



GROUP COMMON BOARD MEETING

**ONGO PARTNERSHIP LTD (Company Registration Number: 08048224)
and ONGO HOMES LTD (FCA Mutuals Registration No 7639)**

**Held at 3.00pm on Tuesday 9 June 2020
Microsoft Teams**

MINUTES

Present:

Group Common Board: Bob Walder (Chair), Natalie Cresswell, Tim Mills, Steve Hepworth, Paula Gouldthorpe, Helen Lennon, John Wright, Melvin Kenyon, Michael Finister-Smith, Rachel Cook, Liz Cook

Officers: Ashley Harrison, Jo Sugden, Pete Stones, Kevin Hornsby, Karen Cowan, Fiona Ruddick (Minutes)

Also present: Sam McGrady and Angela Lomax of DTP

Apologies: None

Absence: None

The meeting was confirmed as quorate. Three members are required for Ongo Partnership (Article 48) and Ongo Homes (Rule D13). Employees of the Association or any Group Member were in a minority.

Declarations of Interest: Steve Hepworth declared an interest in confidential agenda item 12. The Chair had shared the report with him. Steve would be staying the room for the start of discussions but would then leave and not be part of the decision making on this item. This was classed as a category B conflict.

Time meeting opened

The meeting opened at 2.32pm.

1. Agenda Item 3 – Minutes of Previous Meetings

The minutes of the meeting held on 26 March 2020 were agreed as a true record and will be signed by the Chair. The questions raised in advance of the meeting will be appended to the minutes.

2. Agenda item 4: Decisions taken between meetings

The Chair introduced the report and explained the purpose was to formally capture decisions taken between meetings in the minutes. The Chair requested more detail to be included in future reports and there to be specifics about what the decision actually was.

Agreed:

- Approved the amended version of the Board Member Code of Conduct
- Approved the Policy Development & Review Framework, Controls Framework and Delegations Framework
- Ongo Homes Ltd approved the Ongo Homes Tenant Shareholders Policy, agreed to lift the temporary restrictions on new applications to become a Tenant Shareholder with immediate effect and allow applications to be received
- Group Common Board approved the Charitable Donations and Sponsorship Policy which replaces the former Guide to Charitable Donations and Sponsorship, approved the Modern Slavery and Human Trafficking Policy and Slavery and Human Trafficking Statement 1 April 2020 to 31 March 2021 and approved the Board Recruitment & Succession Planning Policy
- Ongo Partnership Ltd via resolution adopted a new Power of Attorney to allow additional ways to sign and seal documents in the Covid-19 lockdown situation
- Following agreement by the Chair, Ongo Partnership Ltd Board agreed via resolution to give parental approval to appoint Jan Williams to the Board of Ongo Communities Ltd
- Group Common Board agreed the following on intra group loans:

1.1 Ongo Commercial

1.1.1 Renewed the terms of the previously granted loans to Ongo Commercial (as described at 5.1.1) in relation to Ongo Roofing (£150k, appendix 1) and Ongo Heating & Plumbing (£130k,) for a further 5 years to 31st March 2025, at an interest rate of 3% pa.

1.1.2 Agreed to issue a further loan agreement to Ongo Commercial in the sum of £200k to facilitate the conversion of current and expected inter-company balances (as at 5.1.2.1) to that formalised basis, for a term of 5 years to 31st 2025 at an annual interest rate of 3%.

1.1.3 Agreed to issue a loan agreement to Ongo Heating & Plumbing in the sum of £125k to facilitate the conversion of current and expected inter-company balances (as at 5.1.2.2) to that formalised basis, for a term of 5 years to 31st 2025 at an annual interest rate of 3%

1.2 Ongo Recruitment

Agreed to issue a loan agreement to Ongo Recruitment in the sum of £140k to facilitate the conversion of current and expected inter-company balances (as at 5.2.1) to that formalised basis, for a term of 5 years to 31st 2025 at an annual interest rate of 3%.

3. Agenda item 5: Covid-19

Summary: The Group Common Board meeting on 26 March considered the initial response to the lockdown and agreed that normal policies could be suspended where appropriate to deal with the unprecedented situation. Board members have been updated through circulation of position statements detailing decisions and activity.

Discussion points/questions:

- Rent arrears are lower now than they were in week 10 of the rent calendar and it is believed this current level of arrears can be maintained.
- The text messaging system is being utilised with tenants to look at the backlog of repairs. Some of the 800+ repairs that were scheduled at the start of lockdown and were cancelled have now reduced, as some of them are no longer needed.

