



## ONGO COMMUNITIES COMMON BOARD

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

Held at 2.30pm on 1 February 2024 in the  
Board Room, Ongo House, High Street, Scunthorpe  
and by MS Teams

### MINUTES

**Present:**

**Common Board:** Natalie Cresswell (Chair), Jan Williams, Karen Locking (Teams), Kacper Merta, Debbie Clegg

**Officers:** Bev Lewis (Minutes), Fiona Ruddick, Kerry Copson, Carl Willerton, Roger Dawley, Kevin Hornsby, Jo Sugden, Steve Hepworth, Mark Perrin (agenda items 5 and 6 only), Maryanne Fitzgerald

**Apologies:** None

**Absence:** None

**Also present:** None

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:** Kacper Merta and Natalie Cresswell declared they are members of Ongo Homes Board and Jan Williams is employed by Ongo.

**Time meeting opened:** 2.32pm

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

The minutes of the meeting held on 10 October 2023 were agreed as a true and accurate record and will be signed by Kacper Merta or Debbie Clegg.

2. **Agenda item 4 – Action List**

The Action List was noted.

3. **Agenda item 5 – Budget 2024/2025**



**Summary:** *The budgets for the organisation must be considered and approved by the Board on an annual basis. These will form the basis for financial control and reporting during the financial year, and for our reporting on the financial position of the businesses. The report also considers potential sensitivities for each business and the impact each would have on overall performance for the budget year.*

Discussion points/questions:

This item was dealt with after Agenda Item 11.

**Communities:**

- A Member asked whether the losses at The Arc, The Arcafe and the Post Office had increased from last year. Mark Perrin stated that they had increased slightly, mainly due to staffing issues and the benchmarking of staff pay, which were unavoidable costs.
- A Member asked if the UK Shared Prosperity match funding did not go ahead, would the losses decrease. Mark Perrin confirmed they would.
- It was noted that these losses were likely to continue due to minimum wage increases but would still be in tolerance. Kerry Copson stressed that staff at The Arc are very proactive at looking at ways to save money and budgeting.
- Steve Hepworth stated that Ongo Communities relied on funding from Ongo Homes and if the case is these parts of the business continue to make losses, Ongo Homes should be asked to consider whether services at The Arc & Viking Centre should be specifically referenced when it reviews and approves Grant funding to Ongo Communities.

**Recruitment and Crosby Brokerage:**

- Mark Perrin gave an overview of budgets for these two companies. Board had no specific questions or comments on these budgets.

**Ongo Communities Board**

- approved the initial draft of the budget and the assumptions upon which it is based, subject to below.
- approved the budgeted losses for The Arc, Arcafe and Post Office.
- had no amendments to the budget to be considered prior to final approval.
- had no specific requirements and considerations in relation to the compilation of the longer-term business plan.
- confirmed that the sensitivities applied to performance are valid scenarios which can be used to support the assessment of going concern when signing off the 2023-24 statutory accounts.

**Ongo Recruitment Board** approved the initial draft of the budget and the assumptions upon which it is based and no amendments to the budget to be considered prior to final approval.

**Crosby Brokerage (Ltd Company)**

- approved the initial draft of the budget and the assumptions upon which it is based, subject to 1.3.2 below.
- advise on any 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 that the sensitivities applied to performance are valid scenarios which can be used to support the assessment of going concern when signing off the 2023-24 statutory accounts.

**Ongo Recruitment (Social Enterprise) Board:**

- approved the initial draft of the budget and the assumptions upon which it is based, subject to 1.2.2 below.
- advised on any amendments to the budget to be considered prior to final approval.

**4. Agenda item 6 – Management Accounts**

*Summary: Presents the management accounts including financial golden rules of Ongo Communities, Ongo Recruitment and Crosby Brokerage for December 2023.*

Discussion points/questions:

- Mark Perrin gave an overview of the accounts for Ongo Communities and explained any excess ringfence reserves set aside for the Endeavour project but unsure, would be released to bolster reserves.
- The Gift Aid donation made in December 2023 to Ongo Communities from Ongo Recruitment was noted.
- Ongo Recruitment are currently operating at a loss mainly due to staffing issues but it is expected to recover by the end of the financial year.
- Crosby Brokerage account remains in excess which is a good place to be due to the way in which Crosby Brokerage is managed, with no significant changes to the accounts.
- A Member asked about some of the debts which were showing as being over 180 days. Carl Willerton explained for Crosby Brokerage these were due to North Lincolnshire Council setting up some PA clients incorrectly but this matter was being rectified.

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

**5. Agenda item 7 - Project Ideas for Reserve**

*Summary: This paper provides information on the ideas that came out of group discussions on the current level of reserves in the Ongo Communities bank account and projects that could be delivered to support our customers, achieve our aims and reduce reserves to ensure compliance with our policy.*

Discussion points/questions:

- Kevin Hornsby gave a summary of the report and explained the priorities of the suggested projects and short explanations of what they were.

