



**Cardiff Community Housing Association
Board Meeting Minutes**

Meeting Date	8 th July 2020	
Meeting Time	17:00 – 19:42	
Meeting Venue	Virtually via Microsoft Teams	
Present	<p>Mike Owen Janet Beauchamp Scott Rooks Emma Britton Michelle Wade Tamsin Stirling Vinita Nawathe</p> <p>Hayley Selway Brian Pickett Jonathan Jones Liz Evans Paul Folland Daniel Lewis Samantha Williams Paul Westwood</p> <p>External: Paul Stevens Lawrence Gill Alison Vickers</p>	<p>Chair Board Member Board Member Board Member Board Member Board Member Board Member</p> <p>Chief Executive Corporate Director - Central Services Corporate Director – Property Services Corporate Director – People & Places Finance Manager Head of Governance Governance & Executive Support Officer (minutes) Fixed Asset Accountant (staff observer)</p> <p>Centrus Centrus Bevan & Buckland</p>
Agenda item ref.	Minutes of discussions held	Actions
B36.20/21	Apologies for absence	
	<p>The Chairman noted that a quorum was present and that each Board member had been given proper notice of the meeting and of the matters to be discussed each in accordance with the Association's Rules.</p> <p>There were no apologies for absence.</p>	
B37.20/21	Declarations of interest	
	<p>Each Board member present at the meeting declared the nature of his or her interest in the business to be transacted at the meeting or confirmed that he or she had no interest which he or she was under a duty to disclose in accordance with the Association's Rules.</p> <p>MW declared an interest. It was agreed for MW to take part in discussions on these agenda items but to not vote on any approvals due to the conflict of interest.</p>	



B38.20/21	Minutes of previous meetings	
	The minutes of the previous meetings were approved as an accurate record.	
B39.20/21	Action Log	BP/AH
	<p>The Board reviewed progress with actions. HS highlighted items due to the end of July Board meeting.</p> <p>TS raised Development Quality Requirement replacement standards and advised that they will be out for consultation soon. She confirmed that from her understanding, Covid-19 hasn't had any significant influence on them. She asked that we carefully consider these and our response in light of some of the issues coming through from tenant feedback. She noted the potential influence we can have on changes. It was agreed for this to be added to the action log.</p>	
B40.20/21	CEO Coronavirus update	



HS noted the issues experienced with rats and fly tipping. She detailed the collective work we are doing with the Council to tackle this. She drew attention to the Covid-19 Management Plan which is based on WG's traffic light system.

DL presented the plan. He highlighted the services that will be online in each traffic light stage and confirmed that this will remain a fluid document as guidance changes. The document will allow us to manage services and have a pre-prepared business continuity plan if there is a second wave of Covid-19 cases or instances of local lockdowns as seen in Leicester. He iterated the importance of keeping our contractors, tenants and staff safe. He confirmed that ROSPA will be carrying out an independent review of our arrangements for Covid-19 Secure Officer measures at the end of July to provide us with third line assurance with any potential office partial re-opening.

The Board noted the positive and comprehensive work that has gone into the plan. DL confirmed that we have received good feedback from staff. He highlighted the office video for staff to show what changes have been made to Tolven Court.

JB asked if we have we had any negative feedback from tenants with regards to our limited availability to deliver non urgent repairs. JJ confirmed that we haven't had much and tenants have been very understanding. He detailed the ongoing communication that is in place through Deeplake text system, social media and our website. HS advised that the pandemic has had no significant effect on our cyclical compliance component servicing.

DL

SC asked how we will balance our policies with those of sub-contractors. JJ detailed the work we have done on this, highlighting what we have requested and assessed for each of our contractors to ensure they are Covid-19 safe. DL confirmed that he will add a statement to the plan in relation to work undertaken with our contractors.

MW asked if we will be sharing the plan with the sector. HS advised that we have asked CHC if DL can speak to the sector on what we've done.

