



**ONGO COMMUNITIES COMMON BOARD**

**COMPRISING OF: ONGO COMMUNITIES LTD (Company Number 08619739)  
ONGO RECRUITMENT LTD (Company Number 04750128)  
CROSBY BROKERAGE LTD (07307333)**

**Held at 2.00pm on Tuesday 19 July 2022  
By Microsoft Teams**

**MINUTES**

**Present:**

**Common Board:** Helen Lennon (Chair), Jan Williams, Natalie Cresswell

**Officers:** Kassie Boothby (Minutes), Fiona Ruddick, Kerry Copson, Karen Cowan, Kevin Hornsby, Ashley Harrison, Jo Sugden (arrived at 2:30pm)

**Apologies:** None

**Absence:** None

**Observers:** None

To support good governance of the companies and ensure the Board's business could continue without delay, it was agreed to hold the meeting virtually via Microsoft Teams given the current situation with Covid-19.

The meeting was confirmed as quorate – two members are required (Articles of Association for Ongo Communities Ltd (Article 12.2), Ongo Recruitment Ltd (Article 11.2) and Crosby Brokerage Ltd (Article 11.2)).

**Declarations of Interest:** Natalie Cresswell and Helen Lennon declared they were members of the Group Common Board and Jan Williams is employed by Ongo.

**Time meeting opened:** 2.01pm

1. **Agenda item 3: Minutes of Previous Meetings**

The minutes of the meeting held on 3 February 2022 were agreed as a true and accurate record and will be signed by the Chair.

2. **Agenda item 4: Action List**



The action list was complete aside from action 1/22 which could not be completed as the date booked for the away day was then cancelled. The Board agreed that the financial accounts meeting taking place on the 2 September 2022 should be extended to accommodate an away morning. Kevin Hornsby will make the arrangements for this. **Action 5/22.**

### 3. **Agenda item 5 – NHF Code of Governance**

*Summary: Annually a self-assessment of the NHF Code of Governance must be undertaken. This is a requirement of the code itself. The results of the self-assessment are reported in the statutory (end of financial year) accounts. The statements of compliance are agreed by the Group Audit & Risk Committee, as required by our Standing Orders.*

Discussion points/questions:

- Fiona Ruddick opened this item up for discussion amongst the Board.
- A Board member requested evidence for item 1.5.5 (material conflicts of interest) in relation to a previous Board member. **Action 6/22**

#### **Ongo Communities, Ongo Recruitment and Crosby Brokerage:**

- Scrutinised and considered compliance against the National Housing Federation (NHF) Code of Governance 2020 for the period 1 April 2021 to 31 March 2022 as per the self-assessment.
- Confirmed the assessment that Ongo Communities, Ongo Recruitment and Crosby Brokerage comply with the code except for 3.7.3 with the reason for non-compliance explained.

### 4. **Agenda item 6 – Communities VFM**

*Summary: Ongo Communities is a registered charity with two subsidiary businesses: Ongo Recruitment, a social enterprise employment agency and Crosby Brokerage which was set up to manage the budgets of people who require additional support, funded through the local authority as part of the personalisation agenda. The businesses all work closely together to secure employment and a range of opportunities for our customers.*

Discussion points/questions:

- Jan Williams introduced this report.
- A discussion was had around the mental health help that the company do with the Ongo Talk programme and that they cannot move individuals into work without going through this programme first. This is how they have measured the Value for Money by making an impact.
- The Board agreed with Jan Williams' point that the cost of living is increasing and that there is more demand from the Communities team however the option of asking for more than £1M funding from Ongo Homes may be asking for too much.
- The Board suggested that there should be longer term forecasting for this Board.
- A member asked for an explanation of how much of the £1M is already invested into the work for Communities. Jan Williams informed the Board that at least 60% of the fund has been invested into services and that the money will mostly be used for the Westcliff estate.

- After much discussion, the Board agreed for Jan Williams to ask for the £1.2M option however the Value for Money report needs to be more informative and to set demand.

**Ongo Communities, Ongo Recruitment and Crosby Brokerage:**

- Considered the content of the report, discussed and debated the suggestions and options and agreed to ask for £1.2M funding from Ongo Homes.
- Determined the content of the proposal to be presented and recommended to Ongo Homes.

