

NOTTINGHAM CITY HOMES

REPORT OF THE COMPANY SECRETARY &
SOLICITOR

THE BOARD
10 JUNE 2010

COMPANY SECRETARY'S REPORT

1 SUMMARY

- 1.1 This report sets out the current administrative and governance issues requiring consideration by the Board.

2 RECOMMENDATIONS

It is recommended that the Board:

- 2.1 Notes the progress of Board recruitment 2010
- 2.2 Considers and approves the amendments to the Governance Standing Order.
- 2.3 Notes the use of the Company Seal
- 2.4 Notes the additional Board Meeting called on 29 July 2010.

3 REPORT

3.1 BOARD RECRUITMENT

3.1.1 TENANT BOARD MEMBER - RECRUITMENT STRATEGY UPDATE

At the last Board meeting, the Board agreed in principle to review the current process of Tenant Board Member recruitment. The purpose of the review was to aim to achieve proportionate representation of the three city districts on the Board. This could be achieved by changing the recruitment policy subject to consultation with the Tenant and Leaseholders Congress ("TLC") and with Nottingham City Council.

It was hoped that the initial consultation process would have been completed by this stage. Unfortunately, no TLC nominations have been. Although one TLC representative has recently expressed an interest in sitting on the recruitment review panel, more TLC representatives are required.

Accordingly there will be insufficient time to engage in meaningful consultation of the proposed policy review prior to this year's recruitment process. Accordingly the current policy of direct election involving all tenants and leaseholders will remain in place.

The recruitment campaign will commence by the middle of June 2010. In

advance of the main recruitment campaign, Tenant Board Member recruitment has been included on TLC agendas and tenants newsletters. To date we have 11 expressions of interest in the Tenant Board Member vacancies.

3.1.2 INDEPENDENT BOARD MEMBERS

Interviews for these appointments are provisionally scheduled for the week commencing 16 August 2010.

The application forms have been revised to take on board the interview panel's feed back so that applicants can clearly demonstrate how their skills, expertise and knowledge meet the criteria.

The vacancies will be advertised through the Board Champions group of EMDA, Inside Housing and in the other media outlets.

Desirable skills or experience identified for this role include housing management, asset management, finance/ accountancy or construction.

In terms of the progress of recruitment generally, please refer to Appendix 1 which sets out the timetable leading up to the formal appointment of new Board members at the Annual General Meeting on 7 October 2010.

3.2 **REVIEW OF THE COMPANY STANDING ORDERS**

Following on from the review of the Financial Regulations Standing Order, and the Tender and Contract Procedure Rules Standing Order please note the revised Governance Standing Order which has been circulated under separate cover takes account of the changes to the committee structure, the delegation of powers and other administrative arrangements.

The Board is asked to consider the amendments and to approve the content of the revised Governance Standing Order

3.3 **USE OF COMPANY SEAL**

In accordance with the Company's Tender and Contract Procedure Rules Standing Order ("TCP Rules"), commercial contracts must be executed as a deed i.e. sealed with the Company seal and countersigned by the Company Secretary and a Board member in the following circumstances:-

- a. Any contract up to the value of £100,000.00 but only on the advice of the Company's legal advisers or
- b. Where the contract is valued in excess of £100,000.00

The Company's Articles state that the Board must give either specific or general authority to use the Company seal which is in the charge of the Company Secretary. The general authority to use the Company seal is contained within the T CP Rules above.

Accordingly the Board is requested to note the use of the Company Seal for the following contracts for internal works package including kitchen, bathroom replacement and rewiring and an external works programme at properties owned by Nottingham City Council and managed by Nottingham City Homes:

1. Nottingham City Council, Nottingham City Homes Ltd and Bullock
2. Nottingham City Council, Nottingham City Homes Ltd and Wates
3. Nottingham City Council, Nottingham City Homes Ltd and Frank Haslam Milan

3.4 ADDITIONAL BOARD MEETING

The Chair of the Board has proposed that an additional meeting of the Board is called on 29 July 2010.

4 IMPLICATIONS FOR NOTTINGHAM CITY HOMES OBJECTIVES

- 4.1 Ensuring that the Board is working towards appropriate levels of diversity and a range of experience and skills within its own composition is considered to be a crucial for the achievement of NCH objectives.

5 VALUE FOR MONEY & EFFICIENCY ISSUES

- 5.1 An appropriately skilled Board will be more efficient and effective

6 EQUALITY & DIVERSITY IMPLICATIONS

- 6.1 Effective governance arrangements and a diverse Board will ensure that equality and diversity issues remain a continued focus for the Company.

7 BACKGROUND MATERIAL AND PUBLISHED DOCUMENTS REFERRED TO IN COMPILING THIS REPORT

- 7.1 Memorandum and Articles of Association and Standing Orders

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