



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 10 October 2023
By Microsoft Teams**

MINUTES

Present:

Common Board: Helen Lennon (Chair), Karen Locking, Kacper Merta

Officers: Fiona Ruddick, Kerry Copson, Carl Willerton, Kevin Hornsby, Ashley Harrison, Bev Lewis (minutes), MaryAnne Fitzgerald, Karen Cowan

Apologies: Debbie Clegg, Jan Williams

Absence: Hayley Phillips

Also present: Natalie Cresswell

The meeting was confirmed as quorate – three members are required as per standing orders item 14 and the specific resolutions agreed by the entities in November 2022.

Declarations of Interest: Helen Lennon and Kacper Merta declared they are members of Ongo Homes Board.

Time meeting opened: 2.05pm

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

The minutes of the meetings held on 3 August 2023 and 7 September 2023 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 noted.

3. **Agenda item 5 – Management Accounts**

Summary: This report presents the management accounts including financial golden rules of Ongo Communities, Ongo Recruitment and Crosby Brokerage for August 2023. Management



accounts have been summarised and are presented in an abridged format in appendix 1. Full management accounts are available as discretionary reading if required.

Discussion points/questions:

- A Member noted the reserves figure was quite high and asked what the plan was re this. Ashley Harrison stated that it will be monitored and a report brought back to the next meeting for consideration. There would be additional spend by the end of the year. Kerry Copson added some staff contracts, previously grant funded, have been extended so there would be extra money going out in wages.
- If reserves remained high, the Board would have to decide a course of action to remain compliant with their reserves policy. Options could include finding projects for spending it on or not taking as much income from Ongo Homes.
- There will also be extra marketing costs for new projects and possibly additional spend for support with Endeavour ending.
- A Member pointed out that they would rather the money be spent in the community. Kevin Hornsby explained there were always community projects to be supported and the team had a wish list. He would collate possible options to use the money to reduce the reserves. These options would be circulated via Convene for a Board decision. **Action 8/23**
- A Member also suggested that some spend could be targeted at areas where the Tenant Satisfaction Measures were lower.

Ongo Communities, Ongo Recruitment and Crosby Brokerage: Board approved the management accounts of Ongo Communities, Ongo Recruitment and Crosby Brokerage for August 2023.

Board noted that Ongo Communities free reserves are within the range of £450k - £600k set as the upper limit in the reserves policy and should therefore begin to consider if and how any excess reserves could be utilised.

4. **Agenda item 6 – Business Performance Report**

Summary: This provides performance management information on progress against the targets and highlights the year-to-date results on projects and business activities.

Discussion points/questions:

- A Member asked about the geographical split of services and questioned if it was wide enough. It was pointed out that we were offering more remote services and there were actions covering wider areas by collaborating with local Jobcentres, libraries etc.
- Kerry Copson explained Communities staff are working closely with staff in tenancy services to target work in those areas most at need. A Member asked if it would be possible to see information stating what areas this work was being provided in. **Action 9/23**
- A Member asked if the risk score for Ongo Recruitment had been considered as they felt it seemed riskier currently. Carl Willerton was unsure but offered to find out. Ashley

Harrison explained in terms of financial risk, this would fall under the strategic risk of financial decline of a subsidiary. The commentary on that was updated by Kevin Hornsby.

- Kevin Hornsby explained the failure of STJ did not impact the ongoing financial viability of Ongo Recruitment Ltd.
- In their day job, a Member commented they were now seeing the impact on businesses who had successfully come through the challenges of the pandemic but were now struggling. Kevin Hornsby agreed to review the strategic risk commentary specifically for Ongo Recruitment. **Action 10/23**

Ongo Communities, Ongo Recruitment and Crosby Brokerage: The Board considered the content of the report and discussed and debated performance. It was the report demonstrated sufficient progress against targets and outcomes, and that risks were understood and managed appropriately.

