recent health and safety performance and current issues and in particular the outcome of the RoSPA QSA Audit

**Agreed**

The Board noted the report.

**13/123 Draft Minutes of Committees of the Board**

The Board received the draft minutes of recent Committee meetings

City Board – 22 August 2013

Governance Services – 12 September 2013

**Agreed**

The Board noted the draft minutes of Committees.

**13/124 Performance Monitoring Information Quarter 1**

The Board received a report detailing Quarter 1 performance against targets reported to Derby City Council.

**Agreed**

The Board noted the report.

**13/125 Forward Plan of Agenda Items**

The Board received the Forward Plan of Agenda Items for the six months period October 2013 – March 2014.

**Agreed**

The Board noted the Forward Plan.

**13/126 Board Diary Planner**

The Board received the Diary Planner for the six months period October 2013 – March 2014.

**Agreed**

The Board noted the Diary Planner.

**Date of next meeting**

The next meeting will be held on Thursday 31 October 2013 in the Large Training Room, London Road.

The meeting ended at 8.30 pm.

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CHAIR

Signed as true and accurate record of the meeting held on 26 September 2013.