- Maryanne Fitzgerald explained that Ongo Talk would be advertised for all tenants, including new tenants coming with the Guinness Housing Partnership properties, and the criteria would be decided by the Improving Lives co-ordinator should it be approved.
- A Member asked about the Community Pantry and the impact it would have if no more funding was found after the current pre-paid service ran out in June.
- Kerry Copson explained that the tenants using the service knew it was time limited but that some kind of food service could continue within the warm space projects. Staff have good relationships with local supermarkets who donate food. The introduction of Housing Perks is due in March which would also mitigate any impact.
- Steve Hepworth commented the food bags were not part of the original plan but if they were to continue to be funded then it should probably come from Ongo Communities' reserves.
- The Chair summarised the Board were happy to approve these projects for funding but more clarity was needed around the carpet and decorating project. Kevin Hornsby explained this could be provided before the next meeting via Convene. **Action 1/24**
- Board agreed the Community Pantry could be funded for 3 months beyond June (when it is currently pre-paid to) whilst a decision was made whether to continue funding.
- The Extension at The Viking Centre proposal was discussed. Costs have not been finalised yet and this is a decision for Ongo Homes rather than Communities.

**Ongo Communities Agreed:** Board considered the content of the report and discussed and debated the proposed projects. They agreed the Viking Centre was not something they would support at this time. The Community Pantry would be funded for a further three months; the other projects would be funded from reserves (UK Shared Prosperity Fund, Ongo Talk, Carpeting Project, Decorating Skills project, 0.5 secondment co-ordinator).

## 6. **Agenda item 8 - Business Performance Report**

*Summary: This paper 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 noted that all targets had been hit and asked if they would be re-evaluated or just continue to grow. It was stated that they would continue to grow.
- Responding to a question from a Member about whether the funders of the money donated e.g. from local solicitors were acknowledged, Kerry Copson explained they are thanked on social media and in press releases, mentioned by name.
- A list of the main geographical areas of people accessing communities services was included in the action list. Work is ongoing to produce a map overlay to highlight Ongo Homes Stock with percentages of customers accessing services for the next meeting.  
**Action 2/24**
- In answer to a question of whether we get any feedback from why people are not accessing Ongo Talk, the Board was told that no we do not get any but it is presumed this is because of organisations such as the Samaritans being more prevalent. It was pointed out that areas of deprivation would obviously have more uptake.

- A Member asked how this service was promoted, as a Housing Association would not necessarily be the first place someone would look to for counselling. Maryanne Fitzgerald explained that she is working with the PR and Marketing team looking at the possibility of advertising on the new billboard that had been erected just outside Ongo House and that she was looking at marketing ideas at the moment.
- Carl Willerton explained since the losses incurred by Ongo Recruitment from STJ, measures put in place included a monthly meeting with the Finance officer and Head of Service to mitigate bad debtors.
- A Board member commented that quality recruitment could be an issue and asked if companies that are known to be making redundancies are approached. This is done and job fairs are also held.
- It was noted that the funding for the Proud to Care contract to continue was a good outcome and it was confirmed that we do not need to be registered with the Care Quality Commission to enable it to continue.
- Plans to move the Cole Street staff to Ongo House were underway with a new working group assembled to move this forward.

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

#### 7. **Agenda item 9 – Trustee Rotation**

*Summary: Article 11.5 of the Articles for Ongo Communities Ltd requires one third (or the number nearest one third) of the Trustees (Board Members) to retire every year effective from 4 March 2015. Those longest in office will retire first.*

Discussion points/questions:

- Fiona Ruddick explained that this report was to inform that two Board members were to be reappointed in line with our policies.
- Approval had already been granted by Ongo Homes as parent to Ongo Communities.

**Ongo Communities Ongo Recruitment and Crosby Brokerage agreed:** Acting for Ongo Communities Ltd note the reappointment of Karen Locking and Debbie Clegg as Trustees to Ongo Communities Ltd in accordance with Article 11.5 of Ongo Communities' Articles of Association. Ongo Homes Ltd have confirmed this reappointment as parent of Ongo Communities.

#### 9. **Agenda Item 10 – Social Value**

*Summary: This report provides detailed information on the Social Value project delivered by Ongo Communities.*

Discussion points/questions:

- Social values were built into contracts but historically these were not being met.

- Maryanne Fitzgerald explained there were so many managers involved with managing contracts and no one person took responsibility for ensuring this was happening.
- Her role as Enterprise and Economic Social Manager would now be involved in contracts from initial engagement. She would raise awareness with suppliers that this is built into our contracts and ensure this is happening. She would also look at standardising the values going forward.

**Ongo Communities Ongo Recruitment and Crosby Brokerage agreed:** The Board considered the content of the report and discussed it. Agreed that the report demonstrated a clear description of the projects and services delivered by the team and that risks are understood and managed appropriately.

#### 10. **Agenda Item 11 – Ongo Talk Business Service**

*Summary: This paper provides detailed information on the Ongo Talk Business Service delivered by Ongo Communities. It describes the work carried out, and highlights risks, marketing, and results on business activities.*

Discussion points/questions:

- A Board member asked if we looked at all local competitors for this service and it was stated that we do.
- A Member commented this was good report. They felt good progress in entering a niche market was being made. However, they felt there needed to be more awareness that Ongo provide this service which is not just for tenants, as previously discussed.
- Volunteer students are used for this service and a Member was concerned they would be too inexperienced.
- It was explained students are always supervised by a fully qualified counsellor and they do not deal with crisis or complex cases.

