

## NOTTINGHAM CITY HOMES

### REPORT OF COMPANY SECRETARY

THE BOARD  
20 SEPTEMBER 2007

### COMPANY SECRETARY'S REPORT

#### 1 SUMMARY

- 1.1 Routine report from the Company Secretary setting out a number of current issues requiring consideration by the Board.

#### 2 RECOMMENDATIONS

- 2.1 To approve the appointment of Jo Wileman, the Director of Organisation Development as Company Secretary as from 28<sup>th</sup> September 2007 with support, guidance and advice from Trowers & Hamlins Solicitors.
- 2.2 To note the action taken to publicise the fact that Board meetings are open to the public.
- 2.3 To note the results of the Board's diversity profile self assessment and consider any direction in respect of future Board member recruitment as a result.
- 2.4 To note the progress made in preparing for the recruitment to the vacant Board member position of Tenant Board Member.
- 2.5 To note the progress in respect of the Board development programme with BDA consultants.
- 2.6 To note the proposed dates for the 3 meetings between the Board and the Tenant and Leaseholder Congress as required by the new Tenant & Leaseholder Compact.
- 2.7 To note the Chairs Action taken in respect of the contract award for the Internal Audit service.

#### 3 REPORT

##### 3.1 *Appointment of Company Secretary*

The contract for the current interim Company Secretary, Simon Sweetinburgh, expires at the end of September. Pending the recruitment to a permanent position of Company Secretary, it is necessary, in order to comply with Company law, to appoint an acting Company Secretary for the time being. The proposal is to appoint Jo Wileman in that capacity.

##### 3.2 *Public Board meetings*

The Company is committed to openness and transparency in its decision

making process, and in encouraging the involvement of tenants and leaseholders in its work.

Historically, the Company has made known its calendar of Board meetings to those visiting its website. Over the last few months, consultation has taken place with other ALMO's to find out how they publicise the public nature of their Board meetings.

We found that advertising forthcoming Board meetings in the local press was considered poor value for money. However, a very common method was to publicise the dates of Board meetings in the ALMO tenants newsletter. Whilst costing nothing, the practise helps to demonstrate the openness of the Board and encouragement for tenant involvement.

Future Board Meetings are to be publicised in the Tenant Newsletter and it is proposed to continue with this practise in the future. Tenants intending to attend a Board meeting are encouraged to contact the Company Secretariat beforehand so that we can support any individual needs (for instance, the Board Room is fitted with a hearing loop), and tenants attend the meeting in an observer capacity only.

### 3.3 ***Board diversity profile self assessment exercise***

Board members were recently invited to complete a diversity self assessment proforma. The results of this exercise are set out in Appendix A and include comparison with the equivalent diversity profile for Nottingham as a whole. The Board is committed to developing its composition so that it is broadly reflective of the community it serves, and is invited to consider the results of its own diversity profile in this light.

### 3.4 ***Recruitment to the vacant position of Tenant Board Member***

Following the last Board meeting, the Company has been consulting with the City Council and the Tenant and Leaseholder Congress (TLC) its process for recruiting future Tenant Board Members.

Feedback from the City and the TLC has not raised any material issues that require any fundamental review of the proposed process, which will be applied to the election process in 2008, required prior to the next AGM.

In terms of the current vacancy that arose from the death of John Harris, the Articles treat this as a casual vacancy to be filled only up to the next AGM, and subject to nomination to the Board by the Tenant and Leaseholder Congress (TLC).

This matter is now being progressed. Following advertisement about the vacancy in the tenant newsletter a number of people have come forward expressing an interest. TLC and forum members are now being reminded of the opportunity provided by the vacancy. When all applications have been received and vetted to ensure eligibility for board membership, these will be submitted to the TLC in October, who will be asked to nominate someone to the November Board meeting.

There is an opportunity for the board to ask the TLC to consider any particular matter – e.g. under representation on the board of particular groups – when considering their nomination.

### 3.5 ***Board development programme***

The Board development programme being progressed by BDA consultants is now underway. The Board has agreed its own competencies for Board membership.

BDA has now completed its training and needs analysis discussions with individual Board Members.

An induction day with the new Board is planned for 5th October 2007 and further details will be provided shortly

### 3.6 ***Board meetings with the Tenant and Leaseholder Congress***

The new Tenant & Leaseholder Compact makes provision for the NCH Board to meet with the Tenant & Leaseholder Congress on 3 occasions each year. The following dates are proposed:–

7 November 2007

27 February 2008

25 June 2008

### 3.7 Chairs Action in respect of award of the Internal Audit contract

Following the work of the Audit Committee Tender Panel in their review of tenders for the Internal Audit service, a review that included interviews with the 3 short listed bidders, the panel made a recommendation on contract award to the Board.

In view of the time gap over the summer between Board meetings, the chair agreed to determine the matter by way of Chairs Action and contacted Tim Bell and Ade Aderogba for this purpose. The Chair, Tim, and Ade all agreed to support the recommendation of the Audit Committee Tender Panel and, as a consequence, the internal audit contract has now been awarded to The Internal Audit Association (TIAA).

## **4 OTHER OPTIONS**

- 4.1 It is in contravention of company law to operate without an appointed Company Secretary

## **5 FINANCIAL & RISK IMPLICATIONS**

- 5.1 As above

## **6 IMPLICATIONS FOR NOTTINGHAM CITY HOMES OBJECTIVES**

- 6.1 Ensuring that the Board is working towards appropriate levels of diversity in its own composition to match the community it serves, is considered

crucial for the achievement of NCH objectives; as is having a board that has committed to improving its own performance through a board development programme.

## **7 VALUE FOR MONEY & EFFICIENCY ISSUES**

7.1 A high performing board will be more efficient and effective

## **8 EQUALITY & DIVERSITY IMPLICATIONS**

8.1 Board composition: board development programme.

## **9 BACKGROUND MATERIAL AND PUBLISHED DOCUMENTS REFERRED TO IN COMPILING THIS REPORT**

9.1 Tenant Compact; Board member diversity self assessment returns

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**DATE: 12 September 2007**