

## Board Minutes

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| Meeting:       | <b>Board Meeting</b>  |
| Date:          | <b>17<sup>th</sup> January 2008</b>   |
| At:            | <b>Lion Court Conference Centre, London</b>   |
| Present:       | <b>Jenny Brierley (Outgoing Chair), Catherine Pestano (Vice Chair), Gerry Clarke, Paul Cummings, Peter Hill, Peter Murrell, Claire Baker, Philip Tolchard, Trevor Peel, Richard Taylor</b>                      |
| Apologies:     | Rose Wilson (Off sick)<br>Karamjit Bhullar (caring for a relative)<br>Samuel Akpabio (Did not attend)<br>Denise Brown (other commitments)   |
| In attendance: | <b>Gary Lashko (Chief Executive &amp; Company Secretary), Ben Nyakuma (Finance Director), Brendan Peacock (Director of Continuous Improvement), Mel Shad = MS (Operations Director), Dorothy Mdoe (minutes)</b> |

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|            | <p><b><u>WELCOME AND APOLOGIES</u></b></p> <p>The outgoing Chair lead the meeting in the absence of the new Chair. The Acting Chair gave the apologies for Rose Wilson, Karamjit Bhullar and the two observers Chris Mansfield and Andrew Jackman.</p>  |        |
|            | <p><b><u>DECLARATIONS OF INTEREST</u></b></p> <p>There were no declarations of interest.</p>  |        |
| B08/01     | <p><b><u>MINUTES OF MEETING, 15<sup>TH</sup> NOVEMBER 2007</u></b></p> <p>The Board asked for the minutes to indicate with initials which Operations Director was being referred to.</p> <p><u>B07/128</u>: To correct first sentence on page 6 to say "in response to a query..." rather than "in conclusion to a query..."</p> <p>The minutes were <b>agreed</b> as a correct record.</p> |        |

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| B08/02     | <p><b><u>MATTERS ARISING FROM THE MINUTES 15<sup>TH</sup> NOVEMBER 2007</u></b></p> <p>Item 3 The 25 Year Financial Plan: The Board <b>noted</b> that Gerry Clarke also attended the demonstration for the Tribal Financial Global Model.</p> <p>Item 7 New Patron: The Chief Executive confirmed that a letter had been sent to the Duchess of York but Carr-Gomm had not received a reply. He added that the Head of Marketing was on a short sabbatical in January and the process to short list a new Patron had not started.</p> <p>Item 10 Reserves Policy: The Chair of the Audit Committee said that the Audit Committee had not looked at the reserves policy and had deferred this to the February Audit Committee meeting.</p> <p>The Board <b>noted</b> the following with reference to the matters arising paper;</p> <ul style="list-style-type: none"> <li>• The matters arising paper should revert to the previous format.</li> <li>• Issues deferred to a future meeting to be picked up in the agenda.</li> <li>• The Chief Executive and Assistant to the Company Secretary to review the matters arising report.</li> </ul> |        |
|            | <p><b><u>STRATEGIC DECISIONS</u></b></p>   |        |
| B08/03     | <p><b><u>FINAL BUDGET 2008-9</u></b></p> <p>Trevor Peel chaired the Finance Scrutiny Group in the absence of the interim Treasurer.</p> <p>The Finance Scrutiny Group had scrutinized the paper in detail. The Finance Scrutiny Group raised concerns over some of budget items on page 23 and 24 of the paper, particularly: over the reduction in maintenance costs, whether increase in Supporting People funding is realistic, and whether or not Reshape 1 has produced the expected cost savings.</p> <p>The Board <b>agreed</b> that the Gerry Clarke should have a meeting with the Head of Asset Management and Development and the Operations Director (DB) to give reassurance on the reduction of the maintenance expenditure.</p>   |        |

