



**Cardiff Community Housing Association
Board Meeting Minutes**

Meeting Date	31 st March 2021	
Meeting Time	17:00 – 19:43	
Meeting Venue	Virtually via Microsoft Teams	
Present	<p>Mike Owen Janet Beauchamp Scott Rooks Emma Britton Michelle Wade Vinita Nawathe Amina Yusuf Fadhili Maghiya Lerisha Hansraj Bhardwaj Joga Singh</p> <p>CCHA Staff Hayley Selway Brian Pickett Jonathan Jones Liz Evans Gareth Davies Daniel Lewis Naveeda Morgan Andrew Bradley Martin Ford Vicki Miller Rhys Jenkins</p> <p>External Didi Ketter</p>	<p>Chair Board Member Board Member Board Member 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 Development Director Head of Governance Head of Finance (observer) Head of Assets & Decarbonisation (observer) Head of Repairs Transformation (observer) Head of Housing & Communities (observer) Policy & Information Governance Officer (minutes)</p> <p>Incoming Board member (observer)</p>
Agenda item ref.	Minutes of discussions held	Actions
B129.20/21	Apologies for absence	
	There were no apologies of absence. MO noted the comments submitted in advance of the meeting and responses circulated ¹ .	
B130.20/21	Declarations of interest	
	BP commented that Directors have an interest in agenda item B136.20/21 regarding discussions around unitary and advisory boards. There were no other conflicts of interest declared.	
B131.20/21	Minutes of previous meeting	
	MO commented that he will take the minutes as read and asked if the Board have any issues to raise.	
	DL advised that LHB requested a wording change to the minutes before the meeting. LHB confirmed that she asked to re-phrase her comments about	

¹ See copy of comments and responses on Board papers appended to these minutes for record.



	<p>the maintenance budget. MO asked if the Board are happy to adopt changes to the Board minutes, which the Board agreed to.</p> <p>MO advised that minutes from the Loan Sub-Committee also need to be adopted.</p> <p>The Board noted the minutes of the Loan Sub-Committee held on 15th January 2021.</p> <p>The minutes of the Board meeting held on 27th January 2021 were approved as an accurate record.</p>	
B132.20/21	Action Log	
	MO asked if the Board had any questions on the action log. There were no comments or questions from the Board. The Board noted the action log.	
B133.20/21	Board Work Plan 20/21 update & 21/22	
	<p>DL detailed the report and advised that he will take the report as read.</p> <p>He confirmed that all matters covered in the work plan for 2020/21 were reserved matters for the Board and noted that all aspects were covered and reflected the Board's Terms of Reference. He assured the Board that the work plan for 2021/22 covers all reserved matters and all requested items.</p> <p>There were no comments or questions from the Board. The Board noted the update for the Board Work Plan 2020/21.</p> <p>The Board approved the Board Work Plan for 2021/22.</p>	
B134.20/21	CEO Coronavirus update	
	HS advised that there have been no significant updates for COVID-19 since the last meeting. She noted that we have restarted internal stock condition surveys following a decision at the Business Continuity Planning (BCP) meeting. She continued that staff are still working from home primarily, and no staff members are self-isolating. She advised that very few tenants are reporting symptoms or are informing us that they are self-isolating. She confirmed that we continue to use our COVID-19 management plan in line with Welsh Government guidance.	
B135.20/21	Corporate Strategy	
	<p>HS outlined the report.</p> <p>She noted that there are five main themes in the strategy and advised that there were two themes that the Board wanted to re-phrase. She detailed that the Board felt it was more important to be an exceptional developer of homes rather than a partner of choice. She continued that the Board wanted to consider changing 'Excellent Landlord' as an objective.</p> <p>She informed the Board that we have agreed on 'Caring Landlord' as an objective, as we want to let homes not houses, and we want tenants to love their homes. She outlined that we have agreed to use 'Exceptional Developer of Affordable Homes' as a main objective also. She noted that we have learnt lessons throughout the COVID-19 pandemic and going forward we want to create homes that people can live and work. She detailed that</p>	



	<p>the Board were clear that equality and diversity should be hard-wired throughout the strategy, and not be a stand-alone theme.</p> <p>She advised that comments from the Board Strategy Away Day held before Christmas have been fed back into the strategy. She outlined that each high-level objective has sub-objectives. She asked if the Board are happy to endorse the strategy.</p> <p>MO asked if operational-focused objectives have been removed from the strategy. HS replied that VN commented during the Away Day that there were some operational aspects in the strategy that did not fit. She noted that these have been removed to make the strategy more strategically focused.</p> <p>JB commented that the objectives are clearer now, and she is happy with the changes. EB agreed that she is happy with the changes. MW endorsed the report and commented that we could consider including 'compassionate' as a wording somewhere in the strategy. JS noted that he is happy to endorse the strategy. MO concluded that he is happy with amendments to the strategy.</p> <p>The Board approved the content of the report in preparation for design and production of the new Corporate Strategy.</p>	
<p>B136.20/21</p>	<p>Supervisory/Unitary Board</p> <p>BP presented the report. He advised that there is a historic outstanding action from the regulatory action plan to consider whether to move to a unitary Board structure, where the CLT would become full Board members. He noted that supervisory Board structures are more common in third-sector organisations, however in the private, unitary Board structures are more common. He commented that the culture between Board and CLT is more important than its structure. He advised that the Board are asked to discuss whether they want to move to unitary Board structure.</p> <p>JB noted that this outstanding action was partly due to the disconnect and lack of trust between the CLT and Board during the regulatory intervention.</p> <p>MO commented that he has been on both a unitary and supervisory Board and is happy to answer any questions on his experience. FM asked MO to share his experiences to begin the discussions. MO detailed his experiences. He noted that a unitary Board structure changes the dynamic of presentations during meetings, where the CEO is challenging papers and approving them. He added that it can also change relationship dynamics between Directors and other leadership members who are not Board members. FM thanked MO and commented that the issue of accountability is important to ensure that issues are scrutinised appropriately.</p> <p>EB commented that accountability and culture are key issues. She noted that Directors' need to take ownership of decisions made regardless of Board structure. She commented that we already operate as a unitary Board in effect and added that it is important to preserve the positive culture we have.</p>	



	<p>VN commented that she thought we were already a unitary Board. She noted that there is potentially more collective responsibility with a unitary Board and moving to a unitary Board could help to future-proof the organisation, therefore preventing any future disconnect. She outlined that the current culture between the Board and CLT helps foster ownership of decisions but becoming a unitary Board could foster this also.</p> <p>JS outlined that he would prefer to be a unitary Board for the sake of ownership, but he noted that changes cause disruption when we are in a position of stability. He questioned whether this was the right time to make structural changes.</p> <p>SR noted that he understands why this was requested during regulatory action, however there is currently respect and transparency between CLT and Board. He added that unitary Boards can create hierarchy which can cause problems.</p> <p>MO advised that changing governance structures will require rule changes with approval of the Welsh Government and would potentially require funder approval also. DL added that it would also require approval at a special Annual General Meeting.</p> <p>HS commented that her observations over the last two years is that the Board already feels unitary with all members part of decision-making. She noted that a unitary Board structure may give more assurance to Board around decision-making, however she questioned whether the change is necessary.</p> <p>JB suggested that we could ask tenants for feedback and consider their views and noted that we need to better understand implications and outcomes of any structure change.</p> <p>VN noted that we have an existing mechanism for resolving dispute between Board and CLT. MO suggested that we could consolidate the responsibilities of the CEO to challenge the Board into our constitution if we wanted to.</p> <p>MO outlined that having heard the discussion he believes the Board should postpone making any decision on this item and focus on the significant items coming up in the near future. He then suggested we postpone this item and revisit it in 18 months' time for actioning in the following financial year if there was support or justification at that point. He further suggested we do not put this action or review in the forward plan until the following year. He added that the Board should monitor the matter and raise it again if there are any significant changes to staff or Board. FH asked that the Board receive an in-depth paper with pros and cons on the matter in 18 months' time.</p>	<p>HS</p> <p>HS</p>
--	---	---------------------



