



## Minutes of Meeting

**Meeting Name:** Shropshire Towns & Rural Housing Limited

**Meeting Location:** Spruce Building, Shrewsbury

**Date and Time:** 3<sup>rd</sup> July 2018 – 2.30pm

Members present:

**Chair** – Margaret Wright (Independent) MW  
Charlotte Parry (Tenant) CP  
John Wood (Independent) JW  
Paul Kelly (Shropshire Council) PK  
Emma Jones (Staff Board Member) EJ

**Vice Chair** – Nicki Barker (Tenant) NB  
Ann Maltby (Tenant) AM  
Richard Grounds (Independent) RG  
Robert Macey (Shropshire Council) RM

Non-Members

Present:

Sue Adams (STAR) SA  
Melanie Smith (STAR) MS  
Jo Williams (STAR) JW  
Lee Chapman (Shropshire Council) LC

Steve Ogram (STAR) SO  
Teresa Dagnall (STAR) TD  
Sarah Jones (STAR) SJ

1.	Apologies	<p>MW opened the meeting and welcomed everyone to the meeting.</p> <p>Apologies were received from:</p> <ul style="list-style-type: none"> <li>• Dean Carroll</li> </ul> <p>There were no apologies received from Cllr Elliott Lynch.</p>		
2.	Declaration of Interests	<p>The Board were asked if they had any interests to declare on any items on the agenda.</p> <p>There were no interests declared.</p>		
3.	Minutes from STAR Board Meeting 24 <sup>th</sup> April 2018	<p>All members confirmed that the previous minutes had been received and were an accurate reflection of the meeting.</p> <p>The minutes will be signed and placed on the minute book.</p>		
4.	Matters Arising	<p>The matters arising from previous Board meetings were circulated for information.</p> <p>There were no further matters arising.</p>		
5.	Financial Statements	<p>One of the key aspects of the Board is to approve the Financial Statements and Directors Report for 2017/18, along with the suggested letter of representation.</p> <p>The Finance, Audit &amp; Risk Subcommittee considered these papers on 25<sup>th</sup> June 2018. The meeting was attended by Grant Thornton, the external auditors, who presented the audit findings report.</p> <p>The audit opinion is on page 17 of the report. The format of the report is in line with audit and financial requirements and</p>		

		<p>best practice.</p> <p>As a result of the external auditor's work, there were no significant amendments to the financial statements. The auditors advised the Finance, Audit &amp; Risk Subcommittee that the statements and report were of a very good standard.</p> <p>Subject to approval the statements will go to the AGM on 16<sup>th</sup> October 2018 for adoption. SO ran through the main areas of the Directors Report and Financial Statements.</p> <p><b>The Board approved the following recommendations:</b></p> <p><b>2.1 The Board approves the Directors' Report and Financial Statements 2017/18 (Appendix 1).</b></p> <p><b>2.2 The Chair of the Board signs the Strategic Report, Director's Report and Financial Statements (Appendix 1 pages 8, 11 and 21) on behalf of the Board.</b></p> <p><b>2.3 The Board approves the letter of representation (Appendix 2) and the Chair signs the letter on behalf of the Board.</b></p> <p>The Board thanked SO, TD and the finance team for their work in preparing the excellent papers and progress in the reports.</p>		
6.	Future Governance Arrangements	<p>SA had a discussion with the Chair and Vice Chair regarding the content and layout of board meetings.</p> <p>Initial thoughts were to have shorter Board meetings focused on formal matters and to introduce discussion type meetings.</p>		