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|            | <p>The Board <b>recommended</b> that local fundraising, be promoted more and that individualised targets should be quantified and personalised.</p> <p>The Finance Scrutiny Group added Reshape 2 as an 8<sup>th</sup> risk on item 5 of the paper as it was not factored into the budget. The Chief Executive assured the Board that Reshape 2 was factored in the 25 year plan and there were measures to offset any further costs. He added that the points raised in the FVR are dealt within the budget as demonstrated by the budget summary on page 30.</p> <p>The Board <b>noted</b> that the costs of reshape 2 were still to be identified and included in the budget.</p> <p>The Board <b>approved</b> the final budget 2008-2009.</p>  |        |
| B08/04     | <p><b><u>ANNUAL BUSINESS PLAN PRIORITIES FOR 2008-9</u></b></p> <p>The Chief Executive introduced the key points. He said the aim was to reduce the long list of business plan priorities into a short manageable list.</p> <p>Business plan priorities for 2008-9 were considered by the Board Away Day in October 2007, by the Strategic Managers day in November 2007 and by the Executive Team at its away day. The resulting business plan priorities were: Diversity, Staff, Integration, Performance, and Growth. A detailed growth strategy will come to the Board for agreement in May.</p> <p>The Chief Executive said that that all the Directors would be going on a road show to discuss the business plan priorities with staff. This plan was endorsed at the Managers meeting and the managers were very keen to see this happen. The teams across Carr-Gomm would discuss how they would contribute to the Business plan priorities and the managers would also look at them during joint review meetings (JRMs).</p> <p>The Board welcomed the 5 priorities presented and the way Management had involved the whole organisation and how the priorities had been embedded in the work.</p> <p>The Board <b>agreed</b> the annual business plan priorities.</p> |        |

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| B08/05     | <p data-bbox="431 239 760 268"><b><u>25 YEAR FINANCIAL PLAN</u></b></p> <p data-bbox="431 323 1239 386">The Finance Scrutiny Group had discussed the paper in detail.</p> <p data-bbox="431 438 1239 873">The Finance Director said that Carr-Gomm had to consider the wider implications of its fundraising activities in relation to the reserves. In addition to the funders, Carr-Gomm was obliged to consider that the Charity Commission might perceive that we had sufficient reserves to drawn upon for our fundraising activities. The Charity Commission in its capacity as regulator of charities would show concern if it felt that Carr-Gomm was unjustifiably accumulating substantial reserves without proactive measures to utilise them for the benefit of its beneficiaries. The Finance Director said he would draft a Financial Strategy Paper to be tabled in October which would propose how our reserves could be used.</p> <p data-bbox="431 930 1239 1329">The Finance Scrutiny Group recommended that there be a more explicit analysis of the financial sensitivity, and reconciliation between the old long term financial model and the new one, showing the changes. The Chief Executive confirmed that the process to develop the Financial Strategy paper would involve Board members, Directors and external people. The Finance Scrutiny Group recommended that they should discuss a growth strategy to contribute to the process on the 3<sup>rd</sup> April. It was also recommended that the Business Growth Strategy should go to the May Away Day for discussion, then May Board for decision.</p> <p data-bbox="431 1381 1239 1514">The Finance Scrutiny Group amended recommendation 1 on page 37 to read "That the Board:- Consider the updated and amended 25 year plan together with the accompanying report and approve it.</p> <p data-bbox="431 1566 1076 1596">The Board <b>noted</b> the risks indicated in the paper.</p> <p data-bbox="431 1648 1239 1745">The Board <b>agreed</b> that the Financial Strategy should go to the October Away Day for discussion, then Nov Board for decision.</p> <p data-bbox="431 1797 1239 1860">The Board <b>approved</b> the updated and amended 25 year plan.</p> |        |

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|            | <b><u>OTHER DECISIONS</u></b>   |        |
| B08/06     | <p><b><u>APPROVED CONTRACTORS LIST</u></b></p> <p>Gerry Clarke confirmed he had discussed the paper with the Operations Director (DB) and Head of Asset Management and Development. Gerry Clarke asked the Board members to declare any interests, and there were no declarations made.</p> <p>The Board welcomed the ethnicity monitoring of contractors.</p> <p>The Board <b>approved</b> the existing contractors list and <b>approved</b> the use of Constructionline to procure new contractors and consultants.</p>   |        |
| B08/07     | <p><b><u>TERMS OF REFERENCE OF THE BUSINESS DEVELOPMENT SCRUTINY GROUP (BDSG)</u></b></p> <p>The Operations Director (MS) said that the Terms of Reference were a collaborative work between herself, the delegated Board member (RT) and the Chief Executive.</p> <p>Board members were asked to pay particular attention to the summary of the terms of reference on page 49.</p> <p>The group members confirmed that they would schedule further meetings within the Board timetable. That a preliminary meeting would be scheduled before the first BDSG meeting.</p> <p>The Board <b>agreed</b> the terms of reference of the Business Development Scrutiny Group.</p> |        |
| B08/08     | <p><b><u>HOUSING CORPORATION ANNUAL VIABILITY REVIEW</u></b></p> <p>The Finance Scrutiny Group had discussed the paper and recommended it to the Board. The Finance Scrutiny Group said that the report should have reflected the fact that the Board planned a deficit and taken a lead in putting into operation Reshape 1.</p> <p>The Chief Executive added that it was also important to note that;</p> <ul style="list-style-type: none"> <li>• Carr-Gomm had taken action regarding Consult</li> </ul>  |        |

