

**Minutes of the Saffron Housing Trust Ltd Board
Meeting**

**11th July 2022 – 3.00pm, Meeting held at Eaton Room, Dunston Hall & Hybrid- enabled
via MS Teams**

Present:

Board:

Bob Walder (BW) Chair
Duncan Scott (DS)
Neil Watts (NW)

Tom Fadden (TF) – SID
Mike Jolly (MJ)
Rob Lankey (RL)

In Attendance:

Iain Innes (II) – Chief Financial & Sustainability Officer
Hannah Harvey (HH) – Chief Operating Officer
Amanda Ashley-Smith (AAS) – Governance Director
Tom Riches (TR) – Governance and Compliance Manager

Apologies:

James Francis (JF) – CEO, Alison Inman (AI), Barry Duffin (BD), Jason Margetts (JM) – Co-optee

2251	<p>Item 1 - Welcomes, Apologies for Absence, Declaration of Interests, Announcements</p> <p><u>Welcomes</u></p> <ul style="list-style-type: none">• The Chair welcomed Members and Officers present.• Duncan Scott joined the meeting virtually. <p><u>Apologies for Absence</u></p> <ul style="list-style-type: none">• It was confirmed apologies had been received from James Francis, Alison Inman, Barry Duffin and Jason Margetts. <p><u>Declarations of Interest.</u></p> <ul style="list-style-type: none">• Mike Jolly and Neil Watts declared an interest in Item 5 - Board Election and Re-elections 2022 and Addendum to Board Re-elections 2022 Report. The Chair agreed that these Members may stay in the room for this item.• No further interests were declared other than those set out in the Declarations Register. <p><u>Announcements</u></p> <ul style="list-style-type: none">• The Chair announced that there had been recent ministerial changes, including Greg Clark being appointed as the new Housing Secretary.• There were no further announcements.	
2252	<p>Item 2 - Minutes of Previous Meetings and Matters Arising</p> <p><u>Minutes of 23rd May 2022 Board Meeting</u></p> <p>It was RESOLVED: To APPROVE the minutes of 23rd May 2022 Board Meeting as a true record of the meeting.</p> <p><u>Matters Arising</u></p> <ul style="list-style-type: none">• There were no matters arising. <p><u>Action Points</u></p> <ul style="list-style-type: none">• It was confirmed that there were six actions had been completed and nine actions were still outstanding.	

	<ul style="list-style-type: none"> • 2195e - Tenant Nominated Board Member Recruitment- It was noted that Paula Tuck would observe the Tenant Nominated Board Member Recruitment instead of Hannah Harvey. It was confirmed that there had been a good response already to the role. • 2250a – Review 3pm Start Time – Members were reminded to respond to the email regarding 3pm Board Meeting start time by 22nd July 2022. • The Board noted the updates on the outstanding actions and the completed Board action points. 	
2253	<p>Item 3 - Minutes to Subsidiary and Committee Minutes <u>Crocus Contractors Ltd Board – 5th May 2022</u></p> <p>It was RESOLVED:</p> <ul style="list-style-type: none"> • To NOTE the minutes of the Crocus Contractors Ltd Board Meeting held on 5th May 2022 <p><u>Sustainability Committee Meeting – 10th May 2022</u></p> <p>It was RESOLVED:</p> <ul style="list-style-type: none"> • To NOTE the minutes of the Sustainability Committee Meeting held on 10th May 2022 	
2254	CONFIDENTIAL ITEM	
2255	CONFIDENTIAL ITEM	
2256	<p>Item 6 - Board & Committee Recruitment Update</p> <ul style="list-style-type: none"> • The Governance Director outlined the report which provided an update on changes since the Board approved proposals relating to Board and Committee recruitment and succession on 23rd May 2022. It was confirmed that the PNR Committee unanimously agreed the proposals contained in the report, by written resolution, on 27th June 2022. • A minute was removed for confidentiality. • It was noted that the timetable proposed with the Search Partners would enable the AGM notice to include the proposed Board Members following the recruitment exercise, however it was acknowledged that the timetable was tight and it may be appropriate to stagger the Board and Committee Member recruitment if required to meet the AGM Notice deadline. • It was confirmed that a further recruitment exercise is being undertaken to recruit a Customer Nominated Board Member with final interviews taking place by week commencing 22nd August 2022. <p>It was RESOLVED:</p> <ul style="list-style-type: none"> • To NOTE the contents of this report • To APPROVE the interim appointment of Rob Griffiths as a Co-optee to the Sustainability Committee. • To APPROVE the revised skills requirements for recruitment to the Sustainability Committee, at Appendix C. • To APPROVE that the procurement of Search Partner services be increased to include the recruitment of two Independent Sustainability Committee Members. • To APPROVE the revised skills requirements for recruitment to the Saffron Board, at Appendix C. • To APPROVE that the procurement of Search Partners services be increased to include the recruitment of two Board Members roles. 	