5. **Agenda item 7 - Report on Learning - Losses from STJ Projects Going Into Administration**

Summary: Scunthorpe Timber and Joinery Projects Ltd (STJ) entered liquidation in August 2023 owing Ongo Recruitment Ltd £37,441 for provision of recruitment services. The report explains the history of Ongo Recruitment's relationship with STJ, the detail of the issue arising, and the outcome/lessons learned following their fall into administration.

Discussion points/questions:

- Carl Willerton provided an overview of the issues from STJ entering liquidation and the losses owed to Ongo Recruitment.
- It was asked whether there was anything we could have done sooner to mitigate the losses Board was informed there are new procedures in place to strengthen actions in similar situations to try and mitigate losses escalating.
- There is a bad debt policy and there is provision made within the accounts.
- Unfortunately the commercial reality is those who shout first and loudest, are most often those who get dealt with first and paid monies owed.
- Carl Willerton stated that staff were maybe slow to act after STJ's last payment in March and if it had been acted on quicker, the losses could have been lessened.
- It was noted that this is the first time anything major like this had happened in Ongo Recruitment.
- There was a discussion on whether annual credit checks were being carried out on any new and existing customers. It was confirmed the intention is to credit check everyone, including all current customers, regardless of relationship.

Ongo Recruitment Agreed: Acting for Ongo Recruitment Ltd, Board members considered and noted the issues detailed within the report and commented as recorded above and the changes made as a result of the losses incurred.

6. **Agenda item 8 – Health and Safety**

Summary: This report covers updates between July 2023 – September 2023. Incidents detailed are since the last reported incidents detailed in the last Board update.

Discussion points/questions:

- There have been 4 incidents reported since the last reported incidents. There has been 0 RIDDOR reportable incidents within this reporting period.
- Board were happy with the update provided.

Ongo Communities Ongo Recruitment and Crosby Brokerage agreed: The Board confirmed they are satisfied with the management of Health, Safety and Environment arrangements set out in the report.

7. Agenda Item 9 – Board Member Appointments

Summary: Ongo Homes Board regularly reviews succession planning of Board and Committee Members across the group. As part of this, it identified that Natalie Cresswell would be appointed to this Board to replace Helen Lennon when she steps down as Chair.

Discussion points/questions:

- Helen Lennon’s tenure was due to end. She will remain with Ongo Homes board for an extended period and will step back as Chair. Natalie Cresswell will become the new Chair of this Board.
- It was explained a due process is required for each entity to make the appropriate appointments.

Acting for Ongo Communities Ltd - As the parent of Ongo Recruitment Ltd, gave parental approval to:

- appoint Natalie Cresswell as a Director of Ongo Recruitment Ltd with effect from 1 December 2023. This is in line with Articles 16.1, 18 and 19 of Ongo Recruitment’s Articles of Association.
- remove Helen Lennon as a Director from Ongo Recruitment Ltd with effect from 1 December 2023. This is in line with Article 16.8 of Ongo Recruitment’s Articles of Association

Acting for Ongo Recruitment Ltd - As the parent and sole shareholder of Crosby Brokerage Ltd, agreed to

- appoint Natalie Cresswell as a Director of Crosby Brokerage Ltd with effect 1 December 2023. This is in line with Article 17 of Crosby Brokerage’s Articles of Association.
- remove Helen Lennon as a Director from Crosby Brokerage Ltd with effect from 1 December 2023. This is in line with Article 18 of Crosby Brokerage’s Articles of Association.

Acting for Ongo Communities Ltd - noted parental approval granted from Ongo Homes Ltd for Natalie Cresswell to be appointed, and Helen Lennon resign, as Directors/Trustees of Ongo Communities Ltd w.e.f. 1 December 2023. This is in line with Article 9 of Ongo Communities’ Articles of Association.

Acting for Ongo Communities Ltd, Ongo Recruitment Ltd and Crosby Brokerage Ltd: In respect of all changes above, the Board authorised the Company Secretary/Assistant Company Secretary to prepare and send the necessary paperwork and register the changes with Companies House and Charities Commission and any other regulatory bodies.

8. Agenda Item 10 – Communities Reserves Policy

Summary: At the last meeting, the Board agreed the wording for the Ongo Communities' Reserves Policy. The information was not presented in the usual Ongo format. It has now been presented in a consistent Ongo brand formatted way.