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|            | <p>Carr-Gomm.</p> <ul style="list-style-type: none"> <li>• The loss of management costs on ARP were being looked at.</li> <li>• The losses incurred by Carr-Gomm were being continually offset by further gains.</li> <li>• The Board were in control of the Reshape budget and continuously monitoring it.</li> </ul> <p>The Board <b>accepted</b> the final report and <b>noted</b> the follow up actions proposed by the Housing Corporation.</p>   |        |
| B08/09     | <p><b><u>WRITE OFFS TO BE AGREED</u></b></p> <p>The Finance Scrutiny Group had discussed the paper and recommended it to the Board.</p> <p>The Acting Chair of the Finance Scrutiny Group asked the Board to note that the correct figure requested for write offs was £22,647.</p> <p>The Board <b>agreed</b> to the write offs.</p>  |        |
| B08/10     | <p><b><u>INFORMATION</u></b></p>   |        |
| a          | <p><b><u>CLIENT FOCUS GROUP FEEDBACK</u></b></p> <p>The Director of Continuous Improvement said there had been no strong objections from client about the new structure for the focus groups. The clients however requested that Carr-Gomm improve the organisation arrangements for the focus groups. Carr-Gomm <b>agreed</b> with the clients to;</p> <ol style="list-style-type: none"> <li>1. Give one months notice about the focus groups topics. Clients should also know well in advance the dates and venues.</li> <li>2. Staff should be made aware that they can encourage and support clients to attend the focus groups.</li> </ol> <p>The Director of Continuous Improvement said that the procedure to select topics for RFGs had not yet been finalised and a report would come to the April Board meeting outlining a few options.</p> <p>Board members pointed out that house meeting are an important part of client involvement and we should ensure</p> |        |

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|            | <p>that such activity is taken into account. It was reported that the new client information system would be able to show how many people attended client oriented meetings like housing meetings and this would be included in future reports.</p> <p>The Director of Continuous Improvement also said that the structure for the focus groups would remain as it was for the time being. However once the Client Panel was formed they would review the structure to reflect the operational areas.</p> <p>The Board <b>noted</b> the paper.</p>  |        |
| b          | <p><b><u>THE CLIENT INVOLVEMENT STRATEGY (2008-2011)</u></b></p> <p>The Director of Continuous Improvement said that it was a regulatory requirement for registered social landlords (RSLs) to do an annual impact assessment on client involvement. He said that this was the first impact assessment review that Carr-Gomm had done.</p> <p>The Director of Continuous Improvement outlined the strategic priorities for 2008-11 which were agreed by Board in July 2007 as:</p> <ol style="list-style-type: none"> <li>1. Develop the capacity, knowledge, skills and structures to empower clients and groups of clients to be involved with, plan and manage CI activities across Carr-Gomm.</li> <li>2. To work with staff in all departments to ensure meaningful client involvement in all of Carr-Gomm's activities.</li> <li>3. Work with clients, staff, agencies and partners to gain access to opportunities for clients to work or volunteer and to be involved in the communities they live in.</li> </ol> <p>The Director of Continuous Improvement said the Client Compact was due for renewal in 2008, based on the new Client Involvement Strategy.</p> <p>The Board <b>recommended</b> that in future the statistical information in the report should include the percentage of clients who had responded to the survey so as not to be misleading to readers.</p> <p>The Board <b>noted</b> the report.</p> |        |