2257	<p>Item 7 - Revolving Credit Facility – Treasury Strategy</p> <ul style="list-style-type: none"> The Executive Director of Finance & Development presented the report which highlighted that the final stage of the Treasury Strategy is to amend the terms of 	
	<p>the Revolving Credit Facility (RCF) to ensure Saffron can deliver the overall strategy.</p> <ul style="list-style-type: none"> It was noted that Chatham has managed a tender on Saffron’s behalf, reaching out to 6 banks requesting terms for an RCF up to £60m. The focus being to get a covenant suite that enabled the Inspiring Saffron Strategy. It was confirmed that Natwest were selected during the tender process as having the best pricing and covenant suite combined. It was noted that the covenant suite gives Saffron flexibility and the impairment carve outs remove any risk around the Crocus loan of up to £10m being impaired. The Board queried the timescales for amending the terms of the RCF, it was noted that Saffron has until September 2022 to amend the RCF however the terms should be completed by August 2022. The Board queried why the terms were more favourable than previous, it was acknowledged that previous terms would have been impacted by Saffron’s Governance grade with Saffron now holding a G1 grading. <p>It was RESOLVED:</p> <ul style="list-style-type: none"> To APPROVE the selection of Natwest RCF on a 5 year term. To NOTE that the legal review will be undertaken and a final report will come back to Board outside of cycle via written resolution. 	
2258	<p>Item 8 - Board Member Development Plan and Board Member Development and Induction Framework review</p> <p><u>Board Member Development Plan</u></p> <ul style="list-style-type: none"> The Governance and Compliance Manager presented the report that proposes the plan for Board Development through a Collective Board Development Plan 2022/23 which is a live document and will be updated during the year when further development opportunities arise. It was confirmed that Members will also have their own Personal Development Plans (PDPs) which will be emailed to members and are based on any training needs identified during the recent appraisal process and review of the skills matrix. <p><u>Board Member Development and Induction Framework review</u></p> <ul style="list-style-type: none"> It was confirmed that the report also proposes minor amendments to the Board Member Induction and Development Framework which is due for a review. It was noted that additional amendments had been proposed by the People, Nominations and Remuneration Committee to include access needs and requests for reasonable adjustments and personal evacuation plans to the revised induction and development framework. It was confirmed that the report and proposals were presented to the People, Nominations and Remuneration Committee at their meeting on 15th June 2022 and are recommended for Board approval. <p>It was RESOLVED:</p> <ul style="list-style-type: none"> To APPROVE the Board the 2022/23 Board Development Plan. To APPROVE the Board the Board Member Induction and Development Framework To NOTE the report 	