TS asked if we have surveyed staff to establish who wants to return to the office. She also asked about new Universal Credit (UC) claims and how our arrears performance is. She acknowledged the difficulties with rat issues and dealing with different land owners to tackle this. HS confirmed that an all staff survey to establish preferences for returning to the office has taken place. She presented the results. LE confirmed that we have started to see a stabilisation of rent arrears over the past few weeks. She highlighted the team away day that took place last week and further follow up to take place next week to agree an arrears strategy for the next six months. She noted that we are now receiving good data from the Governance Team to support



B42.20/21	Treasury Policy	
	<p>BP confirmed that we haven't previously had a Treasury Policy in the organisation. He noted that the policy proposed is a best practice sample from Centrus which we have reviewed to ensure it is workable in our organisation. He advised that it includes golden rules. He drew attention to the Centrus sign off document appended to the report.</p> <p>The Board approved the Treasury Policy.</p>	
B44.20/21	Reconciliation of Q4 2019/20 Management Accounts	
	<p>AV joined the meeting at 18:50.</p> <p>PS and LG left the meeting at 18:52.</p> <p>BP advised that all of the papers in this section of the agenda have been through the Audit and Risk Committee (ARC) who recommend them to the Board for approval.</p> <p>PF presented the reconciliation of Management Accounts to the Statutory Accounts. He drew attention to the table in the report which sets out the adjustments to be made. MW confirmed that the adjustments were reviewed and discussed in detail by ARC and they were comfortable with the changes.</p> <p>The Board approved the reconciliation of the Q4 2019/20 Management Accounts to the Statutory Accounts.</p>	
B45.20/21	Letter of Representation	
	<p>AV presented the letter of representation, advising that it is an audit requirement. She confirmed that all the points in the letter are standard and it reminds Board of its responsibilities. She drew attention to point 23, which asked for one light representation. She confirmed that they were able to get all the information required for the audit. MW confirmed that this was discussed in detail at ARC and the Committee were comfortable with the recommendation.</p> <p>The Board approved the Letter of Representation.</p>	
B46.20/21	Financial Statements	
	<p>BP presented the Financial Statements. He confirmed that we are recommending that the Board approve the statements to go before Shareholders at the AGM for approval. He highlighted the strategic report from the Chair and confirmed that this will be more detailed in the Annual Report. He noted that the Statements are being brought to Board a month earlier than normal and commended the Finance Team for their work.</p> <p>The Board approved the 2019/20 Financial Statements to be submitted to the AGM for Shareholder approval.</p>	



B47.20/21	External Audit Update & Opinion	
	<p>This item was brought forward and discussed after B45.20/21.</p> <p>AV noted that this was Bevan and Buckland's first year audit with CCHA and they received a very good response from the team. She detailed the reporting stages. She confirmed they were made aware prior to the start of the audit of some incorrect accounting processes in relation to the incorrect categorisation of certain loans as complex. She stated that a prior year adjustment has been agreed for these. She confirmed that they are otherwise content with the accounting policies and comfortable that all risks were addressed. She confirmed that they are presenting a clean audit report and going concern.</p> <p>She detailed three matters raised at the interim audit stage and confirmed that there were no issues with these at year end. She confirmed that there were no items to follow up from previous auditors. She stated that all adjustments required were made. She highlighted one of the larger adjustments done during the audit to provide for service charge bad debt.</p> <p>MW noted the debate that took place at ARC. AV confirmed that they checked accounting changes and disclosures and are content with these.</p> <p>MO gave thanks to the Finance Team.</p>	
B48.20/21	External Audit Management Letter	
	<p>This item was covered under B47.20/21.</p> <p>AV left the meeting at 19:05.</p>	
B49.20/21	Audit and Risk Committee Annual Report and Review	