**Ongo Communities Ltd:** The Board considered the content of the report and discussed and debated any issues. The Board agreed that the report demonstrates a clear description of the projects and services delivered by the team and that risks are understood and managed appropriately.

Mark Perrin joined the meeting at 3.30pm to present agenda items 5 and 6. He left the meeting at 3.58pm.

#### 11. **Agenda item 12 – Health and Safety**

*Summary: This report covers updates between October 2023 – December 2023. Incidents detailed are since the last reported incidents detailed in the last Board update. There have been 5 incidents reported since the last reported incidents. There has been 0 RIDDOR reportable incidents within this reporting period.*

Discussion points/questions:

- Regarding the incident resulting in the closed door policy being implemented. Maryanne Fitzgerald explained that was for the remainder of that day.
- A Board member asked if these reports were isolated incidents or were they involving repeat offenders. If so what action was taken against repeat offenders.
- Maryanne Fitzgerald stated some were repeating individuals. If they are tenants then more targeted actions can be taken against them. In the cases where they were members of the general public, there were limitations on what action staff could take.
- On occasions the police had to be called - it was then left to the police to deal with. Feedback on Police action could be limited.
- Staff involved were offered counselling.
- A request was made for more assurance on outcomes of incidents onto future reports and it was agreed that an extra column could be added for more info/outcomes. **Action 3/24**
- Staff are given training on how to deal with situations involving clients.

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

## 12. **Agenda Item 13 – Community Development Deep Dive**

*Summary: This paper provides detailed information on the community development projects, delivered by Ongo Communities. It explains how projects are funded, colleague responsibilities as well as detailing targets and outcomes for each area for this financial year.*

*The paper highlights the range of services that fit together to meet the needs of our tenants and the communities that we support.*

Discussion points/questions:

- Kerry Copson explained the Arcafe had had its best year to date. She continued that people who worked in The Arc and the Viking Centre were very dedicated and proud of the work they do and the services they provided. They often take activities on and facilitate them in their own time.
- A Member commented it was a good report and it was obvious the work made a big impact and difference to many lives.

**Ongo Communities Ongo Recruitment and Crosby Brokerage agreed:** Board

- considered and discussed the report;
- agreed it demonstrated a clear description of the projects and services in the Community Development team and that risks are understood and managed appropriately.

## 13. **Agenda Item 14 – Ongo Communities Strategic Risk Register**

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

Discussion points/questions:

- The Board were satisfied with the content of the report and the management of risks.

**Ongo Communities Ongo Recruitment and Crosby Brokerage agreed:** The Board reviewed the updated risk register, considered and debated any concerns, highlight any emerging risks and confirmed satisfaction that risks are managed appropriately.

15. **Agenda Item 15 - Decisions Between Meetings**

*Summary: Standing Orders allow the Chair and others to deal with decisions in between scheduled meetings and for those decisions to be reported to the next meeting.*

Discussion points/questions:

- The purpose of this report was to confirm decisions taken between meetings which Board Members noted and confirmed.
- The Chair asked if there was a vacancy to be recruited into on this Board. Fiona Ruddick explained a report was to be taken to Governance & Remuneration Committee on succession planning for consideration and forward recommendation to Ongo Homes Board. In that, she was suggesting the position held by the former Board Member is removed.
- She explained that role had been in addition to the formally recommended composition for this Board, recommended as part of a wider review of governance within the whole group by an external consultant. Given previous difficulties recruiting to this Board (which had carried vacancies for some time), when three potential people were identified there was a desire to retain all three.
- This Board had worked effectively over the last year with five Board Members and so the recommendation in the succession planning document was to reduce the composition statement back down to five. The Board were happy with this recommendation.

**Ongo Communities Ongo Recruitment and Crosby Brokerage agreed:** The Board formally recorded in the minutes that Board Members approved via Convene the following decisions:

- Ongo Communities - approved the proposed submission to the Charity Commission for Ongo Communities' annual return.
- Ongo Communities acted in the parental capacity of Ongo Recruitment to pass a written resolution to remove a member of the Board
- Ongo Recruitment acted in the parental capacity of Crosby Brokerage Ltd to pass a written resolution to remove a member of the Board
- Ongo Recruitment – two Board Members approved a gift aid donation to Ongo Communities which would result in a reduced corporation tax liability for Ongo Recruitment.
- The Board noted the update on the removal of a Board Member from this Board and agreed reducing the composition statement back to five was appropriate.

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

The attendance list was noted.

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

The Chair requested that future meetings be in person and Teams by exception. The next meeting will be held at The Arc with lunch beforehand.

With no further business the meeting closed at 4.20pm

Signed by Chair: ..... Date: .....

As a true and correct record of the Ongo Communities Common Board meeting held on 1 February 2024