2259	<p>Item 9 - Governance Update Report</p> <ul style="list-style-type: none"> • The Governance Director outlined the key highlights from the Governance update report. • The Board acknowledged the external Policy Changes & Social Housing (Regulation) Bill Updates. • It was confirmed that the Service Quality Committee recently approved proposals for Tenant Scrutiny and Tenant Communication and Support Groups' application forms, Role Profiles and Assessment Criteria. The Committee also approved a revised Code of Conduct for Saffron Community Members. 	
	<ul style="list-style-type: none"> • The Board were reminded to consider policy proposals that have been published on the Board Portal in accordance with the agreed procedure, for Board approval. • The Board were asked to consider the amended meeting protocols, which include removing the requirement for larger venues for Board Meetings, with future Board Meetings to be held at Saffron Barn. • The Board were asked to consider proposed amendments to the People, Nominations & Remuneration Committee's Terms of Reference, following the Committee raising a proposed addition of responsibility for reviewing non-contractual payments, to reflect the increased focus of the Regulator in this area. Members of the Committee also proposed the addition of reputational risks under 7.9.10, and recommend these changes to the Board. • The report also proposed the revised Board Effectiveness Policy and Action Plan for 2022-23, it was noted that the action plan will be monitored by the People, Nomination and Remuneration Committee at each meeting to oversee delivery of these actions. It was noted that there was a typo on the action plan where the Diversity action refers to the Governance and Remuneration Committee instead of the People, Nomination and Remuneration Committee. • The Board noted that the People, Nomination and Remuneration Committee were no longer quorate following the resignation of Katrina Laud, it was confirmed that a full Committee Membership review would be undertaken at the following the Board recruitment exercise in September. <p>It was RESOLVED:</p> <ul style="list-style-type: none"> • To NOTE the contents of the report; • To APPROVE the revised Board Effectiveness Policy. • To APPROVE the 2022-23 Board Effectiveness Action Plan. • To APPROVE the revised meeting protocols. • To APPROVE the proposed amendments to the People, Nominations & Remuneration Committee's Terms of Reference. 	

2260	<p>Item 10 - Strategic Risk Register</p> <ul style="list-style-type: none"> • The Governance Director outlined the updates to the existing Strategic Risk Register and noted that the existing Risk Register is being maintained during the transition to the new Risk Framework. • It was confirmed that since the report was drafted there had been further updates, this included the personnel changes in parliament such as the new Housing Secretary, Greg Clarke, and new Housing Minister, Marcus Jones, and the resignation of the Prime Minister who will stay in post until a new leader is elected. • It was confirmed that CPI was at a 40 year high of 9.1% with a forecast CPI of over 10%, it was acknowledged this will be a key area of focus as part of the business plan. It was noted that the Audit and Risk Committee held their meeting on 5th July and discussed the impacts of inflation. The Board commented that inflation has risen beyond the amounts stress tested which was unusual and highlighted that operational resilience was important. • The Board raised that there was an unknown ongoing impact of the Russian invasion of Ukraine which will be carefully monitored. • The Board also raised affordability concerns for customers and that future rent increases need to be carefully considered as raising rents by CPI would have a significant impact to customers. <p>It was RESOLVED:</p> <ul style="list-style-type: none"> • To NOTE the updated assessment of risk exposure and actual and planned mitigations to bring the risks in line with the Board's appetite which was expressed as 'target risk.' 	
2261	<p>Item 11 – Sealing and Power of Attorney Register</p> <ul style="list-style-type: none"> • The Sealing and Power of Attorney Register was presented to the Board for ratification. <p>It was RESOLVED:</p> <ul style="list-style-type: none"> • To RATIFY the use of the seal and powers of attorney. 	
2262	<p>Item 12 – Close of meeting</p> <p><u>Chair's closing remarks & Feedback on meeting</u></p> <ul style="list-style-type: none"> • The Chair and Board thanked Duncan Scott for his contribution to the Board and was confirmed that the upcoming AGM would be his last engagement as a Board Member. • The Board provided positive comments on the size of the Board Meeting pack. It was acknowledged that packs will be reduced where possible which will be supported by delegations to Committees. • The Chair reminded Members to respond to the review of the 3pm start time for Board Meetings via email. <p>Date of Next Meeting: 2:30pm, 25th July 2022 (Accounts Only), Venue: Virtual, MS Teams</p> <p>Meeting Closed: 4.07pm</p>	