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| c          | <p><b><u>THE LEARNING AND DEVELOPMENT REVIEW</u></b></p> <p>The Director of Continuous Improvement said that a new learning and development team had been formed and would reflect the more professional way Carr-Gomm delivered learning and development. The team would also link their work to how they contribute to the development of business plan priorities.</p> <p>The improvement in the service would include introducing a comprehensive induction process and a module on using the new HR system. There would also be a full operations training programme and a recognised management development programme which would begin in March 2008. The management programme is recognised by the Institute of Leadership Management and would be accredited in the future.</p> <p>The Director of Continuous Improvement said that his department had not managed to find a solution to NVQ provision for Carr-Gomm staff. They were currently discussing the possible use of local providers. He said the process to identify local providers would be a big undertaking.</p> <p>The Board noted that there was still a need for a Board training needs assessment (TNA).</p> <p>The Board <b>noted</b> the report.</p> |        |
| d          | <p><b><u>QUARTER 2 PERFORMANCE REPORT</u></b></p> <p>The Director of Continuous Improvement said there had been no dramatic change in the performance trends.</p> <p>The Director of Continuous Improvement said that voids were still an issue and there would be a full cross-departmental review to see how Carr-Gomm could manage voids better. He assured the Board that he would have a better way of monitoring the voids in April 2008 when Carr-Gomm knew why the properties were empty. The Executive Team would look at the void turnaround time.</p> <p>Regarding the lack of capital grant take up, he said he had been reassured by the Head of Asset Management and Development that the Housing Corporation was aware of what was happening with the development cash take up of and that there was no risk on the green light.</p>  |        |

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|            | <p>The Director of Continuous Improvement said that Carr-Gomm had problems reporting on diversity particularly because we were still using the Housing Management software to report on this, which does include floating support clients. Improved Diversity reports were dependant on bringing in the new Client Information System, which would tackle this problem by providing better information.</p> <p>The Board <b>noted</b> the report.</p>   |        |
| e          | <p><b><u>THE MKT FORUM REPORT</u></b></p> <p>The Chief Executive tabled the report to remind the Board that the 3 ex-Board members had met to discuss the long term issues affecting the work of Carr-Gomm. The report was a highlight and the Executive Team would feed the information into the 2009 business plan. The Executive Team would also look at employment and volunteering in Carr-Gomm based on the MKT report.</p> <p>The Board noted that the MKT forum also had the potential of gaining PR exposure for Carr-Gomm.</p> <p>The Board <b>noted</b> the report.</p>  |        |
| f          | <p><b><u>THE BOARD TIMETABLE 2008 (VERSION 4)</u></b></p> <p>The Board asked that the names of the areas for the Client Focus Group be included in the timetable. The Chief Executive asked the Board to consider potential topics for Board development sessions. Board members suggested having topics on the policy developments in the housing sector and budget and business analysis.</p> <p>The Operations Director (MS) suggested that she ask the regional National Housing Federation (NHF) representative to deliver a training on the policy developments in the housing sector.</p> <p>The Board <b>noted</b> the timetable.</p> |        |
| g          | <p><b><u>USE OF THE SEAL</u></b></p> <p>The Board <b>noted</b> the report.</p>  |        |
| B08/11     | <b><u>COMMITTEE MINUTES</u></b>   |        |
| a          | <b><u>IT SCRUTINY GROUP MINUTES 15<sup>th</sup> NOVEMBER 2007</u></b>   |        |

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|            | The Board <b>noted</b> the minutes.  |        |
| b          | <p><b><u>FINANCE SCRUTINY GROUP MINUTES 15<sup>th</sup> NOVEMBER 2007</u></b></p> <p>The Board <b>noted</b> the minutes.</p>   |        |
| c          | <p><b><u>THE AUDIT COMMITTEE MINUTES 4<sup>TH</sup> DECEMBER 2007</u></b></p> <p>The Board <b>noted</b> the minutes.</p>   |        |
| B08/16     | <b><u>ANY OTHER BUSINESS</u></b>   |        |
| a          | <p><b><u>KEY GOVERNANCE DOCUMENTS FOR BOARD</u></b></p> <p>The Chief Executive said he would be circulating to Board members a list of essential Carr-Gomm documents that the Board would need to keep abreast the Carr-Gomm corporate and legal standing of the organisation. Some key documents were requested at the Board induction day.</p> |        |
| b          | <p><b><u>BOARD SUBSCRIPTIONS</u></b></p> <p>The Board asked for an update on the subscriptions that had been discontinued. The Chief Executive confirmed that his PA was in the process of renewing all the key subscriptions.</p>   |        |
| c          | <p><b><u>BUSINESS ANALYSIS ITEM FOR BUDGET</u></b></p> <p>The Board requested next time for the budget update to have a business analysis in addition to the breakdown of figures for budget items.</p>  |        |