- There have been ten staff access the counselling service in March and April. One of those was Covid-19 related, the rest were due to anxiety and bereavement.
- Members agreed the recovery plan was well written and easy to understand, especially with different departments showing the different stage of release they were at.
- Two former employees who had left Ongo just before lockdown, but were still employed by Ongo to be eligible for the HMRC Job Retention scheme asked if Ongo would re-employ them and then put them on furlough. These requests were declined.
- Assurance was provided that any areas of the estate that had been not in use but were being recommissioned e.g. communal kitchens had robust plans to counteract legionella. There is already a legionella plan for empty properties. This has been strengthened to include more intense flushes of the water system. Legionella checks have continued as normal for most of the estate during lockdown.
- Ongo Homes has submitted a bid for grant funding of £100k from Barclays Bank for the cost of the food parcels, safe and well calls and mental health support for our tenants. Ongo is not part of the local resilience forum. North Lincolnshire Council is aware that Ongo Homes has delivered food parcels to its vulnerable tenants.
- A member asked where Ongo Homes was, compared to budget on void loss, current arrears and former tenant arrears. For current areas, Ongo Homes is above budget.
- Ongo is not looking to furlough any further staff and the amount of staff furloughed has reduced as more commercial staff are brought back to work.
- For the compliance, a member wondered if the risk of this would be increasing as the longer term implications of the current situation became clearer. For now, we are continuing to respect people's wishes about access to properties but there may be a point in the future this needs to be overridden to ensure safety e.g. if a gas inspection goes significantly overdue. There are currently 49 properties where the gas inspection is overdue, and of those 31 properties have appointments made.
- The commercial companies have considered the funding streams available from the government to help businesses. The only scheme accessed to date is the Job Retention scheme. A member shared their experience of the Bounce Back Loan Scheme and explained the money is interest free for up to 12 months. Some companies have applied for the loan to help their cashflow but intend to return it unused within 12 months.

Agreed: Board considered the actions taken to deal with the situation caused by the Covid 19 Coronavirus pandemic. They agreed to continue to allow normal policies to be suspended where appropriate to deal with the unprecedented situation and would review this decision at the September board meeting. **Action 11/20.**

Angela Lomax left the meeting at 3.42pm.

5. **Agenda item 6: Self-Assessment – Regulatory Standards**

Summary: Annually Ongo Homes self assesses itself against the seven Regulatory Standards set by the Regulator of Social Housing (RSH). The Board have considered in depth assessments against the Standards at previous meetings and have provided challenge to them.

Discussion points/questions:

- A member asked that the Value for Money (VFM) Standard include reference to money involved in developing new properties and the payback of those. **Action 12/20.** There is an internal audit which will be discussed at the Audit & Risk Committee tomorrow on VFM. The

recommendations from this audit are not reflected in this self assessment which was carried out prior to the audit and looks back over the previous year. The recommendations have been put into place and will support the work for the next self assessment.

- The Homes and Tenancy Standards do not make any reference to Covid-19 although the assessments are looking back over the previous year 1 April 2019 to 31 March 2020. The situation regarding mutual exchange is Ongo Homes has said currently they are unable to support this. An addendum of words could be added to the statement. **Action 13/20.**
- The self assessment against the Governance & Financial Viability standard states Ongo Homes now believes it is acting in a compliant way. This is based on the substantial amount of work that has taken place to improve governance and although the board recognise it is still formally in a non compliant situation the board feel that they are now operating in a way that meets the requirements of the standard. During the update calls with the RSH, the Chair has regularly asked when Ongo Homes will be considered for a re-assessment of its non compliant status. There is some clarity required from the RSH around their timescales in the current situation.

Agreed: Group Common Board on behalf of Ongo Homes Ltd

- reviewed the self-assessments against each of the Regulator of Social Housing (RSH) Regulatory Standards and approved each statement, subject to two amends outlined above.
- confirmed the self-assessments gave the required assurance against Ongo Homes' delivery of the Regulatory Standards.
- noted that a statement of compliance needed to be included within the statutory accounts against compliance on the Governance & Financial Viability standard which will be agreed by the Group Audit & Risk committee.

6. **Agenda item 7**

The discussions for this agenda item are recorded in confidential minutes.

7. **Agenda item 8: Disposal of Kingsway Site, Scunthorpe**

The discussions for this agenda item are recorded in confidential minutes.

8. **Agenda item 9: Appointment to Ongo Communities Board**

Summary: Following the governance downgrade, a full review of governance was undertaken by DTP (our external governance advisors). Their recommendations, which were fully accepted, included introducing a completely new structure for governance.

Discussion points/questions:

- The Board were happy to agree this appointment.

Agreed: As the parent of Ongo Communities Ltd, the Group Common Board on behalf of Ongo Partnership Ltd, gave parental approval to appoint Amanda Stansfield-Caladine as a Director of Ongo Communities Ltd and have authorised the Company Secretary/Assistant Company Secretary to prepare and send the necessary paperwork and register the change with Companies House and the Charities Commission. This appointment will be from 16 June 2020.

9. **Agenda item 10: Attendance List**

The attendance list was noted

10. **Agenda item 11: Time for Reflection**

Members felt the meeting via Teams had worked well. The setting out of ground rules at the start of the meeting by the Chair was very useful. It was hoped this technology could be used in the future for the benefit of all. Whilst it is good to have everyone sat around the table, there are times when travelling to a meeting is prohibitive but Teams could allow a Member to still attend virtually. A member suggested recording audio of the meeting to help with minute taking – this would be looked into. **Action 14/20.**

Ashley Harrison, Jo Sugden, Kevin Hornsby and Pete Stones left the meeting at 4.32pm. Steve Hepworth remained for a few minutes to give his general views on this issue and then left the meeting. Agenda Item 12 was then discussed and is recorded confidentially.

With no further business the meeting closed at 5.08pm.

Signed by Chair: Date:

As a true and correct record of the Group Common Board meeting held on 9 June 2020