	<p>This item was discussed after B51.20/21.</p> <p>MW presented the report and confirmed that the ARC met its terms of reference and work plan for 2019/20. She noted that the report summarises what has happened over the past 12 months and how the Committee has discharged its function. She drew attention to the summary of audits that took place and the findings. MO noted the good work done by the Committee over the past year. TS gave recognition to the work of the Committee. She stated that seeing their minutes and reports provides good assurance. MW advised that following the Standard/Standard Regulatory Judgement, a demonstrated strong relationship between the Committee and staff and seeing quick disclosures if anything has needed to be disclosed and actioned, they have agreed to reduce the number of their meetings. She advised that they also want to be more strategic to ensure that we are focussed on key strategic risks. She confirmed that by enabling HS and the team to deal with operational matters, it will allow ARC to start looking at the horizon and emerging risks. She stated that the Committee feel that they can move back if needed, but they will still have oversight and want to be more forward looking. TS noted that the Board also needs to ensure it spends enough time looking forward.</p> <p>The Board noted the report.</p>	
<p>B51.20/21</p>	<p>ARC Chairs Report – 27.5.20</p>	
	<p>This item was brought forward and discussed after B48.20/21.</p> <p>MW presented the report in detail. She noted the assurance received on a number of issues and agreement of the Committee’s work plan for 2020/21. She highlighted the agreement to move to reduced Committee meetings as previously discussed on the agenda. She drew attention to agenda item B46.20/21 which includes the draft Special ARC minutes and recommendations from the Committee for Board to approve the accounts related items.</p>	
<p>B52.20/21</p>	<p>Review of meeting and reflections</p>	



	<p>The Board reflected on the meeting. MO commented on the size of the which took up a substantial amount of time on the agenda. HS highlighted the restructured agenda in line with Central Consultancies recommendation that more time be given to future looking items, followed by current and then past. TS confirmed that ARC's detailed review of a number of items was helpful.</p> <p>TS highlighted emerging risks and her question raised prior to the meeting. She noted that it would be good for ARC to discuss this and consider how we structure agendas going forward. HS advised that the CLT has a session on emerging risks shortly and they will be discussing Covid-19. She confirmed that the risk register will be recalibrated and brought back following this. MW noted the detailed discussion that took place at ARC on this. She confirmed that they have asked the CLT to have a full review of risk and where Covid-19 has impacted the business. She noted that the ARC will also have a more detailed session on the longer term strategic position at its next meeting. She highlighted the detailed review of the business operations during the current situation to ensure they are working well.</p> <p>EB reflected on where we are 12 months in with the new Board Members. She iterated the positive forward looking direction were moving towards and importance of recognising how far the business has come with the new CLT in the past 18 months.</p>	
<p>B53.20/21</p>	<p>Any other business</p>	



AGM: HS noted discussions with the Chair on how we can deliver a virtual AGM. DL advised that our current Rules restrict us from having a fully virtual AGM. However, the Government has created a Corporate Insolvency and Governance Act which will allow us to have a fully virtual AGM before 30th September. He confirmed that we will bring a full paper to the next meeting to set this out. He advised that to accommodate a virtual meeting we will be recommending a slimmed down business AGM. We will have around 100 shareholders who will be invited but we will be proposing that they vote via proxy with only Board Members and the Executive in attendance. He confirmed that independent advice from Devonshire's has been commissioned via CHC to give some assurance on proposals and this legal due-diligence will be included in a paper at the end of July.

DL confirmed that we will contact all shareholders to explain this should Board approve the proposals so they understand the context. He advised that we have benchmarked against other organisations and all who responded are doing the same virtual and slimmed down AGM's this year. He iterated that it would be difficult to manage all shareholders in an online AGM but we can achieve the same sign off via proxy whilst still allowing the shareholders their rights to vote. HS suggested that a celebratory event is arranged once social distancing rules allow. The Board agreed to this.

TS noted the importance of communications to shareholders and suggested creating a video or animation to take shareholders through the main papers, so it is as accessible as possible. DL noted the guidance that will be included with the papers and that we will be writing to all shareholders explaining the AGM approach this year which will include clear advice and guidance.

The meeting closed at 19:42.

Date of next meeting: 29th July 2020, 5pm

Signed:
Chair

Date: