



Tristar Homes Limited Board Meeting 25 May 2007

PRESENT:

BOARD DIRECTORS

John McDougall (Chair)
 Vera Walker (Vice Chair)
 Jackie Robinson
 Paul Harrison
 Denise Mason
 Geoff Lee
 Charlie Hughes
 Cllr Bill Woodhead
 Cllr Julia Roberts
 Cllr Robert Gibson (part)
 Steve Boyd

OFFICERS AND ADVISORS:-

John Taylor	Finance Director & Company Secretary
Dave Pickard	Housing Management Director
Linda Minns	Support Services Associate Director
Tracey Rix Mason	Resident Involvement Associate Director
Dennis Etherington	Contract Services Associate Director
Paul Diggins	Performance Manager, Stockton Borough Council
Sheila Pearson	Governance Officer (Minutes)

At the commencement of the meeting, the Board were advised that Joan Henderson-Thynne had tendered her resignation and this would be covered in Agenda Item 5 and that the Council had appointed Councillors Gibson and Large as Councillor Board Members to replace Councillors Leonard and Brown.

1. APOLOGIES

Cllr Allison Trainer, Allan Kelley, Cllr Steve Nelson, Cllr Tina Large

2. DECLARATIONS OF INTEREST

Stockton on Tees Borough Council Representative Board Directors present declared a personal interest as a member of the local authority

in respect of items on the agenda relating to Council business and issues. Tenant Representative Board Directors present, declared a personal interest due to the beneficial interest in their property in respect of items on the agenda relating to tenancy and housing stock issues.

3. MINUTES OF MEETING HELD ON 27 APRIL 2007 AND MATTERS ARISING

The minutes of the meeting held on 27 April 2007 were accepted as a true record and signed by the Chairman and there were no matters arising.

4. PROPOSED CHANGES TO COMMITTEE REMITS AND QUORUM RULES (NOMINATIONS AND REMUNERATION COMMITTEE, HR COMMITTEE AND JOINT CONSULTATIVE GROUP)

The Finance Director and Company Secretary presented the report to the Board detailing the proposed changes to Committee remits and quorum rules. He explained that these changes were required to ensure that the roles of these Committees are clarified. In addition it was also proposed to update the quorum rules for the Nominations and Remuneration Committee to reflect the current Committee structure.

- RESOLVED:
- 1) That the Board approved the proposed change to the remit of the Nominations and Remuneration Committee
 - 2) That the Board approved the proposed change to the quorum rules of the Nominations and Remuneration Committee
 - 3) That the Board approved the proposed change to the remit of the Human Resources Committee
 - 4) That the Board approved the proposed change to the remit of the Joint Consultative Group

5. BOARD MEMBERSHIP

The Finance Director and Company Secretary presented the report to the Board. The paper considers the implications of the annual rotation of Tenant Directors and the number of Tenant Director vacancies.

He explained that at the Board meeting of 27 April, the decision was made that the Tenant Director posts of the two retiring Tenant Board Members and the one Tenant Director post, which was vacant at the time, be advertised and full elections held if there are more candidates than available positions.

Since that meeting, Joan Henderson-Thynne, Tenant Director (Billingham) has tendered her resignation. He explained that if the two vacant posts and the two retiring Board Member positions were advertised this would result in advertising four out of the six Tenant Board Member positions and elections being held where required. Due to there now being an additional vacancy it is proposed that the two Tenant Directors voluntarily retire and, if willing, seek immediate re-appointment at the Company's Annual Meeting and the two vacant positions be advertised and full elections held where there are more than one applicant for a post. He advised that the Council has agreed that for the 2007 Annual Meeting, it will not oppose any two Tenant Directors who in voluntarily retiring, seek re-appointment.

The Board discussed the need to ensure that directors put forward to join the Board are able and willing to contribute to the future success of the Company. The Finance Director and Company Secretary clarified the rules of the selection process. It was agreed to have a pre-consideration phase for all selections.

- RESOLVED:-
- 1) That the Board agreed that the two vacant Tenant Director posts (1x Billingham and 1x Thornaby) are advertised and full elections held where there are more candidates than available positions.
 - 2) That the Board agreed that the two Tenant Directors (Denise Mason and Vera Walker) voluntarily retire and, if willing, seek immediate re-appointment at the Company's Annual Meeting

6. STOCK OPTIONS APPRAISAL UPDATE

The Managing Director updated the Board on the current position. He advised that a paper looking at the funding of future needs would be going to Cabinet on 5 July.

RESOLVED:- That the Board noted the verbal update.

7. FEEDBACK FROM BOARD DROP IN SESSION MONDAY 14 MAY 2007

The Finance Director and Company Secretary reported on the Drop In Session held on 14 May which provided an opportunity for Board Members and representatives from the Council to consider some of the significant issues facing the Company.

He summarised the main issues discussed:-

- Affording Tenant Aspirations
- Completing the Decent Homes Programme
- Continuing to Improve Services to Tenants
- Reducing Costs

He highlighted the Hill Review which pointed out that by 2050 it is expected that 75% of the current social housing stock will still be standing. Therefore regeneration schemes are only part of the solution.

It was suggested at the Drop In Session that a special Board meeting be called after the paper has gone through Cabinet in July. A review of the project plan would be appropriate for that meeting as it is critical for the Company's finances and its ability to deliver tenant aspirations.

The Managing Director stated that a working panel of Board Members would be required to be set up and requested volunteers from the Board. It was agreed that this may be incorporated into the Board meeting of 13 July 2007.

RESOLVED:- That the Board noted the significant issues facing the Company.

Cllr Gibson arrived at this point in the meeting and the Chair provided to him a brief update on the Company's future. Cllr Gibson said he hoped that there would be a number of options. The Chair advised that the Local Authority have advisors who are considering all the options and a Board paper will be prepared for Cabinet and a working panel set up.

8. TENANT VICE CHAIR

Vera Walker, Tenant Vice Chair, declared an interest in this item.

The Finance Director and Company Secretary presented the report to the Board. The paper considers some of the issues around Board Member pay. He explained that at the Board meeting of 3 March 2006, a formal scheme of remuneration was approved, subject to consultation, for the roles of the Chair and Vice Chairs of the Board as well as the Chairs of the Sub-Committees. The main reason for the decision to remunerate these roles was to improve the Governance of the Company through making the roles more attractive and helping to retain individuals undertaking these roles.

He went on to say that the majority of tenants (over 70%) are paid housing benefit and paying staff an allowance of £1,900 per annum could adversely affect individuals taking on this important role, dependent upon their own personal circumstances. Therefore, the payment of this allowance may result in making the role of Tenant Vice Chair of the Board less attractive for a significant portion of the tenant population. It is now proposed that this role is not remunerated as it is counter-productive and he asked that the original decision be reversed.

This was discussed and the Board agreed that this should be on a case by case basis as some Tenant Vice Chairs would not be affected.

RESOLVED:- That the Board agreed that remuneration of the role of Tenant Vice Chair of the Board be considered on a case by case basis

9. PROPOSED BOARD MEETINGS AND BOARD DROP IN SESSIONS

The Finance Director and Company Secretary presented the report to the Board proposing a revised programme of Board meetings and Board Drop In Sessions for 2007/08. He explained the purpose of changing the dates was that the Finance and Performance Committee meetings and Board meetings need to tie in to allow performance information to be presented to the Committee and by exception to the Board in a timely manner for the Committee's approval.

RESOLVED:- That the Board agreed the programme of Board meetings and Board Drop In Sessions for 2007/08.

10. MINUTES OF FINANCE AND PERFORMANCE COMMITTEE HELD ON 1 MAY 2007

The minutes of the Finance and Performance Committee held on 1 May 2007 were presented and those Committee members present were asked to approve them.

RESOLVED:- The Finance and Performance Committee members present accepted the minutes of 1 May 2007 as a true record.

11. MINUTES OF HR COMMITTEE HELD ON 24 APRIL 2007

The minutes of the HR Committee held on 24 April 2007 were presented and those Committee members present were asked to approve them.

RESOLVED: - The HR Committee members present accepted the minutes of 24 April 2007 as a true record.

12. MINUTES OF NOMINATIONS AND REMUNERATION COMMITTEE HELD ON 27 APRIL 2007

The minutes of the Nominations and Remuneration Committee held on 27 April 2007 were presented and those Committee members present were asked to approve them.

Charlie Hughes queried two items:

Page 2 paragraph 6 – replace the word ‘proposal’ with ‘appraisal’
Page 3 – ‘view to appointment’ should be ‘view to consider whether appointment might be made.’

RESOLVED: - Taking into account the amendments the Nominations and Remuneration Committee members present accepted the minutes of 27 April 2007 as a true record

13. MINUTES OF OPERATIONS COMMITTEE HELD ON 27 APRIL 2007

The minutes of the Operations Committee held on 27 April 2007 were presented and those Committee members present were asked to approve them.

RESOLVED: - The Operations Committee members present accepted the minutes of 27 April 2007 as a true record.

14. ANY OTHER BUSINESS

None.