Discussion points/questions:

- It was confirmed the purpose of this policy being presented was for Board to see the policy in its final format. No changes to wording had been made, it was purely presentational.
- Board were happy to approve the policy.

Ongo Communities Agreed: For completeness, Ongo Communities Ltd Board approved the Ongo branded presentation of the Communities Reserves Policy, as per the wording agreed at the August meeting.

9. Agenda item 11 – Communities Investment Policy

Summary: The Communities Investment policy was written and formally approved by the Ongo Communities Common Board in November 2022. The Charities Commission would expect Ongo Communities to have an investment policy, which it had not had previously. An annual review was written into the policy following the first year of implementation.

Discussion points/questions:

- The only change made to the policy was to update the legislation to the most recent version.

Ongo Communities agreed: The Ongo Communities Common Board, acting for Ongo Communities Ltd. considered the details at section 4 of this report and formally approved the revised version of the Communities Investment Policy following sign-off by the Leadership team.

10. Agenda Item 12 – Enterprise, Engagement and Social Value Team Deep Dive

Summary: This paper provides detailed information on the enterprise, engagement and social value team delivered by Ongo Communities. It describes the work carried out in each area of business, and highlights risks, marketing, and results on business activities.

Discussion points/questions:

- A Member questioned the intention with the Ongo Talk business and how staff were planning to fund it. It was explained they were keeping things on a small scale due to it currently being in house but plans were in place to expand. MaryAnn Fitzgerald felt there was a demand in the wider community. Talks were ongoing with British Steel, Talking

Shop, Calm and The Samaritans. She went on to state she felt Ongo Communities was in a good position with the Service Level Agreement being staff could speak to an adviser within 7 days and this could be face to face. Other providers had significantly longer lead in times.

- Ongo Talk was not grant funded, it relied on businesses paying for the service to fund it.
- It was asked if there was a written business case for Ongo Talk. Currently there is not and Kevin Hornsby explained the business had been small scale and now officers were looking to expand, one needed to be written. **Action 11/23**
- There is a new Growing and Learning Co-ordinator now employed and that project will continue.
- Regarding social value there is just MaryAnn Fitzgerald at the moment (her role is Enterprise and Economic Social Value Manager). She is working with procurement as many contracts require social value to be included yet organisations have not been asked to deliver on their statements. The intention is to review all contracts, pull together a list of what has been offered (baseline) then work out a plan of what could be delivered in the financial year. A report will be brought to the next meeting updating on this. **Action 12/23.**

It was noted that many of our apprenticeships go into full time work. Ongo Recruitment are striving to be the apprentice agency of choice. They offer the whole service around apprenticeships (and are the employer of the apprentice). Staff work collaboratively with local colleges e.g. DN Colleges.

Ongo Communities, Recruitment and Crosby Brokerage agreed: The Board considered the content of the report and discussed and debated any issues. The Board agreed that the report demonstrated a clear description of the projects and services delivered by the team and that risks were understood and managed appropriately.

11. **Agenda item 13 – Attendance List**

The attendance list was noted.

12. **Agenda item 14 – Time for Reflection**

On behalf of the Board, Kevin Hornsby thanked the retiring Chair, Helen Lennon for her contributions and welcomed the incoming Chair, Natalie Cresswell. Helen shared her views on how she had found the role. She felt Natalie's local connections would be beneficial for the Board.

13. **Any other Business:**

Fiona Ruddick had two items to raise. She explained the Charity Commission had launched a new online service for charities and updated the annual return questions. The new questions were only released on 5 October so she was not in a position to have the data collected for this meeting. The Board need to confirm the data before the return is submitted so this would be circulated by Convene later this month for approval.

Another matter around a Board member would also be circulated via Convene. Fiona Ruddick gave an overview of the situation to Board Members.

With no further business the meeting closed at 3.14pm

Signed by Chair: Date:

As a true and correct record of the Ongo Communities Common Board meeting held on 10 October 2023.