	The Board noted the due diligence undertaken, and agreed to postpone this item for 18 months, and discuss again with a detailed paper.	
B137.20/21	Vice Chair & Development Sub-Committee	DL
	<p>MO noted the report and advised that he will take it as read. He advised that if anyone is interested in standing for Vice Chair of the Board, Chair of the Development Committee, or becoming a member of the Development Committee, then please let DL or himself know.</p> <p>HS outlined that DL will need to change some delegations for the Board to the new Development Committee in light of this report. DL added that the Board's agreement with the Development Committee at this meeting is subject to delegations being amended in the governing documents.</p> <p>The Board approved the creation of:</p> <ul style="list-style-type: none"> • a Vice Chair Role; • a Development Committee and its outline terms of reference subject to any approvals requiring formal amendments to governing documents which will be brought back to the Board for ratification. 	
B138.20/21	KPI Framework	
	<p>DL presented the report. He advised that the existing KPIs in place reflect our position during 2018 and are heavily focused on health & safety and compliance. He noted that we have looked to re-balance the list with non-health & safety KPIs. He drew attention to Diagram One and Chart Two in the report which outline the revised KPI framework and the proposed Board KPIs respectively. He advised that we want to move towards the Board receiving higher-level KPIs and trend analysis and noted that the new framework will fit better with our three lines of defence model.</p> <p>MO asked if the Board had any comments on the report.</p> <p>MW commented that it makes sense to focus on higher-level KPIs and noted that she supports the approach. She asked whether we have considered looking at employee engagement as an indicator and commented that our current indicators for employees feel transactional. DL advised that we use the Happiness Index reviews as a static source of assurance for this, and we want to avoid duplicate reporting on staff engagement. HS added that our next Happiness Index will be sent out in June 2021, which will be reported to the People and Culture Committee. She continued that we are also looking at undertaking touch-point surveys over next 12 months with Happiness Index, which will be reported the People and Culture Committee. She suggested that JB pick up these touch-point surveys, alongside the wider review in June 2021, in her People and Culture Committee report to Board, so that the Board have oversight of these reports as an additional source of assurance.</p> <p>JB noted that she is happy with the proposed KPIs and asked whether the Board will receive annual trend analysis and oversight specifically for satisfaction. DL replied that we have moved away from targets for satisfaction indicators, as we did not want targets to drive wrong behaviour.</p>	



	<p>He advised that the Board will receive reports on exceptions and trend analysis for 12-month trends as a default, which will look at three to six month declines in trends, alongside assurance comments from Directors on how adverse trends will be improved.</p> <p>MO commented that our current employee KPIs are too negatively focused. He suggested that we could review our employee KPIs and realign them with our corporate strategy.</p> <p>MO asked whether the Board will receive reports on the STAR survey. He gave an explanation of the STAR survey for the Board. DL replied that the STAR survey is not included as a KPI as it is only undertaken once a year, and therefore will be a static indicator and source of assurance reported to Board.</p> <p>HS detailed that KPIs are one part of the Board assurance framework, alongside staff well-being surveys, staff engagement surveys that are reported to People and Culture Committee, and internal audits. EB noted that several staff members attend the People and Culture Committee, and she commented that staff would be assured from discussions at the Committee that the Board are not just focusing on negative indicators and want to support staff well-being.</p> <p>MO noted that he was assured that our employee KPIs are appropriate following the discussion, asked if the Board are happy to approve the revised KPI framework.</p> <p>The Board approved the proposed KPI suite for Board, subject to a review of the employee focused KPIs and realigning KPIs to the Corporate Strategy.</p>	
B139.20/21	REDACTED	
	REDACTED	
B140.20/21	REDACTED	
	REDACTED	
	NM and DK left the meeting at 18:12.	
B141.20/21	REDACTED	
	<p>This agenda item was discussed after the break following agenda item B143.20/21.</p> <p>MF, VM and AB returned to the meeting at 18:54.</p> <p>REDACTED</p>	
BREAK	The Board took a break at 18:12.	
B142.20/21	REDACTED	
	<p>This agenda item was discussed following agenda item B141.20/21.</p> <p>REDACTED</p>	