**5. Agenda item 7 - Performance & Monitoring Report**

**5.1 Agenda item 7.1 – Management Accounts**

*Summary: This report presents the management accounts including financial golden rules of Ongo Communities, Ongo Recruitment and Crosby Brokerage for May 2022.*

Discussion points/questions:

- Ashley Harrison introduced this report and explained that the Finance Business Partner accrued invoices to create a one off difference which can be seen in the accounts.
- The Board queried the VAT threshold for Crosby Brokerage and how this is being dealt with. Jan Williams understood that Nigel Saxby had been asked to write a report on this. Ashley Harrison will follow up on that. **Action 7/22**

**Ongo Communities, Ongo Recruitment and Crosby Brokerage:** Approved the management accounts of Ongo Communities, Ongo Recruitment and Crosby Brokerage for May 2022

**4.2 Agenda Item 6.2 - Business Performance Report**

*Summary: Ongo Communities is a registered charity with two subsidiary businesses: Ongo Recruitment, a social enterprise employment agency and Crosby Brokerage, set up to manage the budgets of people who require additional supported funded through the local authority as part of the personalisation agenda.*

Discussion points/questions:

- Kerry Copson introduced this report.
- The Board commented on the high turnover of staff. Kerry Copson explained that this is on an individual circumstance basis due to projects coming to an end which has resulted in staff coming to the expiry of their contract. There is to be more recruitment coming in the near future.
- The Board were informed that there has been a backlog in reporting deadlines which has since been caught up and that the activities within the Arc and surrounding areas through the summer are looking positive.

**Ongo Communities:**

- Considered the content of the report and discussed and debated performance issues.
- Agreed that the report demonstrates sufficient progress against targets and outcomes, and that risks are understood and managed appropriately.

## 5. **Agenda item 7 – Ongo Communities Strategic Risk Register**

*Summary: Risk is the possibility of an event and the consequences it has on the achievement of objectives, both at a strategic and operational level. Robust Risk Management is an essential element of effective governance and a strong internal control environment.*

Discussion points/questions:

- Jo Sugden introduced this report and opened it up for questions.
- The Board had a discussion on removing the Covid risk, which was agreed to be a premature measure and that it should be left on the Risk Register but as a lower score.

### **Ongo Communities, Ongo Recruitment and Crosby Brokerage:**

- Reviewed the updated risk register, raised concerns and confirmed satisfaction that risks were managed appropriately.
- Agreed for the Covid risk to stay on the Risk Register but at a lowered score.

## 6. **Agenda item 8 – Health, Safety and Environment Compliance Report**

*Summary: Ongo has a duty of care to all stakeholders, including our employees, customers, and contractors. We have a legal obligation to comply with various Health and Safety legislation and regulation, with serious consequences if we fail to do so. It is the role of the Communities Board to review Health, Safety and Environmental arrangements with regards to Communities to ensure they are satisfied it is effectively management and we meet our obligations and duty of care.*

Discussion points/questions:

- Jo Sugden introduced this report and opened it up for questions.
- The Board queried the physical abuse incident and whether this was a regular occurrence for this particular tenant. This was confirmed that it is a regular occurrence due to the tenant's issues.

**Ongo Communities, Ongo Recruitment and Crosby Brokerage Agreed:** That they are satisfied with the management of Health, Safety and Environment arrangements set out in the report.

## 7. **Agenda item 9 – Decisions Between Meetings**

*Summary: The Board received confirmation of decisions they had taken via Convene in between meetings.*

Discussion points/questions:

- The Board noted the decisions taken between meetings which included:
  - The Intra Group Agreement.
  - The Budgets.
  - Director Appointment of Natalie Cresswell for Ongo Recruitment & Crosby Brokerage.

**Agreed:** To formally record in the minutes decisions taken between meetings;

**Acting for Ongo Communities, Ongo Recruitment and Crosby Brokerage: Intra Group Agreement**

- Reviewed and approved the Intra Group Agreement (IGA) with Ongo Partnership for Ongo Communities Ltd, Ongo Recruitment and Crosby Brokerage Ltd for adoption.
- Agreed to the documents being signed in the Director capacity by the Chair, Helen Lennon and Jo Sugden to sign as Company Secretary.
- Authorised the Governance Team to progress the documents through to final signature and full approval/adoption after approval by Ongo Partnership at the Group Common Board meeting.

**Acting for Ongo Communities - Budgets**

- Approved the revised draft of the budget and the assumptions upon which it is based.
- Had no further amendments to the budget to be considered prior to final approval.
- Advised on any specific requirements and considerations in relation to the compilation of the longer term business plan.
- Confirmed the sensitivities applied to performance are valid scenarios which can be used to support the assessment of going concern when signing off the 2021/22 statutory accounts.

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**Acting for Ongo Recruitment Ltd - Director Appointment**

- To note a written resolution was agreed by Ongo Recruitment as sole shareholder to appoint Natalie Cresswell as a director of Crosby Brokerage

**Acting for Ongo Communities Ltd - Director Appointment**

- To note a written resolution was agreed by Ongo Communities as sole shareholder to appoint Natalie Cresswell as a director of Ongo Recruitment.

**8. Agenda item 10 – Confidential Governance Update**

This item has been recorded in confidential minutes.

**9. Agenda item 11 – Attendance List**

The attendance list was noted.

**10. Agenda item 12 – Time for Reflection**

The Board agreed that this was a successful meeting with good discussions taking place.

With no further business the meeting closed at 3.34 pm.

Signed by Chair: .....

Date: .....

As a true and correct record of the Ongo Communities Common Board meeting held on 19 July 2022.