		<p>These could take place immediately before the formal Board meetings. Initially the discussions would be prior to shorter Board meeting to trial the new approach. At these discussions Board members can explore in more detail issues of strategic interest rather than making decisions and develop knowledge around issues such as the options appraisal, financial papers and performance items.</p> <p>MW felt that some items often have too little time on the agenda and a revised format would allow more time to be allocated to things such as discussions around performance information.</p> <p><b>The board agreed to trial this approach.</b></p>		
7.	Review of Terms of Reference	<p>The Terms of Reference for the Board, subcommittee and panels are due to be reviewed.</p> <p>JW has concerns regarding the maximum membership terms on the subcommittees</p> <p>At the moment, the terms of policy for subcommittees and panels are a matter of policy, not the constitution, and so can be changed with the agreement of the Board.</p> <p>The existing terms would mean that some members of subcommittees would need to consider stepping down as they have sat on those committees for 5 years.</p> <p>Following discussion it was agreed that existing members of subcommittees and panels can extend their terms for another year.</p> <p>The issue with the main board and the full tenure being 9</p>		

		<p>years is that this sits within the constitution and cannot easily be changed. A maximum 9 year term is also good practice.</p> <p>We are currently seeking some legal advice around board membership. SA will feedback to the Board with a discussion and some possible options. The renewal process for members will be considered.</p> <p><b>It was agreed that existing members of subcommittees and panels can extend their terms for another year even if they will be working beyond their term as outlined in the Terms of Reference. Changes to the Policy on Recruitment, Selection and Performance Assessment to be made to allow terms to be extended with the agreement of the Board.</b></p> <p><b>MW thanked JW and NB for raising those points and await further feedback from SA.</b></p>	<p>Feedback regarding board membership</p> <p>Change to Policy on Recruitment, Selection and Performance Assessment</p>	<p>SA</p> <p>MS / SA</p>
8.	Q4 Performance	<p>JOW introduced the year end performance reports. The presentation focused on those items in the Management Agreement report that did not achieve target, but were within tolerance:</p> <ul style="list-style-type: none"> <li>• Number of tenancies terminated; actual target of 9% against a target of 7%. This was influenced by the availability of new properties in Oswestry</li> <li>• Only 121 properties are awaiting an EPC.” LC queried if the 121 outstanding had never had EPCs or if some of them had EPCs that have become out of date. SO advised that the number of properties that had never had an EPC would be very low – possibly around 10. The wording in the presentation and reports is to be</li> </ul>	<p>Amend wording in presentation and report</p> <p>Present information about any properties</p>	<p>JOW</p> <p>Mike Price</p>

		<p>changed to current EPC's.</p> <p>MW commented on the really good progress achieved with the responsive repairs and rent collection indicators.</p> <p><b>The Board thanked JOW and SJ for the presentation and noted the contents of the report.</b></p>	that have never had an EPC to next Board meeting	
9.	Development Subcommittee Minutes – 08.05.18	<p>RG presented minutes from the Development Subcommittee:</p> <ul style="list-style-type: none"> <li>• Some schemes in Phase 4 have been handed over.</li> <li>• Works have started at the Baptist Chapel site. SO advised that construction has been halted whilst archaeologists are on site.</li> <li>• A good size site has been identified at Bowling Green Lane, Albrighton.</li> <li>• A number of sites are being looked at for feasibility for future potential development works.</li> </ul> <p><b>The Board noted the contents of the minutes of the meeting.</b></p>		
10.	Finance, Audit & Risk Subcommittee Minutes - 23.04.18 & 25.06.18	<p>JW presented minutes from the last two Finance, Audit &amp; Risk Subcommittee meetings:</p> <ul style="list-style-type: none"> <li>• The subcommittee approved the audit work plan for 2018.</li> <li>• Internal audit was a clean audit and there were no issues with internal controls.</li> <li>• There had been a suspected legionnaire problem, which was a false alarm. Processes and procedures were followed correctly.</li> <li>• Risk registers were brought to the subcommittee. There were no major areas for concern, although it was noted that the biggest risk to STAR is the options</li> </ul>		

		<p>appraisal</p> <ul style="list-style-type: none"><li>• A new Fire Safety Officer has been appointed to look at communal areas and tenants safety.</li><li>• It was noted that STAR's health and safety record is very good.</li></ul> <p><b>The Board noted the contents of the minutes of the meeting.</b></p>		
--	--	---	--	--

**ITEMS 10 – 12 EXEMPT FROM PUBLIC DISCUSSION**