	<p>Agenda item B144.20/21 was discussed following this agenda item and continued following the agreed agenda.</p>	
B143.20/21	<p>REDACTED</p> <p>This agenda item was discussed immediately after the break following agenda item B140.20/21.</p> <p>All members returned from the break at 18:21, with the exception of MF, VM and AB who returned following this item at 18:54, and NM and DK who did not return to the meeting.</p> <p>REDACTED</p>	
B144.20/21	<p>Board & Committee appraisal feedback report</p> <p>DL outlined the report and noted that it details the Board appraisal review undertaken in December 2020.</p> <p>He noted that the report is broadly positive and that controls are working well. He advised that there are no proposed changes to the Board's Terms of Reference following the review, with the exception of changes to the Policy Framework. He noted that there are no significant governance issues to raise and advised that we will revisit actions in six months' time as outlined in the Board workplan.</p> <p>MO thanked the Board for all their input in the appraisal process and asked the Board to continue to raise any issues if required. The Board noted the outcomes of the appraisal process.</p> <p>The Board approved the Board and Committee Appraisal action plan and timeframes set out in the report and agreed to review the progress of the action plan in six months' time.</p>	
B145.20/21	<p>Code of Governance: Annual Interim Assessment, RAP Close off and Jan 20 Effectiveness Report</p> <p>DL outlined the report and advised that the report covers three aspects. He summarised that we meet our Code of Governance. He advised that the Code of Governance is currently under consultation and we will need to undertake another review once the code has been revised as outlined on the Board workplan.</p> <p>DL noted that there are two remaining items that had not been reported to the Board from the previous regulatory actions identified in 2018. He advised that these are minor items but have been reported to Board for good governance.</p> <p>DL noted that an independent board effectiveness report was undertaken in January 2020, and we have implemented the improvements outlined in the report, embedding them into our governance processes.</p> <p>HS informed the Board that we will be subject to an interim Regulatory Judgement around June 2021. She advised that a paper will be submitted to the Board in May 2021, which will subsequently be submitted to Welsh Government. She added that the Regulatory Interim Judgement will likely be</p>	DL



	<p>an endorsement of our current judgement. MO asked whether the Regulator will be attending the next meeting regarding this. DL replied that the Regulator will not be observing the meeting.</p> <p>JB asked whether we have received any feedback from the new Regulatory Board about tenant engagement. DL advised that he is on the Regulatory Advisory Group and has not had any feedback from the group on tenant involvement. He noted that the group is currently focused on the review of performance standards and the governance assessment tool. He advised that he will update the Board once he receives further updates. HS added that VM and MF are on the TPAS Board, so we are at the forefront of tenant engagement.</p> <p>The Board approved the annual assessment of compliance against the CHC Code of Governance.</p> <p>The Board approved the closure of actions identified in the January 2020 Board effectiveness review.</p> <p>The Board approved the closure of remaining actions with the previous Regulatory Advisory Plan.</p>	
<p>B146.20/21</p>	<p>Asset Management Strategy monitoring report</p>	
	<p>AB detailed the report. He noted that there are 40 commitments in the Asset Management Strategy which were approved by the Board. He advised that the strategy states we will provide regular updates to Board on progress. He noted that this report was reviewed and approved by the Resident’s Panel on 12th March 2021.</p> <p>AB outlined Section two in the report and gave a summary of all actions completed. He noted that the Resident Panel has been consulted on all revised action dates and outlined that the main reasons for the revisions are COVID-19 delays, some works taking longer than expected, and need to undertake further consultation. He added that some actions dates have been amended to align with the life of our strategy. He noted that 25% of outstanding actions are due to be completed this calendar year and concluded that we are progressing well on commitments in the Asset Strategy.</p> <p>MO thanked AB and asked if the Board have any questions on the report.</p> <p>JB asked whether we are decanting tenants to fulfil our commitments in the strategy and questioned what impact this will have on our tenants. JJ replied that none of our properties can reach EPC A if we follow a traditional retrofit approach. He advised that the only way to reach EPC A is to undertake whole house approach which will likely impact tenants. He noted that we can stagger works to avoid decants. He advised that we are waiting for the Welsh Government to release their roadmap to better understand how to reach EPC A for our stock. He outlined that we are approximately 12 months away from beginning these works and added that any decision from WG on funding will also be a minimum of 12 months away. MO commented</p>	



	<p>that it is important to involve affected tenants once we start to undertake whole house works. He advised that undertaking staggered works could mean tenants are disrupted for a longer period of time, and therefore we need to balance this against undertaking works all at once. REDACTED</p> <p>AB also advised that we have sampled REDACTED properties during early SCS', and therefore the assurance report outlines our worst-case for investment planning. REDACTED</p> <p>MO commented that he is happy with progress on the strategy and asked if the Board have any further questions on the report. There were no further questions from the Board.</p> <p>The Board noted the progress made against the Asset Management Strategy Monitoring Plan.</p>	
<p>B147.20/21</p>	<p>Resident Panel and Governance Scrutiny: six monthly report</p> <p>LE outlined the report, noting that she will take the report as read, and drew out key highlights. She noted that we have had high levels of engagement through the COVID-19 lockdown. She advised that we observed some fatigue from involved tenants last financial year, and so we reduced engagement temporarily, but we have resumed the schedule now. She noted that our involved tenants have supported a lot of recruitment recently.</p> <p>LE noted that we have recently expanded our engagement approach from telephone to including text messages which has been successful. She advised that a mass text message was sent to tenants and we received over 200 texts asking for support. She outlined that we triaged all responses from tenants to enable us to respond to all requests.</p> <p>LE informed the Board that we have appointed a Digital Inclusion Officer on a temporary post for six months. She noted that the role is focused on building tenants' confidence and skills, and we are working with children in schools also.</p> <p>LE confirmed that the future focus for the panel will be on a review of service charges and estates management. She advised that staff are currently driving panel meetings, and we want tenants to take more responsibility to report issues and lead panel meetings. She noted that there will be a session on Tenant Involvement and Customer Experience at the Away Day in June 2021 for further discussion.</p> <p>DK commented that it is often difficult for elderly tenants to engage digitally, and we need to identify ways to support them.</p> <p>REDACTED</p> <p>The Board noted the Resident Panel and Governance Scrutiny six monthly report.</p>	<p>LE</p>
<p>B148.20/21</p>	<p>PCC Chairs Report – 12.2.21</p>	



	<p>JB presented the report. She noted that the Committee discussed the declining trend of longer-term absence, and that the staff group have had discussions about returning to the office. She advised that we have received the initial results of the Happiness Index. HS added that we will receive full results by the end of June 2021. JB noted that the Committee discussed the gender pay gap also.</p> <p>The Board noted the People & Culture Committee (PCC) Chairs Report for the meeting held on 12th February 2021.</p>	
B149.20/21	RC Chairs Report – 12.3.21	
	<p>JB outlined the report, and noted that the Committee discussed the overview report of current pension arrangements with the SHPS scheme received from BP.</p> <p>The Board noted the Remuneration Committee (RC) Chairs Report for the meeting held on 12th March 2021.</p>	
B150.20/21	ARC Chairs Report – 17.03.21	
	<p>MW noted the report and advised that she will take it read. She asked the Board to contact her if they have any further questions.</p> <p>The Board noted the Audit and Risk Committee Chairs Report for the meeting held on 17th March 2021.</p>	
B151.20/21	Review of meeting and reflections	
	<p>MO asked the Board if they have any reflections on the meeting.</p> <p>SR suggested that we could we consider having a deputy CEO in place, similar to Vice Chair position. He outlined that when tackling the REDACTED raised earlier last year, we did not have a deputy CEO to drive this. MO asked whether this is in our Standing Orders. HS replied that this is not covered in our Standing Orders and agreed with SR that the post could give us more resilience. MO asked that we review this matter at the next Board meeting or Away Day.</p>	HS
B152.20/21	Any other business	
	<p>REDACTED</p> <p>DL noted the following decisions between meetings that were approved prior to the meeting²:</p> <ul style="list-style-type: none"> • DM12 – REDACTED • DM13 – REDACTED • DM14 – People and Culture Committee Terms of Reference update: The Board approved: <ul style="list-style-type: none"> (1) The revised People and Culture Committee Terms of Reference. (2) Delegating to the Chief Executive, completing a further revision of the People and Culture Committee’s Terms of Reference 	GD

² See copy of comments and responses on decisions between meetings appended to these minutes for record.



	<p>following 1st April 2021 to include two further Members – Didi Ketter, incoming Board Member, and an additional officer.</p> <p>Voting closed on 10th February 2021. There was a majority of nine members who voted in favour of the decision and one member who did not vote.</p> <p>DM15 – Declarations of Interest Policy: The Board approved the Declarations of Interest Policy. Voting closed on 2nd March 2021. There was a majority of eight members who voted in favour of the decision and two members who did not vote.</p> <p>The meeting closed at 19:43.</p>	
<p>Date of next meeting: 5th May 2021, 5pm</p>		

Signed:

Chair

Date: